

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2006		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Itron Electricity Metering, Inc.		01/01/2006	CORPORATION: WASHINGTON
<b>RECEIVING PARTY DATA</b>			
Name:	Itron, Inc.		
Street Address:	2818 N. Sullivan Road		
City:	Spokane		
State/Country:	WASHINGTON		
Postal Code:	99216		
Entity Type:	CORPORATION: WASHINGTON		
<b>PROPERTY NUMBERS Total: 7</b>			
Property Type	Number	Word Mark	
Registration Number:	2847155	"A SOLID STATE OF MIND"	
Registration Number:	2438984	CENTRON	
Registration Number:	1762009	PC-PRO	
Registration Number:	1929925	PC-PRO+	
Registration Number:	1392232	SANGAMO	
Registration Number:	2742864	SENTINEL	
Registration Number:	1725344	QUANTUM	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(206)359-9000		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	206.359.8000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	Grace Han Stanton		

CH \$190.00 2847155

900039836

TRADEMARK  
REEL: 003227 FRAME: 0805

Address Line 1:	1201 Third Avenue, Suite 4800
Address Line 4:	Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	10145-4000
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NAME OF SUBMITTER:	Grace Han Stanton
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Signature:	/Grace Han Stanton/
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Date:	01/13/2006
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<p>Total Attachments: 9 source=IEEMergerDocuments#page1.tif source=IEEMergerDocuments#page2.tif source=IEEMergerDocuments#page3.tif source=IEEMergerDocuments#page4.tif source=IEEMergerDocuments#page5.tif source=IEEMergerDocuments#page6.tif source=IEEMergerDocuments#page7.tif source=IEEMergerDocuments#page8.tif source=IEEMergerDocuments#page9.tif</p>
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UNITED STATES OF AMERICA

# The State of Washington

Secretary of State



## CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

ITRON, INC.

WA Profit Corporation

UBI: 600-337-134

Filing Date: December 21, 2005

Effective Date: January 1, 2006

Merging Entities:

602-271-258

ITRON ELECTRICITY METERING, INC.



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 003227 FRAME: 0807

FILED  
SECRETARY OF STATE

DEC 21 2005

STATE OF WASHINGTON

## ARTICLES OF MERGER

ITRON, INC.

and

ITRON ELECTRICITY METERING, INC.

Pursuant to RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging Itron Electricity Metering, Inc., a Delaware corporation (the "*Subsidiary*"), into Itron, Inc., a Washington corporation (the "*Parent Corporation*").


1. The Agreement and Plan of Merger adopted by the Board of the Parent Corporation is attached hereto as Exhibit A.

2. Shareholder approval was not required of either corporation pursuant to RCW 23B.11.040(1).

3. Following the filing of these Articles with the Washington Secretary of State and the equivalent document with the Delaware Secretary of State, the merger shall be effective as of January 1, 2006.

Dated: December 20, 2005

ITRON, INC.

By   
Steven M. Helmbrecht, Senior Vice  
President and Chief Financial Officer

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**Exhibit A**  
**(Agreement and Plan of Merger)**

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT and PLAN OF MERGER ("*Plan of Merger*") is made as of December ~~20~~, 2005, between Itron Electricity Metering, Inc., a Delaware corporation ("*IEM*") and Itron, Inc., a Washington corporation ("*Itron*" or "*Parent*"). IEM and Itron are sometimes collectively referred to in this Plan of Merger as the "*Constituent Corporations*."

### RECITALS

- A. IEM is a corporation organized and existing under the laws of the State of Delaware.
- B. Itron is a corporation organized and existing under the laws of the State of Washington, qualified to do business in the state of Delaware, and is the sole stockholder of IEM.
- C. Itron and IEM deem it advisable and in the best interests of the Constituent Corporations, respectively, and their respective shareholders, that IEM be merged with and into its Parent (the "*Merger*"), as authorized by the laws of the States of Washington and Delaware, pursuant to the terms and conditions hereinafter set forth.

### AGREEMENT

In consideration of the foregoing recitals and of the covenants and agreements hereinafter set forth and for the purpose of prescribing the terms and conditions of the Merger, the parties agree as follows:

#### 1. Merger; Effectiveness

IEM shall be merged into Itron (hereinafter sometimes called the "*Surviving Corporation*"), pursuant to the applicable provisions of the Washington Business Corporation Act and the Delaware General Corporation Law in accordance with the terms and conditions of this Plan of Merger.

Upon the execution by the Surviving Corporation of Articles of Merger incorporating this Plan of Merger, and the filing of such Articles of Merger (or equivalent document) with the Secretary of State of the States of Washington and Delaware, the Merger shall become effective, as stated in the merger documents filed, on January 1, 2006 (the "*Effective Time of the Merger*").

#### 2. Articles of Incorporation

The Articles of Incorporation of Itron, at the Effective Time of the Merger, shall be the Articles of Incorporation of the Surviving Corporation.

#### 3. Bylaws

The Bylaws of Itron, at the Effective Time of the Merger, shall be the Bylaws of the Surviving Corporation.

#### 4. Directors and Officers

The directors and officers of Itron in office at the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation and shall hold such offices in accordance with

and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately after the Effective Time of the Merger.

**5. Conversion of Shares**

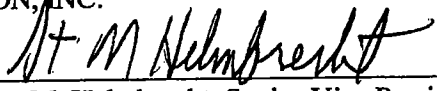
At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holders of any shares of stock of IEM or Itron, all issued and outstanding shares of capital stock of IEM, all of which are owned by Itron, the Parent, shall be cancelled, and no consideration shall be delivered in exchange therefor.

**6. Rights, Duties, Powers, Liabilities, Etc.**

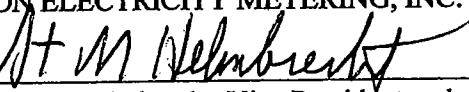
At the Effective Time of the Merger, the separate existence of IEM shall cease, and IEM shall be merged in accordance with the provisions of this Plan with and into Itron, the Surviving Corporation, which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of each of the Constituent Corporations; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested by deed or otherwise in either of the Constituent Corporations, shall be vested in the Surviving Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding.

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed by their respective officers thereunto duly authorized, as of the date first written above.

ITRON, INC.

By   
Steven M. Helmbrecht, Senior Vice President and  
Chief Financial Officer

ITRON ELECTRICITY METERING, INC.

By   
Steven M. Helmbrecht, Vice President and  
Treasurer

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

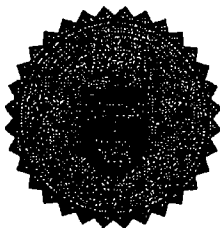
"ITRON ELECTRICITY METERING, INC.", A DELAWARE CORPORATION, WITH AND INTO "ITRON, INC." UNDER THE NAME OF "ITRON, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WASHINGTON, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 2:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2006.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3808830 8100M

051048148



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4396686

DATE: 12-22-05

TRADEMARK  
REEL: 003227 FRAME: 0812



**CERTIFICATE OF OWNERSHIP AND MERGER**

**Itron Electricity Metering, Inc.,**  
a Delaware corporation,  
and  
**Itron, Inc.,**  
a Washington corporation

In accordance with Section 253 of the Delaware General Corporation Law, the undersigned, Steven M. Helmbrecht, being the Senior Vice President and Chief Financial Officer of Itron, Inc., a Washington corporation, does hereby certify as follows:

1. The name and state of incorporation of the constituent corporations are Itron, Inc., a Washington corporation ("*Itron*"), and Itron Electricity Metering, Inc., a Delaware corporation ("*IEM*").
2. Itron, the parent corporation, owns 100% of the outstanding shares of the common stock of IEM, the subsidiary corporation. IEM has no shares of any other class or series of stock outstanding.
3. The following resolution approving the merger in the form that follows, was duly adopted by the Board of Directors of Itron (the "*Company*") on December 5, 2005:

**Approval of Merger**

RESOLVED, that the Board of Directors (the "*Board*") of the Company believes it to be in the best interests of the Company and its shareholders to merge Itron Electricity Metering, Inc., a Delaware corporation and wholly owned subsidiary of the Company (the "*Subsidiary*") with and into the Company.

RESOLVED FURTHER, that the merger of the Subsidiary with and into the Company, pursuant to Section 253 of the Delaware General Corporation Law, as amended and Section 23B.11.040 of the Washington Business Corporation Act, as amended (the "*Merger*") and the Agreement and Plan of Merger between the Company and the Subsidiary (the "*Merger Agreement*"), in substantially the form presented to the Board and to be attached as an exhibit to the minutes of this meeting, is hereby authorized, approved and confirmed.

RESOLVED FURTHER, that as of the Effective Time of the Merger (as defined in the Merger Agreement), all of the Subsidiary's corporate franchises, assets and property of every description, together with the existence and rights of the Subsidiary, shall be merged with and into the Company and the Company shall, as the surviving corporation, be fully vested therewith; and further, that the

separate existence and corporate organization of the Subsidiary, except as it may continue by statute, shall cease as of the Effective Time of the Merger.

RESOLVED FURTHER, that the Company's CEO, President and CFO, or any of them, are hereby authorized in the name and on behalf of the Company, to execute the Merger Agreement and any amendments, agreements, instruments and ancillary documents related thereto, together with such modifications to any such agreements, documents or instruments as any of such officers shall approve, and to take all such further actions as such officers, in their sole discretion, may approve or deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, including, but not limited to, any executions, deliveries, filings and payments necessary to consummate the Merger and the Merger Agreement.

4. The name of the surviving corporation is Itron, Inc., a Washington corporation qualified to do business in the state of Delaware.

5. The principal place of business of the surviving corporation is 2818 North Sullivan Road, Spokane, WA 99216.

6. The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from the merger and irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Delaware Secretary of State is 2818 North Sullivan Road, Spokane, WA 99216, Attn: Corporate Secretary.

7. The Effective Time of the Merger, and the effective date for the filing of this Certificate of Ownership and Merger, is January 1, 2006.

*[Remainder of page intentionally left blank.]*

IN WITNESS WHEREOF, the undersigned has signed his name and affirmed that this instrument is the act and deed of the Company and that the statements herein are true, under penalties of perjury, this 20th day of December, 2005.

ITRON, INC.

By:   
Steven M. Helmbrecht, Vice President and Chief  
Financial Officer