

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Everpure, Inc.		12/28/2004	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Everpure, LLC
Street Address:	1040 Muirfield Drive
City:	Hanover Park
State/Country:	ILLINOIS
Postal Code:	60133
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1132490	E
Serial Number:	78228148	EVERPURE
Registration Number:	2899474	EVERPURE AUTH2ORITY
Registration Number:	0522527	EVERPURE

CORRESPONDENCE DATA

Fax Number: (414)271-5770
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 414-271-7590
 Email: barbj@andruslaw.com
 Correspondent Name: Andrus, Sceales, Starke & Sawall, LLP
 Address Line 1: 100 East Wisconsin Avenue
 Address Line 2: Suite 1100
 Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER: 5015-86; -196; -223; -218

CH \$115.00 1132490

NAME OF SUBMITTER:	Joseph J. Jochman
Signature:	/Joseph J. Jochman, Reg. #25,058/
Date:	02/21/2006
Total Attachments: 4 source=Merger 1#page1.tif source=Merger 2#page1.tif source=Merger 3#page1.tif source=Merger 4#page1.tif	

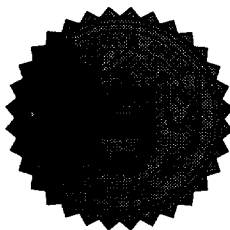
Delaware

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 MERGER OF "EVERPURE, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2004, AT 10:41 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 12:01 O'CLOCK A.M.



3900401 8100

050607483

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4048232

DATE: 07-26-05

TRADEMARK

REEL: 003251 FRAME: 0053

CERTIFICATE OF MERGER
of
EVERPURE, INC.
into
EVERPURE, LLC

Pursuant to the Delaware Limited Liability Company Act, the undersigned limited liability company hereby adopts the following Certificate of Merger:


1. The names and states of organization of the merging entities are Everpure, Inc., a Nevada corporation ("Everpure, Inc.") and Everpure, LLC, a Delaware limited liability company ("Everpure, LLC").
2. Everpure, LLC will continue as the surviving entity.
3. The Agreement and Plan of Merger is attached as Exhibit A and incorporated herein by this reference. The Agreement and Plan of Merger was approved and executed by each of the parties to this merger.
4. The Agreement and Plan of Merger was consented to in writing by the sole shareholder of Everpure, Inc., which consent is not less than the minimum number of votes necessary to adopt such plan as provided by the articles of incorporation of Everpure, Inc. and in accordance with Nevada Revised Statutes 92A.120 and signed by the Secretary of Everpure, Inc..
5. The Agreement and Plan of Merger was consented to in writing by the sole member of Everpure, LLC, which consent is not less than the minimum number of votes necessary to adopt such plan as provided by the Certificate of Formation and in accordance with Section 209 of the Delaware Limited Liability Company Act, and signed by the Secretary of Everpure, LLC.
6. The Agreement and Plan of Merger is on file at:

Everpure, LLC
5500 Wayzata Boulevard, Suite 800
Golden Valley, MN 55416-1259
7. The merger is to become effective at 12:01 a.m. on December 31, 2004.
8. A copy of the Agreement and Plan of Merger will be furnished on request and without cost, to any member or other person holding an interest in Everpure, Inc. or Everpure, LLC.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer as of the 28 day of December, 2004.

EVERPURE, LLC

By



Louis L. Ainsworth, Secretary

EXHIBIT A
AGREEMENT AND PLAN OF MERGER
OF
EVERPURE, INC.
AND
EVERPURE, LLC

THIS AGREEMENT AND PLAN OF MERGER is made as of this 28 day of December, 2004, by and between Everpure, Inc., a Nevada corporation, and Everpure, LLC, a Delaware limited liability company

WHEREAS, Everpure, LLC is a wholly owned subsidiary of Fleck Controls, Inc., a Wisconsin corporation ("Fleck"); and

WHEREAS, Everpure, Inc. is a wholly owned subsidiary of Pentair Water Group, Inc., a Delaware corporation ("PWG");

WHEREAS, it is in the best interests of each entity to merge Everpure, Inc. into Everpure, LLC; and

NOW, THEREFORE, it is hereby agreed in accordance with the applicable provisions of the laws of the State of Nevada and the State of Delaware, that Everpure, Inc. shall be merged into Everpure, LLC, and Everpure, LLC shall survive the merger, and that the agreement and plan of merger and the terms and conditions of the merger shall be as follows:

1. **Merger**. Everpure, Inc., a corporation incorporated under and governed by Nevada laws located at 6100 Neil Road, Suite 500, Reno, NV 89511, and Everpure, LLC, a limited liability company organized under and governed by Delaware laws located at 1209 Orange Street, Wilmington, DE 19801, agree to merge (the "Merger").
2. **Surviving Entity**. Everpure, LLC shall be the surviving limited liability company and its corporate identity, existence, purposes, powers, franchises, and immunities shall continue unaffected and unimpaired by the merger. The name of the surviving corporation shall be Everpure, LLC. The duly qualified and acting managers and directors of Everpure, LLC, immediately prior to the time of the effective date of the merger, shall be the managers and directors of the surviving limited liability company. Upon the effective date of the merger, the corporate identity, existence, purposes, powers, franchises, rights and immunities of Everpure, Inc., together with all of its assets and subject to all of its debts and liabilities, shall be merged into Everpure, LLC, and Everpure, LLC shall be fully vested therewith, and the separate existence of Everpure, Inc., except as otherwise provided by law, shall cease.
3. **Certificate of Formation of the Surviving Company**. The Certificate of Formation and the Operating Agreement of Everpure, LLC shall remain in effect unaltered as the Certificate of Formation and the Operating Agreement of the surviving limited liability company.
4. **Disposition of Shares**. The manner and basis of converting the shares of the constituent entities into interests of the surviving limited liability company are as follows:

(a) All of issued and outstanding shares of Everpure, Inc. are currently held by PWG and all of the membership interests of Everpure, LLC are currently held by Fleck.

(b) Upon the effective date of the Merger, all issued and outstanding shares of capital stock of Everpure, Inc. and all rights in respect thereof, shall be canceled forthwith without any action on the part of PWG, the holder thereof.

5. Effective Date. The Merger shall become effective on December 31, 2004.

6. Record of Agreement. An executed copy of this Agreement and Plan of Merger shall be kept on file at the corporate office of Everpure, LLC, 5500 Wayzata Boulevard, Suite 800, Golden Valley, MN 55416-1259, and shall be made available on written request by any eligible person.

7. Approval. The above described Agreement and Plan of Merger was approved by PWG, the sole shareholder of Everpure, Inc., and by Fleck, the sole member of Everpure, LLC, in accordance with NRS 92A.120 and Section 209 of the Delaware Limited Liability Company Act, respectively. The Agreement and Plan of Merger was also approved by unanimous written action of the Board of Directors of Everpure, Inc. in accordance with NRS 92A.120.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of December 28, 2004.

EVERPURE, INC.,

a Nevada corporation



Louis L. Ainsworth, Secretary

EVERPURE, LLC,

a Delaware limited liability company



Louis L. Ainsworth, Secretary