

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Business Entity Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Hersey Meters Co.		01/13/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Hersey Meters Co., LLC		
<b>Street Address:</b>	500 W. Eldorado Street		
<b>City:</b>	Decatur		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	62522		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	942585	HERSEY	
Registration Number:	611788	HERSEY	
Registration Number:	54749	HERSEY	
Registration Number:	2827704	HORIZON	
Registration Number:	957278	RETRO-THRUST	
Registration Number:	2724300	TRANSLATOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(704)444-8847		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(704) 343-2278		
<b>Email:</b>	kimberly.saltrick@hmw.com		
<b>Correspondent Name:</b>	Kimberly B. Saltrick, NCCP		
<b>Address Line 1:</b>	201 North Tryon Street, Suite 3000		
<b>Address Line 4:</b>	Charlotte, NORTH CAROLINA 28202		
<b>ATTORNEY DOCKET NUMBER:</b>	4052178-2935		

**CH \$165.00 942585**

NAME OF SUBMITTER:	Kimberly B. Saltrick
Signature:	/Kimberly B. Saltrick/
Date:	04/11/2006
<b>Total Attachments: 4</b> source=BOA Hersey Conversion#page1.tif source=BOA Hersey Conversion#page2.tif source=BOA Hersey Conversion#page3.tif source=BOA Hersey Conversion#page4.tif	



# Delaware

PAGE 1

*The First State*

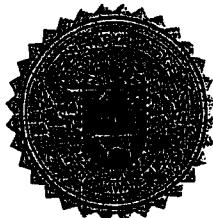
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "HERSEY METERS CO." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "HERSEY METERS CO." TO "HERSEY METERS CO., LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 2006, AT 11:39 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF JANUARY, A.D. 2006, AT 11:59 O'CLOCK P.M.

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

3078050 8100V

060085535



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4485874

DATE: 01-30-06

TRADEMARK  
REEL: 003286 FRAME: 0885

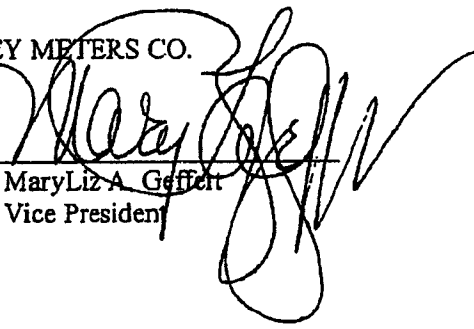
**HERSEY METERS CO.**

**CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 18-214 OF THE  
LIMITED LIABILITY COMPANY ACT**

1. The name of the corporation immediately prior to the effective time of this Certificate of Conversion is Hersey Meters Co.
2. The date on which the original Certificate of Incorporation was filed with the Delaware Secretary of State is August 4, 1999.
3. The name of the limited liability company into which the corporation is hereby being converted is Hersey Meters Co., LLC.
4. The effective time and date of this Certificate of Conversion shall be as of 11:59 p.m. on January 30, 2006.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 27<sup>th</sup> day of January, 2006.

HERSEY METERS CO.

By:   
Name: MaryLiz A. Geffert  
Title: Vice President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:59 AM 01/30/2006  
FILED 11:39 AM 01/30/2006  
SRV 060085535 - 3078050 FILE

QRMKE\SR44621.1

**EXHIBIT A**

**Trademarks and Trademark Applications**

<i>Title</i>	<i>Registration Nmb</i>	<i>Class</i>	<i>Status</i>	<i>Filed</i>	<i>Serial #</i>	<i>Issued</i>	<i>Renewal</i>
<b>Hersey Meters Co., LLC, a Delaware limited liability company (formerly Hersey Meters Co., a Delaware corporation)</b>							
HERSEY	942585	6	Active	1/31/1972	72/414137	9/12/1972	9/12/2012
HERSEY Stylize	611788	9	Active	9/9/1954	71/673987	9/6/1955	9/6/2005
HERSEY Stylized	54749	9	Active	3/7/1906	71/017638	6/26/1906	6/26/2006
HORIZON	2827704	9	Active	7/12/2002	78/143463	3/30/2004	3/30/2014
RETRO-THRUST	957278	9	Active	6/16/1972	72/427470	4/17/1973	4/17/2013
TRANSLATOR	2724300	9	Active	7/12/2002	78/143425	6/10/2003	6/10/2013

*(Filing Fees: \$165.00)*