

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GPS Development Corporation		12/21/2006	CORPORATION:
RECEIVING PARTY DATA			
Name:	Waukesha Electric Systems, Inc.		
Street Address:	400 S. Prairie Avenue		
City:	Waukesha		
State/Country:	WISCONSIN		
Postal Code:	53186		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2454715	WAUKESHA	
CORRESPONDENCE DATA			
Fax Number:	(202)861-1783		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2028611500		
Email:	trademarks@bakerlaw.com		
Correspondent Name:	Baker & Hostetler LLP		
Address Line 1:	1050 Connecticut Avenue, NW		
Address Line 2:	Washington Square, Suite 1100		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036		
ATTORNEY DOCKET NUMBER:	87304.0058		
NAME OF SUBMITTER:	Ellen K. Burke		
Signature:	/ekb/		

CH \$40.00 2454715

Date:

05/29/2007

Total Attachments: 4

source=GSPS into Waukesha Electric#page1.tif

source=GSPS into Waukesha Electric#page2.tif

source=GSPS into Waukesha Electric#page3.tif

source=GSPS into Waukesha Electric#page4.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 OWNERSHIP, WHICH MERGES:

"GPS DEVELOPMENT CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "WAUKESHA ELECTRIC SYSTEMS, INC." UNDER THE NAME OF "WAUKESHA ELECTRIC SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WISCONSIN, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 1:55 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 2 O'CLOCK P.M.

4276868 8100M

061200979



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5333826

DATE: 01-08-07

TRADEMARK
REEL: 003550 FRAME: 0611

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:05 PM 12/29/2006
FILED 01:55 PM 12/29/2006
SV 061200979 - 3136628 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
OF
GSPS DEVELOPMENT CORPORATION
INTO
WAUKESHA ELECTRIC SYSTEMS, INC.

Pursuant to Section 253 of
the General Corporation Law of the State of Delaware

Waukesha Electric Systems, Inc., a corporation organized and existing under the laws of the state of Wisconsin (this "Corporation"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 21st day of January 1970, pursuant to the Business Corporation Law of the State of Wisconsin.

SECOND: That this Corporation owns all of the outstanding shares of common stock, par value \$0.01 per share, of GSPS Development Corporation, a corporation incorporated on the 6th day of December 1999, pursuant to the General Corporation Law of the state of Delaware.

THIRD: That this Corporation, by resolutions of its board of directors attached hereto as Exhibit A, duly adopted by its members on December 21, 2006 and filed with the minute book of this Corporation, determined to merge GSPS Development Corporation with and into this Corporation, with Waukesha Electric Systems, Inc. to be the surviving corporation.

FOURTH: That this Corporation agrees that it may be served with process in the State of Delaware in any proceeding for any obligation of GSPS Development Corporation, as well as for the enforcement of any obligation of Waukesha Electric Systems, Inc. arising from the merger outlined herein and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. A copy of such process may be mailed to 13515 Ballantyne Corporate Place, 3rd Floor, Charlotte, NC 28277.

677524

TRADEMARK
REEL: 003550 FRAME: 0612

FIFTH: That the merger has been approved in accordance with the laws of the State of Wisconsin, under the laws of which Waukesha Electric Systems, Inc. is incorporated.

SIXTH: That the merger herein provided for shall be effective at 2:00 p.m. E.S.T. on December 31, 2006.

(Remainder of Page Intentionally Left Blank)

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by
Kevin Lilly, its Vice President and Secretary, this 21st day of December 2006.

WAUKESHA ELECTRIC SYSTEMS, INC.

By: /s/ Kevin Lilly
Name: Kevin Lilly
Title: Vice President and Secretary

[DE Certificate of Merger of GSPS Development Corporation]

677524