

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/30/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cooper Novitas, Inc.		04/24/2006	CORPORATION:

RECEIVING PARTY DATA

Name:	Cooper Wiring Devices, Inc.
Street Address:	600 Travis
Internal Address:	Suite 5600
City:	Houston
State/Country:	TEXAS
Postal Code:	77002
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78673889	MICROSET
Serial Number:	74154909	NOVITAS
Serial Number:	74370136	SUPERSWITCH
Serial Number:	73484989	LIGHT-O-MATIC
Serial Number:	73645069	ZEUS

CORRESPONDENCE DATA

Fax Number: (713)209-8995
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 713.209.8428
 Email: ashli.irwin@cooperindustries.com
 Correspondent Name: Ashli J. Irwin
 Address Line 1: 600 Travis
 Address Line 2: Suite 5600

CH \$140.00 78673889

Address Line 4: Houston, TEXAS 77002

ATTORNEY DOCKET NUMBER: 027665 027486/87 /88 /89

NAME OF SUBMITTER: Ashli J. Irwin

Signature: /aji/

Date: 08/11/2008

Total Attachments: 12
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State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 11 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 24 2008

DEBRA BOWEN
Secretary of State

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FILED
in the office of the Secretary of State
of the State of California

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AGREEMENT OF MERGER

1. **The Merger.** Cooper Novitas, Inc., a Delaware corporation (the "Merger Sub") and a wholly owned subsidiary of Cooper US, Inc., a Delaware corporation ("Parent"), shall be merged (the "Merger") with and into Novitas, Inc. a California corporation ("Novitas"), with Novitas as the surviving corporation (the "Surviving Corporation"). The Merger shall become effective upon the filing of this Agreement of Merger, together with the required officers' certificates for each of Merger Sub and Novitas in accordance with Section 1103 of the California General Corporation Law with the Office of the Secretary of State of the State of California and the certification of this Agreement thereby, which time is referred to herein as the "Effective Time."
2. **Approval of Merger.** This Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware and in accordance with Section 1101 of the California General Corporation Law.
3. **Conversion of Shares.**
 - a. At the Effective Time, each share of common stock, par value \$1.00 per share, of the Merger Sub issued and outstanding immediately prior to the Effective Time, will be converted into and become one fully paid and nonassessable share of common stock, par value \$1.00 per share, of the Surviving Corporation.
 - b. At the Effective Time, each issued and outstanding share of common stock (except with respect to those shares as to which the holder has complied, as of the Effective Time, with all of the requirements necessary to perfect dissented rights in accordance with the California General Corporation Law ("Dissenting Shares")), no par value per share of Novitas shall be converted into the right to receive an amount per share equal to Three Hundred Fifty Five and 26/100 Dollars (\$355.26), payable in cash and without interest (the "Per Share Merger Consideration") and as the same may be adjusted following the Effective Time on account of the working capital amount determined for Novitas as of the Effective Time.
 - c. **Dissenting Shares.** Notwithstanding any provision of this Agreement to the contrary, any holder of Dissenting Shares will only be entitled to the rights granted by the California General Corporation Law and such Dissenting Shares will not be converted into or represent a right to receive the Per Share Merger Consideration pursuant to Section 3.b. above. Provided, however, that if any holder of Dissenting Shares will effectively withdraw or lose such Dissenting Shareholder's appraisal rights (through failure to perfect or otherwise), then, as of the later of the Effective Time and the occurrence of such effective withdrawal or loss, such Dissenting Shares will automatically be converted into and represent

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only the right to receive the Per Share Merger Consideration pursuant to Section 3.b above.

4. Effect of the Merger. At the Effective Time, the separate existence of Merger Sub shall cease, and Novitas, as the Surviving Corporation (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time; (ii) shall be subject to all actions previously taken by the board of directors of Merger Sub and the stockholder of Merger Sub; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Merger Sub; (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Time; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Merger Sub in the same manner as if Novitas had itself incurred them, all as more fully provided under the applicable provisions of the California General Corporation Law.
5. Amendment to Articles of Incorporation of the Surviving Corporation. At the Effective Time, the articles of incorporation of the Surviving Corporation shall be amended and restated in their entirety as set forth in Exhibit A hereto.
6. Directors and Officers of the Surviving Corporation.
 - a. The directors of the Merger Sub at the Effective Time shall become the directors of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.
 - b. The officers of the Merger Sub at the Effective Time shall be the officers of the Surviving Corporation until the earlier of their resignation or removal or until their respective successors are duly elected and qualified as the case may be.
7. No Further Rights of Shareholders of Novitas. At the Effective Time, the shareholders of Novitas shall cease to have any further rights as shareholders of the Surviving Corporation, except such rights, if any, as a shareholder may have with respect to Dissenting Shares.
8. Transfer Books of Novitas. At the Effective Time, the stock transfer books for Novitas will be closed, and, after the Effective Time, Novitas will not transfer any shares of its stock. After the Effective Time, if any shareholder of Novitas delivers to the Surviving Corporation certificates representing shares of common stock, then the Surviving Corporation will cancel such certificates and will exchange the shares represented by such certificates for the Per Share Merger Consideration.
9. The Agreement of Merger is on file at the office of the Surviving Corporation, the address of which is: 370 Amapola Avenue, Suite 212, Torrance, CA 90501. A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.
10. As the Surviving Corporation, Novitas may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Merger Sub as well as

for enforcement of any obligation of the Surviving Corporation arising from the merger, and it does hereby irrevocably appoint the Secretary of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of the State of Delaware is: Cooper Novitas, Inc., Attention: General Counsel, c/o Cooper Industries, 600 Travis, Suite 5800, Houston, Texas 77002, until the Surviving Corporation shall designate in writing a different address for such purpose.

11. This Agreement may be executed in one or more counterparts, each of which shall constitute one and the same document.

IN WITNESS WHEREOF, the parties hereto have signed or have caused this Agreement of Merger to be signed by their respective officers thereunto duly authorized as of this 7th day of November, 2005.

NOVITAS, INC.

By: [Signature]
Name: Jim Himonas
Title: President

By: [Signature]
Name: Jill Himonas
Title: Secretary

COOPER NOVITAS, INC.

By: [Signature]
Name: Trace T. Russell
Title: Vice President

By: [Signature]
Name: TERRANCE V. HELZ
Title: SECRETARY

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

NOVITAS, INC.

1. The name of the corporation is Cooper Novitas, Inc.
2. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.
3. The total number of shares of stock which the corporation shall have authority to issue is Three Thousand Shares (3,000); and the par value of each such share is One Dollar (\$1.00).
4.
 - (a) The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.
 - (b) The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote by the shareholders or disinterested directors, or otherwise, to the fullest extent permissible under California law.
 - (c) Any amendment, repeal or modification of the foregoing provisions of this provision shall not adversely affect any right or protection of an agent of the corporation existing at the time of such amendment, repeal or modification.

OFFICERS CERTIFICATE OF

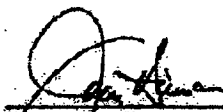
NOVITAS, INC.


Jim Himonas, President of Novitas, Inc., a California corporation (the "Company"), and Jill Himonas, Secretary of the Company, hereby certify that:

1. The Company is duly organized and existing under the laws of the State of California.
2. A total of 15,200 shares of common stock, no par value per share, of the Company ("Company Common Stock") are issued and outstanding; the Company Common Stock is the only class of the Company's issued and outstanding stock entitled to vote on the merger to be effected by the Agreement of Merger, attached hereto.
3. The Agreement of Merger in the form attached hereto was (i) approved by a vote equal to 99% of the issued and outstanding shares of the Company Common Stock entitled to vote thereon which equaled or exceeded the vote required and (ii) duly approved by the Board of Directors of the Company. A majority vote of the issued and outstanding shares of Company Common Stock is the voting percentage required to approve the Agreement of Merger.

Each of the undersigned declares under the penalties of perjury under the laws of the State of California that the statements contained in the foregoing certificate are true to his own knowledge.

Executed at Torrance, California on November 12, 2005.


Name: Jim Himonas
Title: President


Name: Jill Himonas
Title: Secretary

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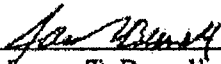
**OFFICERS CERTIFICATE OF
COOPER NOVITAS, INC.**

James T. Burrell, Vice President of Cooper Novitas, Inc., a Delaware corporation (the "Company"), and Terrance V. Helz, Secretary of the Company, hereby certify that:

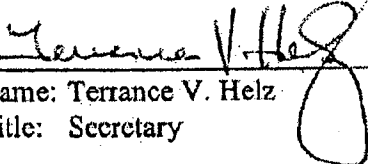
1. The Company is duly organized and existing under the laws of the State of Delaware.
2. A total of 1,000 shares of common stock, \$1.00 par value per share, of the Company ("Company Common Stock") are issued and outstanding; the Company Common Stock is the only class of the Company's issued and outstanding stock entitled to vote on the merger to be effected by the Agreement of Merger, attached hereto.
3. The Agreement of Merger in the form attached hereto was (i) approved by a vote of 100% the issued and outstanding shares of the Company Common Stock entitled to vote thereon which equaled or exceeded the vote required and (ii) duly approved by the Board of Directors of the Company. A majority vote of the issued and outstanding shares of Company Common Stock is the voting percentage required to approve the Agreement of Merger.

Each of the undersigned declares under the penalties of perjury under the laws of the State of California that the statements contained in the foregoing certificate are true to his own knowledge.

Executed at Houston, Texas on November 17th, 2005.



Name: James T. Burrell
Title: Vice President



Name: Terrance V. Helz
Title: Secretary

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

April 24, 2006



A handwritten signature in black ink, appearing to read "R. A. ...", is written over the seal area.

Special Deputy Secretary of State

DOS-1266 (Rev. 11/05)



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CERTIFICATE OF MERGER

OF

COOPER NOVITAS, INC.

INTO

COOPER WIRING DEVICES, INC.

FILED AKA

in the office of the Secretary of State
of the State of California

APR 26 2006

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, John B. Reed and Terrance V. Helz being respectively the Vice President and the Secretary of Cooper Wiring Devices, Inc. and James T. Burrell and Barbara A. Widra being respectively the Vice President and Assistant Secretary of Cooper Novitas, Inc. hereby certify:

1. (a) The name of each constituent corporation is as follows:

Cooper Novitas, Inc.

Cooper Wiring Devices, Inc.

(b) The name of the surviving corporation is Cooper Wiring Devices, Inc. and following the merger its name shall be Cooper Wiring Devices, Inc.

2. As each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof as follows:

Name of Corporation	Designation and number of shares in each class or shares outstanding	Class or series of shares entitled to vote	Shares entitled to vote as a class or series
Cooper Novitas, Inc.	1,000	Common stock	1,000
Cooper Wiring Devices, Inc.	2,499	Common stock	2,499

3. No amendments or changes will be made in the Certificate of Incorporation of the surviving entity.

4. (a) The date when the certificate of incorporation of each constituent corporation was filed by the Department of State is as follows:

<u>NAME OF CORPORATION</u>	<u>DATE OF INCORPORATION</u>
Cooper Wiring Devices, Inc.	April 13, 1920
Cooper Novitas, Inc., a California corporation	Incorporated In California on June 21, 1977

(b) Cooper Wiring Devices, Inc. was originally formed under the name: Eagle Textile Machinery Corporation. Cooper Novitas, Inc. has not filed an application for authority to do business in New York.

5. The merger was adopted by each New York constituent corporation in the following manner: As to Cooper Wiring Devices, Inc. by the written consent of 100% of the issued and outstanding shares entitled to vote therein.

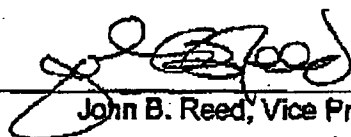
6. Cooper Novitas, Inc. has complied with the applicable provisions of the laws of the State of California in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by unanimous written consent of the board of directors and unanimous written consent of the shareholders.

7. The merger shall be effective on the 30th day of April, 2006.

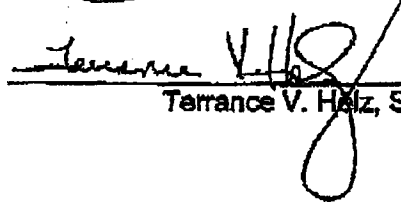
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IN WITNESS WHEREOF, we have signed this certificate on the 21st
day of April, 2006, and we affirm the statements contained therein as true under
penalties of perjury.

COOPER WIRING DIVICES, INC.



John B. Reed, Vice President



Terrance V. Helz, Secretary

COOPER NOVITAS, INC.



James T. Burrell, Vice President



Barbara A. Widra, Assistant Secretary

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CT-07

CERTIFICATE OF MERGER
 OF
 COOPER NOVITAS, INC.
 INTO
 COOPER WIRING DEVICES, INC.
 UNDER SECTION 904 OF THE
 BUSINESS CORPORATION LAW

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J.C.C.
 STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED APR 24 2006
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 BY: *Queen*

Queen

COOPER INDUSTRIES, INC.
 P.O. BOX 4446
 HOUSTON, TX 77210
 CUST REF 6623594 cs

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