

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Pentair Acquisition, LLC		09/22/2006	LIMITED LIABILITY COMPANY: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Pentair Acu-Trol, LLC		
<b>Street Address:</b>	11830 Kemper Road		
<b>City:</b>	Auburn		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94603		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78837685	ACU-TROL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(330)376-4577		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	330-376-2700		
<b>Email:</b>	TLink@ralaw.com		
<b>Correspondent Name:</b>	Terrence H. Link II		
<b>Address Line 1:</b>	222 S. Main St.		
<b>Address Line 2:</b>	Roetzel & Andress		
<b>Address Line 4:</b>	Akron, OHIO 44308		
<b>ATTORNEY DOCKET NUMBER:</b>	067920.3100		
<b>NAME OF SUBMITTER:</b>	Terrence H. Link II		
<b>Signature:</b>	/thl/		

CH \$40.00 78837685

Date:

02/03/2009

**Total Attachments: 3**

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**AMENDMENT TO OPERATING AGREEMENT  
OF  
PENTAIR ACQUISITION, LLC  
A CALIFORNIA LIMITED LIABILITY COMPANY**

This Amendment (the "Amendment") to that certain Operating Agreement (the "Agreement") of Pentair Acquisition, LLC, a California limited liability company (the "Company") made and entered into effective as of March 14, 2006, by Pentair Water Pool and Spa, Inc., a Delaware corporation (the "Member") as the sole member.

WHEREAS, on March 14, 2006, Articles of Organization for the Company were filed with the California Secretary of State and, as of such date, the Member adopted the Agreement to complete the formation of the Company.

WHEREAS, as of September 22, 2006, the Member approved the filing of Restated Articles of Organization (the "Restated Articles") with the California Secretary of State to change the name of the Company to "Pentair Acu-Trol, LLC."

WHEREAS, on September 26, 2006 (the "Effective Date"), the Restated Articles of Organization for the Company were filed with the California Secretary of State.

NOW THEREFORE, the Member, by this Agreement, hereby amends the Agreement as follows:

1. All terms written with an initial capital letter in this Amendment, unless expressly defined herein, shall have the meanings given such terms in the Agreement.
2. Article 2 of the Agreement is deleted in its entirety and replaced with the following:

"2. Name. The name of the Company shall be Pentair Acu-Trol, LLC. The business of the Company may be conducted under that name, or upon compliance with applicable laws, any other name that the Manager deems appropriate or advisable."
3. Except as expressly modified by the terms of this Amendment, the terms and conditions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Member has executed this Amendment effective as of the Effective Date.

Pentair Water Pool and Spa, Inc.,  
a Delaware corporation

By: \_\_\_\_\_  
Its: \_\_\_\_\_



**State of California**  
**Secretary of State**



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, 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**

**SEP 26 2008**

**BRUCE McPHERSON**  
Secretary of State



**State of California  
Secretary of State**

**LIMITED LIABILITY COMPANY  
RESTATED ARTICLES OF ORGANIZATION**

A \$30.00 filing fee must accompany this form.

**IMPORTANT – Read instructions before completing this form.**

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

**SEP 26 2006**

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER <b>200607610158</b>	2. NAME OF LIMITED LIABILITY COMPANY: <b>Pentair Acquisition, LLC</b>
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3. NAME OF LIMITED LIABILITY COMPANY IF DIFFERENT FROM ITEM 2. (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY" OR "LTD. LIABILITY CO." OR THE ABBREVIATIONS "LLC OR L.L.C.")  
**Pentair Acu-Trol, LLC**

4. FUTURE EFFECTIVE DATE, IF ANY:  
**MONTH: DAY: YEAR:**

5. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS

AN INDIVIDUAL RESIDING IN CALIFORNIA. PROCEED TO ITEM 7  
 A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO SECTION 1505. PROCEED TO ITEM 8.

AGENT'S NAME: National Registered Agents, Inc.

7. CALIFORNIA ADDRESS OF THE AGENT FOR SERVICE OF PROCESS. COMPLETE ONLY IF AN INDIVIDUAL.

ADDRESS  
CITY STATE: CA ZIP CODE:

8. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY: (CHECK ONE)

ONE MANAGER  
 MORE THAN ONE MANAGER  
 ALL LIMITED LIABILITY COMPANY MEMBER(S)

9. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE THE LATEST DATE ON WHICH THE LIMITED LIABILITY IS TO DISSOLVE.

10. TOTAL NUMBER OF PAGES ATTACHED, IF ANY:

11. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

*Charles Brown* 9/22/06  
SIGNATURE OF AUTHORIZED PERSON DATE  
Charles Brown, Chairman of Pentair Water Pool & Spa, Inc., Manager  
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

12. RETURN TO:

NAME	Pam Ciavarella
FIRM	Pentair, Inc.
ADDRESS	5500 Wayzata Boulevard, Suite 8000
CITY/STATE	Golden Valley, MN
ZIP CODE	55416

