

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Metso Automation MAX Controls, Inc.		12/23/2008	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Metso Automation USA Inc.		
Street Address:	1180 Church Road		
City:	Lansdale		
State/Country:	PENNSYLVANIA		
Postal Code:	19446		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	0755994	D-E-B	
Registration Number:	2486428	MAX CONTROL SYSTEMS PROCESS SOLUTIONS	
Registration Number:	2233322	MAX1000	
Registration Number:	2367007	MAX1000 +PLUS	
Registration Number:	3515903	MAXDNA	
CORRESPONDENCE DATA			
Fax Number:	(312)236-8176		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	3122368500		
Email:	docket@cookalex.com		
Correspondent Name:	Cook Alex Ltd.		
Address Line 1:	200 W. Adams Street - Suite 2850		
Address Line 4:	Chicago, ILLINOIS 60606		

CH \$140.00 0755994

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REEL: 003953 FRAME: 0938

ATTORNEY DOCKET NUMBER:	1191-0000
NAME OF SUBMITTER:	Joel H. Bock
Signature:	/Joel H. Bock/
Date:	03/17/2009
<p>Total Attachments: 4 source=MetsoMerger#page1.tif source=MetsoMerger#page2.tif source=MetsoMerger#page3.tif source=MetsoMerger#page4.tif</p>	

# Delaware

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## 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, WHICH MERGES:

"METSO AUTOMATION MAX CONTROLS, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "METSO AUTOMATION USA INC." UNDER THE NAME OF "METSO AUTOMATION USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2008, AT 10:43 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2009, AT 12:01 O'CLOCK A.M.

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



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7059122

DATE: 01-02-09

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REEL: 003953 FRAME: 0940

**METSO AUTOMATION USA INC.**

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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING METSO AUTOMATION MAX CONTROLS, INC. INTO  
METSO AUTOMATION USA INC.**

Metso Automation USA Inc. (the "Corporation"), a corporation incorporated and existing under the laws of the State of Delaware, does hereby, in accordance with Section 253 of the General Corporation Law of the State of Delaware, as amended ("DGCL"), certify:

**FIRST:** That the Corporation was incorporated on the 26th day of September, 1997, pursuant to the provisions of the DGCL.

**SECOND:** That the Corporation owns all of the outstanding shares of the stock of Metso Automation MAX Controls, Inc. ("Max Controls"), a corporation incorporated on the 27th day of February, 1995, pursuant to the provisions of the Pennsylvania Business Corporation Law of 1988, as amended.

**THIRD:** That the Corporation, by the following resolutions of its Board of Directors, unanimously adopted by written consent as of the 23rd day of December, 2008, determined to and did merge into itself Max Controls (with the Corporation surviving such merger):

WHEREAS Metso Automation MAX Controls, Inc. ("Max Controls"), a Pennsylvania corporation, is a wholly-owned subsidiary of the Corporation;

WHEREAS, the Directors of the Corporation deem it to be in the best interests of the Corporation to merge Max Controls with and into the Corporation, with the Corporation surviving such merger (the "Merger").

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the Merger is hereby approved in all respects; and

FURTHER RESOLVED, that the plan of merger, including the terms of the Merger, is approved as set forth below:

(a) Pursuant to and in accordance with Section 253 of the DGCL, and Section 1924 of the Pennsylvania Business Corporation Law of 1988, as amended (the "PBCL"), the Corporation shall merge into itself Max Controls, with the Corporation being the surviving corporation (the "Surviving Corporation"), and shall assume all of the liabilities of Max Controls;

(b) the Merger shall have the effects set forth in Section 259 of the DGCL and Section 1929 of the PBCL and shall become effective as of 12:01 a.m. on January 1, 2009;

(c) the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law;

(d) the bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law;

(e) the officers and directors of the Corporation at the Effective Time shall be and remain the officers and directors of the Surviving Corporation and shall hold office from the Effective Time until their successors are duly elected and qualified;

(f) at the Effective Time, all of the stock issued and outstanding of Max Controls, shall, by virtue of the Merger and without need of any further action, be canceled, without any payment being made in respect thereof or any exchange being made therefor.

FURTHER RESOLVED, that the form and terms of the Pennsylvania Articles of Merger, substantially in the form presented to the Directors of the Corporation (the "Pennsylvania Articles of Merger") are hereby approved; and

FURTHER RESOLVED, that the form and terms of the Delaware Certificate of Ownership and Merger, substantially in the form presented to the Directors of the Corporation (the "Delaware Certificate of Merger") are hereby approved; and


FURTHER RESOLVED, that any proper officer of the Corporation is hereby authorized and directed to execute and file the Delaware Certificate of Merger with the Secretary of State of the State of Delaware and to execute and file the Pennsylvania Articles of Merger with the Secretary of the Commonwealth of Pennsylvania, in each case with such changes therein as any such officer may approve, such approval to be conclusively evidenced by such officer's execution thereof; and

FURTHER RESOLVED, that any proper officer of the Corporation is hereby authorized and directed to execute and deliver any and all documents, certificates, agreements, or instruments and to take any and all actions necessary to consummate the transactions contemplated by the foregoing resolutions.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by John Quinlivan, its President, as of this 23rd day of December, 2008.

METSO AUTOMATION USA INC.

By:   
Name: John Quinlivan  
Title: President