

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2008		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Shurflo, LLC		12/30/2008	LIMITED LIABILITY COMPANY: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
Name:	Sta-Rite Industries, LLC		
Street Address:	293 Wright St.		
City:	Delavan		
State/Country:	WISCONSIN		
Postal Code:	53115		
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	2382527	FOB-STOP	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(330)376-4577		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	330-376-2700		
Email:	TLink@ralaw.com		
Correspondent Name:	Terrence H. Link II		
Address Line 1:	222 S. Main St.		
Address Line 2:	Roetzel & Andress		
Address Line 4:	Akron, OHIO 44308		
ATTORNEY DOCKET NUMBER:	067920.1537		
NAME OF SUBMITTER:	Terrence H. Link II		

**CH \$40.00 2382527**

**900155678**

**TRADEMARK  
 REEL: 004156 FRAME: 0867**

Signature:	/th/
Date:	02/26/2010
Total Attachments: 3 source=ShurfloToStaRite#page1.tif source=ShurfloToStaRite#page2.tif source=ShurfloToStaRite#page3.tif	

**State of California  
Secretary of State**



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

That the attached transcript of 2 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

JAN 02 2009

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN  
Secretary of State



**State of California**  
Secretary of State

OBS MERG

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

JAN 02 2009

**CERTIFICATE OF MERGER**

(California Corporations Code sections 1113(g), 8019.1, 8019.1, 9640, 12540.1, 16576.4, 15911.14, 16915(b) and 17852)

**IMPORTANT — Read all instructions before completing this form.**

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY STA-RITE INDUSTRIES, LLC	2. TYPE OF ENTITY LLC	3. CA SECRETARY OF STATE FILE NUMBER 200419810884	4. JURISDICTION Wisconsin												
5. NAME OF DISAPPEARING ENTITY SHURFLO, LLC	6. TYPE OF ENTITY LLC	7. CA SECRETARY OF STATE FILE NUMBER 200401210084	8. JURISDICTION California												
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT SOUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
<p align="center"><b>SURVIVING ENTITY</b></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>One Member / One Vote</td> <td></td> <td>51%</td> </tr> </tbody> </table>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	One Member / One Vote		51%	<p align="center"><b>DISAPPEARING ENTITY</b></p> <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>One member / one vote</td> <td></td> <td>51%</td> </tr> </tbody> </table>		CLASS AND NUMBER	AND	PERCENTAGE VOTE REQUIRED	One member / one vote		51%
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One Member / One Vote		51%													
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One member / one vote		51%													
10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.															
<input checked="" type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained.															
11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
N/A															
12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.															
PRINCIPAL ADDRESS OF SURVIVING ENTITY 293 Wright Street		CITY AND STATE Delevan, Wisconsin	ZIP CODE 53115												
13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.															
None															
14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.		15. FUTURE EFFECTIVE DATE, IF ANY													
None CA Corporations Code § 17552 and WS Statutes § 180.1103		(Month) (Day) (Year)													
16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.															
17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.															
 SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY		12/29/08 DATE													
Angela Lageson, Manager TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON															
 SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY		12/29/08 DATE													
Angela Lageson, Manager TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON															
 SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY		12/30/08 DATE													
Mike Meyer, Manager TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON															
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing: N/A															
OBS MERGER-1 (REV 01/2008)		APPROVES BY SECRETARY OF STATE													

TRADEMARK

REEL: 004156 FRAME: 0870

**AGREEMENT**

THIS AGREEMENT AND PLAN OF MERGER is made as December 31, 2008, by and among PENTAIR WATER GROUP, INC. (the "Corporation"), a corporation organized and existing under the Delaware General Corporate Law, for the purpose of effecting the merger of HYPRO, LLC, a Delaware limited liability company ("HYPRO"), and SHURFLO, LLC a California limited liability company ("SHURFLO"), and collectively referred to as the "Merging Subsidiaries"), with and into STA-RITE INDUSTRIES, LLC a Wisconsin limited liability company (the "Surviving Entity"). The Corporation is the sole shareholder/member of the Merging Subsidiaries and the Surviving Entity.

WHEREAS, the parties wish to execute a document consistent with Section 17555(g)(1)(2)(3), California Corporations Code;

NOW THEREFORE, the parties agree as follows:

1. Sta-Rite Industries, LLC, as the surviving entity of the merger (the "Survivor"), agrees that it may be served in the State of California in any proceeding for the enforcement of an obligation of any constituent entity and in a proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in a constituent domestic limited liability company or domestic other business entity.
2. The Survivor does irrevocably appoint the Secretary of State of the State of California as its agent for service of process and the address to which the Secretary of State may forward any process is 293 Wright Street, Delavan, WI 53115 USA, attn: Legal Department.
3. The Survivor shall promptly pay the holder of any dissenting interest or dissenting shares in a constituent domestic limited liability company or domestic other business entity the amount to which that person is entitled under California Law.

IN WITNESS WHEREOF, the undersigned hereby acknowledges and agrees to this AGREEMENT.

PENTAIR WATER GROUP, INC.

By: Angela Lageson  
Name: Angela Lageson  
Title: Assistant Secretary  
Date: December 30, 2009

STA-RITE INDUSTRIES, LLC

By: Angela Lageson  
Name: Angela Lageson  
Title: Manager  
Date: December 30, 2009

HYPRO, LLC

By: Angela Lageson  
Name: Angela Lageson  
Title: Manager  
Date: December 30, 2009

SHURFLO, LLC

By: Angela Lageson  
Name: Angela Lageson  
Title: Manager  
Date: December 30, 2009



TRADEMARK