

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NAME CHANGE AND THEN MERGER		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OMNEX CONTROL SYSTEMS ULC		02/01/2010	COMPANY: ALBERTA
RECEIVING PARTY DATA			
Name:	COOPER INDUSTRIES (ELECTRICAL), INC.		
Street Address:	100 King Street West, 1 First Canadian Place		
Internal Address:	c/o Gowlings Lafleur Henderson, Suite 1600		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5X1G5		
Entity Type:	CORPORATION: ONTARIO		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3478517	OMNEX TRUSTED WIRELESS	
Registration Number:	3337686		
CORRESPONDENCE DATA			
Fax Number:	(713)209-8980		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	7132098566		
Email:	JANET.REED@COOPERINDUSTRIES.COM		
Correspondent Name:	JANET REED		
Address Line 1:	600 TRAVIS, SUITE 5600		
Address Line 4:	HOUSTON, TEXAS 77002		
ATTORNEY DOCKET NUMBER:	OMN-028217 & 028219		
DOMESTIC REPRESENTATIVE			

CH \$65.00 3478517

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	/BARBARA A. WIDRA
Signature:	/BARBARA A. WIDRA/
Date:	04/12/2010

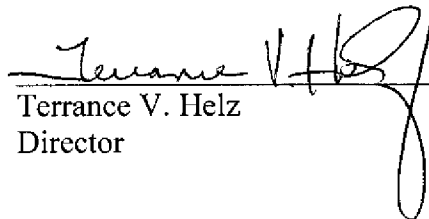
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COOPER INDUSTRIES (ELECTRICAL), INC.

CERTIFICATE

The undersigned, Terrance V. Helz, Director of Cooper Industries (Electrical), Inc., an Ontario corporation (the "Corporation"), hereby certifies that he has been duly elected, qualified and is acting in such capacity and that, as such, he is familiar with the facts herein certified and is duly authorized to certify the same, and hereby further certifies that attached hereto as Exhibit A is a copy of the Ontario Articles of Continuance for Omnex Control Systems ULC ("Omnex ULC"), an Alberta company, to Omnex Control Systems, Inc. ("Omnex Inc."), an Ontario company; and Exhibit B, is a true, correct and complete copy of the Articles of Amalgamation as filed with the Ministry of Government Services Ontario, providing for the amalgamation of Omnex Control Systems, Inc. with the Corporation effective January 1, 2010.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of the 1st day of February, 2010.


Terrance V. Helz
Director

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 Ministry of
 Government Services

Ontario
CERTIFICATE

This is to certify that these articles
 are effective on

Ministère des
 Services gouvernementaux

CERTIFICAT

Ceci certifie que les présents statuts
 entrent en vigueur le

Ontario Corporation Number
 Numéro de la société en Ontario
1796934

NOVEMBER 26 NOVEMBRE, 2009

K. [Signature]

Director / Directrice
 Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF CONTINUANCE
 STATUTS DE MAINTIEN**

Form 6
 Business
 Corporations
 Act

Formule 6
 Loi sur les
 sociétés par
 actions

1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
 Dénomination sociale de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT) :

O	M	N	E	X	C	O	N	T	R	O	L	S	Y	S	T	E	M	S	U	L	C			

2. The corporation is to be continued under the name (if different from 1) :
 Nouvelle dénomination sociale de la société (si elle diffère de celle inscrite ci-dessus) :

O	M	N	E	X	C	O	N	T	R	O	L	S	Y	S	T	E	M	S	I	N	C	.			

3. Name of jurisdiction the corporation is leaving: / Nom du territoire (province ou territoire, État ou pays) que quitte la société :
ALBERTA

Name of jurisdiction / Nom du territoire

4. Date of incorporation/amalgamation: / Date de la constitution ou de la fusion :

2006-03-31

Year, Month, Année / année, mois, jour

5. The address of the registered office is: / Adresse du siège social en :

100 King Street West, Suite 1600, 1 First Canadian Place

Street & Number or R.R. Number & if Multi-Office Building give Room No.
 Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Toronto

Name of Municipality or Post Office / Nom de la municipalité ou du bureau de poste

ONTARIO

M	5	X	1	G	5
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Postal Code/Code postal

6. Number of directors is/are:
Nombre d'administrateurs :

Fixed number
Nombre fixe

OR minimum and maximum
OU *minimum et maximum*

1	7
---	---

7. The director(s) is/are: / Administrateur(s)
 First name, middle names and surname
Prénom, autres prénoms et nom de famille

Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code
Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal

Resident Canadian State 'Yes' or 'No'
Résident canadien Oui/Non

Terrance V. Helz

11 China Rose Court, The Woodlands, Texas, U.S.A. 77381

No

Donald C. Matheson

11 Stubbs Drive, Toronto, Ontario, Canada M2L 2R2

Yes

8. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

9. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of Common shares.

10. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

N/A

11. The issue, transfer or ownership of shares is/ls not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No securities, other than non-convertible debt securities, of the Corporation may be transferred without either:

(a) the consent of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors, or by a written instrument or instruments signed by a majority of the directors; or

(b) the consent of the holders of shares of the Corporation to which are attached at least 51 per cent of the votes attaching to all the shares of the Corporation carrying a right to vote for the time being outstanding, expressed by a resolution passed at a meeting by those shareholders, or by a written instrument or instruments signed by those shareholders,

which consent must be given prior to the time of the transfer of the securities.

12. Other provisions, (if any):
Autres dispositions s'il y a lieu :

N/A

- 13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.
La société s'est conformée au paragraphe 180(3) de la Loi sur les sociétés par actions.

- 14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on
Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le

2009-11-23

Year, Month, Day
année, mois, jour

- 15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.
Le maintien de la société en vertu de la Loi sur les sociétés par actions a le même effet que si la société avait été constituée en vertu de cette loi.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Omnex Control Systems ULC

Name of Corporation / *Dénomination sociale de la société*

By/Par


Signature / *Signature*

Donald C. Matheson

Print name of signatory / *Nom du signataire en lettres moulées*

Secretary

Description of Office / *Fonction*

These articles must be signed by a director or officer of the corporation (e.g. president, secretary)
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).

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A l'usage exclusif du ministère



Ministry of
Government Services

Ministère des
Services gouvernementaux

Ontario Corporation Number
Numéro de la société en Ontario

1812399

Ontario
CERTIFICATE

This is to certify that these articles
are effective on

CERTIFICAT

Ceci certifie que les présents statuts
entrent en vigueur le

JANUARY 01 JANVIER, 2010

K. [Signature]
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

C	O	O	P	E	R	.	I	N	D	U	S	T	R	I	E	S	(E	L	E	C	T	R	I	C	A	L)
I	N	C	.																									

2. The address of the registered office is:
Adresse du siège social:

100 King Street West, 1 First Canadian Place, Suite 1600

*Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau*

Toronto

ONTARIO

M 5 X 1 G 5

*Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste*

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs:

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

4. The director(s) is/are: / *Administrateur(s):*

<i>First name, middle names and surname Prénom, autres pré-noms et nom de famille</i>	<i>Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	<i>Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non</i>
Donald C. Matheson	100 King Street West, 1 First Canadian Place, 1600, Toronto, Ontario, Canada M5X 1G5	Yes
Terrance V. Helz	600 Travis, Suite 5600, Houston, Texas, 77002	No

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - **Amalgamation Agreement / Convention de fusion :**

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Cooper Industries (Electrical) Inc.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
Cooper Industries (Electrical) Inc.	1648632	2009	12	07
Omnex Control Systems Inc.	1796934	2009	12	07

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Not applicable.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without either:

(a) the consent of the directors expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the consent of the holders of a majority of the shares of the Corporation carrying the right to vote for the time being outstanding expressed by a resolution passed by such shareholders, or by an instrument or instruments in writing signed by such shareholders.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

(a) the number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder; and

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited.

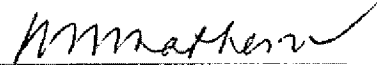
11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.


These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / *Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.*

Cooper Industries (Electrical) Inc.

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
	Donald C. Matheson	Director
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

Omnex Control Systems Inc.

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
	Donald C. Matheson	Director
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

Names of Corporations / <i>Dénomination sociale des sociétés</i>		
By / Par		
Signature / <i>Signature</i>	Print name of signatory / <i>Nom du signataire en lettres moulées</i>	Description of Office / <i>Fonction</i>

Schedule "A"


STATEMENT OF DIRECTOR

RE: Amalgamation of Cooper Industries (Electrical) Inc. and Omnex Control Systems Inc.

I, Donald C. Matheson, make this statement in respect of the amalgamation of Cooper Industries (Electrical) Inc. and Omnex Control Systems Inc. (the "Amalgamation") pursuant to Section 174 of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am a director of Omnex Control Systems Inc. (the "Corporation").
2. I have conducted an examination of the books and records of the Corporation and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the Amalgamation will be, able to pay their respective liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the Amalgamation.

DATED December 9, 2009.



Donald C. Matheson

Schedule "A"

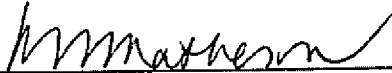
STATEMENT OF DIRECTOR

RE: Amalgamation of Cooper Industries (Electrical) Inc. and Omnex Control Systems Inc.

I, Donald C. Matheson, make this statement in respect of the amalgamation of Cooper Industries (Electrical) Inc. and Omnex Control Systems Inc. (the "Amalgamation") pursuant to Section 174 of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am a director of Cooper Industries (Electrical) Inc. (the "Corporation").
2. I have conducted an examination of the books and records of the Corporation and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Corporation is, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the Amalgamation will be, able to pay their respective liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Corporation will be prejudiced by the Amalgamation.

DATED December 9, 2009.



Donald C. Matheson

SCHEDULE "B"

RESOLUTIONS OF THE DIRECTORS

OF

OMNEX CONTROL SYSTEMS INC.
(the "Corporation")

Approval of Amalgamation with
Cooper Industries (Electrical) Inc.

CONTEXT

- A. The Corporation and Cooper Industries (Electrical) Inc. ("Electrical") are both existing under the laws of the Province of Ontario.
- B. The Corporation is a wholly-owned subsidiary of Electrical.
- C. The Corporation and Electrical have agreed to amalgamate pursuant to Section 177(1) of the *Business Corporations Act* (Ontario) (the "Act").

RESOLVED THAT:

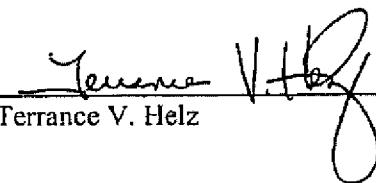
- 1. The Corporation's amalgamation with Electrical, pursuant to Section 177(1) of the Act, is approved.
- 2. All shares in the capital of the Corporation, including all shares that have been issued and are outstanding at the date of these resolutions, will be cancelled without any repayment of capital in respect of those shares.
- 3. The Articles of Amalgamation of the amalgamated corporation will be the same as Electrical's Articles of Incorporation.
- 4. The by-laws of the amalgamated corporation will be the same as the by-laws of Electrical.
- 5. No securities will be issued and no assets will be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any director or officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

Counterpart and Electronic Signatures

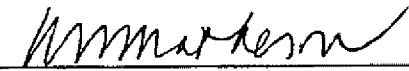
These resolutions may be executed in any number of counterparts and may be delivered with original signatures or by facsimile or Portable Document Format ("PDF"). Each such original, facsimile copy or PDF copy, when so executed and delivered, shall be deemed to be an original and all of which, taken together, shall constitute one and the same instrument.

These resolutions are consented to by all of the directors of the Corporation, pursuant to Section 129 of the *Business Corporations Act* (Ontario), as evidenced by the signatures below.

DATED December 7, 2009.



Terrance V. Helz



Donald C. Matheson