

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/07/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pentair Water Filtration Indiana, LLC		10/30/2009	LIMITED LIABILITY COMPANY: INDIANA

RECEIVING PARTY DATA

Name:	Pentair Filtration Solutions, LLC
Street Address:	5500 Wayzata Boulevard Suite 800
City:	Golden Valley
State/Country:	MINNESOTA
Postal Code:	55416
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2475793	KRYSTIL KLEAR

CORRESPONDENCE DATA

Fax Number: (330)376-4577
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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:	067920.2550
NAME OF SUBMITTER:	Terrence H. Link II

900197931

**TRADEMARK
 REEL: 004590 FRAME: 0496**

CH \$40.00 2475793

Signature:	/th/
Date:	07/26/2011
Total Attachments: 7 source=Merger#page1.tif source=Merger#page2.tif source=Merger#page3.tif source=Merger#page4.tif source=Merger#page5.tif source=Merger#page6.tif source=Merger#page7.tif	

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:34 PM 11/04/2009
FILED 03:35 PM 11/04/2009
SRV 090990999 - 3900401 FILE

State of Delaware
**Certificate of Merger of a Foreign Limited Liability Company
into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is Pentair Filtration Solutions, LLC, a Delaware Limited Liability Company.

Second: The name of the Limited Liability Company being merged into this surviving Limited Liability Company is Pentair Water Filtration Indiana, LLC.
The jurisdiction in which this Limited Liability Company was formed is Indiana.

Third: The Agreement of Merger has been approved and executed by both Limited Liability Companies.

Fourth: The name of the surviving Limited Liability Company is Pentair Filtration Solutions, LLC.

Fifth: The Certificate of Formation of the surviving company shall be its Certificate of Formation.

Sixth: The merger is to become effective on November 7, 2009.

Seventh: The executed agreement of merger is on file at 5500 Wayzata Boulevard Suite 800, Golden Valley, MN 55416, the principal place of business of the surviving Limited Liability Company.

Eighth: A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 30th day of October, 2009.

PENTAIR FILTRATION SOLUTIONS, LLC

By: 

Name: Angela D. Lageson

Title: Assistant Secretary

**AGREEMENT AND PLAN OF MERGER
OF
PENTAIR WATER FILTRATION INDIANA, LLC
AND
PENTAIR FILTRATION SOLUTIONS, LLC**

Pursuant to Indiana Code 23-18-7 and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, each of the undersigned companies do hereby sign and adopt the following Agreement and Plan of Merger for the purpose of merging Pentair Water Filtration Indiana, LLC, an Indiana limited liability company, with and into Pentair Filtration Solutions, LLC, a Delaware limited liability company.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of this 30th day of October, 2009, by and between Pentair Water Filtration Indiana, LLC, an Indiana limited liability company, ("Merging Company"), and Pentair Filtration Solutions, LLC, a Delaware limited liability company ("Surviving Company");

WHEREAS, Pentair Water Group, Inc., a Delaware corporation ("PWG"), is the owner of all of the issued and outstanding membership interest of Surviving Company;

WHEREAS, Surviving Company is the owner of all of the issued and outstanding membership interest of Merging Company;

WHEREAS, this Agreement and Plan of Merger is being executed in connection with the Plan of Reorganization adopted by the Board of Directors of PWG, dated effective October 30, 2009; and

WHEREAS, in the judgment of the respective Boards of Directors of Merging Company and Surviving Company, it is the best interests of each company and their sole members to merge Merging Company with and into Surviving Company;

NOW, THEREFORE, it is hereby agreed in accordance with the applicable provisions of the laws of the State of Indiana and the State of Delaware, that Merging Company shall be merged with and into Surviving Company, and Surviving Company shall survive the merger, and that the agreement and plan of merger and the terms and conditions of the merger shall be as follows:

1. **Merger.** Merging Company and Surviving Company agree to merge.
2. **Surviving Company.** Surviving Company shall be the surviving company and its corporate identity, existence, purposes, powers, franchises, and immunities shall continue unaffected and unimpaired by the merger. The name of the Surviving Company shall be Pentair Filtration Solutions, LLC. The duly qualified and acting managers of Surviving Company, immediately prior to the time of the effective date of the merger, shall be the managers of the

Surviving Company. Upon the effective date of the merger, the corporate identity, existence, purposes, powers, franchises, rights and immunities of Merging Company, together with all of its assets and subject to all of its debts and liabilities, shall be merged into Surviving Company, and Surviving Company shall be fully vested therewith, and the separate existence of Merging Company, except as otherwise provided by law, shall cease.

3. Certificate of Formation of the Surviving Company. The Certificate of Formation and the Operating Agreement of Surviving Company shall remain in effect unaltered as the Certificate of Formation and the Operating Agreement of the surviving company.

4. Disposition of Membership Interests. The manner and basis of converting the membership interest of the constituent company into membership interests of the surviving company are as follows: Upon the effective date of the Merger, all issued and outstanding membership interests of the Merging Company and all rights in respect thereof, shall be converted into membership interest in Surviving Company. For the avoidance of doubt, prior to the merger and after the effective date of the merger, PWG shall be the holder of all of the issued and outstanding membership interest in Surviving Company.

5. Effective Date. The Merger shall become effective at 11:59 P.M. on November 7, 2009.

6. Record of Agreement. An executed copy of this Agreement and Plan of Merger shall be kept on file at the corporate office of Surviving Company, 5500 Wayzata Boulevard Suite 800, Golden Valley, MN, 55416, and shall be made available on request to any shareholder or member of either company.

7. Approval. The above described Agreement and Plan of Merger was approved by the sole members of Merging Company and Surviving Company, respectively, in accordance with Chapter 23-18-7 of the Indiana Code and Sections 18-209 and 18-302 of the Delaware Limited Liability Company Act. The Agreement and Plan of Merger was also approved by unanimous written action of the Board of Directors of Merging Company and Surviving Company, respectively, in accordance with Chapter 23-18 of the Indiana Code and Sections 18-209 and 18-404 of the Delaware Limited Liability Company Act.


8. Consent to Service of Process. Surviving Company hereby agrees that it may be served with process in the State of Indiana in any proceeding for enforcement of any obligation of any limited liability company to the merger that was organized under Indiana law, and for enforcement of any obligation of the surviving limited liability company arising from the merger. Surviving Company hereby irrevocably appoints the Secretary of State of the State of Indiana as its agent to accept service of process in any such suit or other proceedings. A copy of such process may be mailed by the Secretary of State of Indiana to Surviving Company at the following address:

Pentair Filtration Solutions, LLC
c/o Pentair, Inc.
5500 Wayzata Blvd., Suite 800
Golden Valley, MN 55416-1259
Attn: General Counsel

or to such other address as may hereafter be designated in writing by Surviving Company to the Indiana Secretary of State.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger effective as of October 30, 2009.

PENTAIR WATER FILTRATION INDIANA, LLC



Angela D. Lageson, Assistant Secretary

PENTAIR FILTRATION SOLUTIONS, LLC



Angela D. Lageson, Assistant Secretary

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

PENTAIR FILTRATION SOLUTIONS, LLC

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that NonQualified Certificate of Merger of the above Delaware Non-Qualified Foreign Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Miscellaneous.

The following non-surviving entity(s):

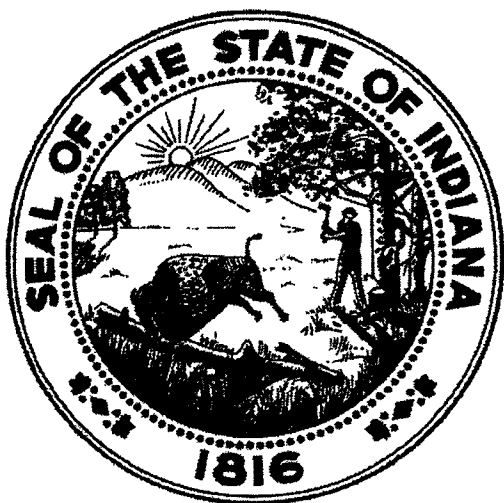
PENTAIR WATER FILTRATION INDIANA, LLC.

a(n) Domestic Limited Liability Company (LLC)

merged with and into the surviving entity:

PENTAIR FILTRATION SOLUTIONS, LLC

NOW, THEREFORE, with this document I certify that said transaction will become effective Saturday, November 07, 2009.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 5, 2009.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

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**TRADEMARK
REEL: 004590 FRAME: 0502**



ARTICLES OF MERGER OF LIMITED LIABILITY COMPANIES

State Form 49463 (R / 1-03)

Approved by State Board of Accounts, 1999

INDIANA SECRETARY OF STATE
RECEIVED

2009 NOV -5 AM 9:57

TODD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-18-7-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one (1) copy to the address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

**ARTICLES OF MERGER
OF**

Pentair Water Filtration Indiana, LLC

(hereinafter "the nonsurviving Limited Liability Company(s)")

INTO

Pentair Filtration Solutions, LLC

(hereinafter "the surviving Limited Liability Company")

ARTICLE I - SURVIVING LIMITED LIABILITY COMPANY

The name of the LLC surviving the merger is Pentair Filtration Solutions, LLC and
such name has has not (designate which) been changed as a result of the merger

a. The surviving LLC is a domestic LLC existing pursuant to the provisions of the Indiana Business Flexibility Act on _____

b. The surviving LLC is a foreign LLC organized under the laws of the State of Delaware and
 qualified not qualified (designate which) to do business in Indiana.

If the surviving LLC is qualified to do business in Indiana, state the date of qualification: _____
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

APPROVED
AND
FILED
TODD ROKITA
SECRETARY OF STATE

ARTICLE II - NONSURVIVING LIMITED LIABILITY COMPANY (S)

The name, state of organization, and date of organization or qualification (if applicable) respectively, of each Indiana domestic LLC and Indiana qualified foreign LLC other than the survivor, which is party to the merger is as follows:

Name of LLC <u>Pentair Water Filtration Indiana, LLC</u>	
State of Domicile <u>Indiana</u>	Date of organization or qualification in Indiana (if applicable) <u>3/3/2006</u>
Name of LLC	
State of Domicile	Date of organization or qualification in Indiana (if applicable)
Name of LLC	
State of Domicile	Date of organization or qualification in Indiana (if applicable)

ARTICLE III - PLAN OF MERGER

The Plan of Merger, containing such information as required by Indiana Code 23-18-7-2, is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - APPROVAL OF MERGER

The plan of merger was approved by each LLC as required by the of the state of its organization.

In Witness Whereof, the undersigned being the manager Manager or member of the surviving LLC

executes these Articles of Merger and verifies, subject to penalties of perjury that the statements contained herein are true, this

30th day of October, 2009

Signature

Angela D. Lageson

Printed name

Angela D. Lageson, Assistant Secretary