

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/31/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PEP West, Inc.		12/22/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Pentair Technical Products, Inc.
<b>Street Address:</b>	5500 Wayzata Blvd.
<b>Internal Address:</b>	Suite 800
<b>City:</b>	Golden Valley
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55416-1259
<b>Entity Type:</b>	CORPORATION: RHODE ISLAND

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	3816764	PCB-TAINER
Registration Number:	3816762	WEDGE-TAINER
Registration Number:	3816508	CARD-LOK
Registration Number:	3355700	BIRTCHEP
Registration Number:	2209775	DOT TEN
Registration Number:	2224920	WEDGE-LOK
Registration Number:	1087585	LOK-TAINER
Registration Number:	0977681	CALMARK

**CORRESPONDENCE DATA**

Fax Number: (330)376-4577  
 Phone: 330-849-6641  
 Email: sketler@ralaw.com

**900207816**

**TRADEMARK  
 REEL: 004665 FRAME: 0723**

**CH \$215.00 3816764**

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Suzanne K. Ketler, Roetzel & Andress  
Address Line 1: 222 South Main Street  
Address Line 4: Akron, OHIO 44308

ATTORNEY DOCKET NUMBER:	067920.4161
NAME OF SUBMITTER:	Suzanne K. Ketler
Signature:	/Suzanne K. Ketler/
Date:	11/23/2011

**Total Attachments: 5**

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Filing Fee: See Instructions

ID Number: 9211



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

Pentair Technical Products, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include PEP West, Inc. (business corporation, Delaware) and Pentair Technical Products, Inc. (business corporation, Rhode Island).

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Pentair Technical Products, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing. Effective 11:59 p.m. on December 31, 2010

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED
DEC 29 2010
By [Signature] 12:42 134000



**ARTICLES AND PLAN OF MERGER  
OF  
PEP WEST, INC.  
AND  
PENTAIR TECHNICAL PRODUCTS, INC.**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Part 7-1.2-1001 of the Rhode Island Business Corporation Act, each of the undersigned companies do hereby sign and adopt the following Agreement and Plan of Merger for the purpose of merging PEP West, Inc., a Delaware corporation, with and into Pentair Technical Products, Inc., a Rhode Island corporation.

**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** is made as of this 22nd day of December, 2010, by and between PEP West, Inc., a Delaware corporation ("Merging Company"), and Pentair Technical Products, Inc., a Rhode Island corporation ("Surviving Company");

**WHEREAS**, Merging Company and Surviving Company are wholly owned subsidiaries of Pentair Technical Products Holdings, Inc., a Delaware corporation ("Parent 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 Parent Company, dated effective December 21, 2010; 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 shareholder 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 Delaware and the State of Rhode Island, 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 Technical Products, Inc. The duly qualified and acting directors of Surviving Company, immediately prior to the time of the effective date of the merger, shall be the directors 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.

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3. Articles of Incorporation of the Surviving Company. The Articles of Incorporation and the Bylaws of Surviving Company shall remain in effect unaltered as the Articles of Incorporation and the Bylaws of the Surviving Company.

4. Disposition of Shares. Since Parent Company owns all of the issued and outstanding shares of Surviving Company and Merging Company prior to the merger, upon the effective date of the Merger, all issued and outstanding shares of the Merging Company and all rights in respect thereof, shall be canceled forthwith without any action on the part of Parent Company, the holder thereof.

5. Effective Date. The Merger shall become effective at 11:59 P.M. on December 31, 2010.

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 of either company.

7. Approval. The above described Agreement and Plan of Merger was approved by the sole shareholder of Merging Company and Surviving Company in accordance with Sections 228 and 246 of the Delaware General Corporation Law and Sections 7-1.2-1002 and 7-1.2-707 of the Rhode Island Business Corporation 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 in accordance with Sections 141(f) and 264 of the Delaware General Corporation Law and Sections 7-1.2-1001 and 7-1.2-810 of the Rhode Island Business Corporation Act.

8. Consent to Service of Process. Surviving Company hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any domestic corporation which is a party to the merger that was organized under Delaware law, and in any proceeding for enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation. Surviving Company hereby irrevocably appoints the Secretary of State of the State of Delaware 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 Delaware to Surviving Company at the following address:

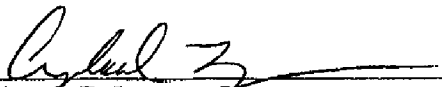
Pentair Technical Products, Inc.  
c/o Pentair, Inc.  
5500 Wayzata Blvd., Suite 800  
Golden Valley, MN 55416-1259  
Attn: General Counsel

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


9. Dissenting Shareholders. Surviving Company hereby agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation that was organized under Delaware law the amount, if any, to which they shall be entitled under the provisions of the Delaware General Corporation Law with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of December 22, 2010.

PEP WEST, INC.

  
\_\_\_\_\_  
Angela D. Lageson, Secretary

PENTAIR TECHNICAL PRODUCTS, INC.

  
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Angela D. Lageson, Secretary