

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	McLean Midwest Corporation		12/31/2009
			Entity Type
			CORPORATION:
RECEIVING PARTY DATA			
Name:	Hoffman Enclosures Inc.		
Doing Business As:	dba Pentair Technical Products		
Street Address:	2100 Hoffman Way		
City:	Anoka		
State/Country:	MINNESOTA		
Postal Code:	55303		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 5			
	Property Type	Number	Word Mark
	Registration Number:	3788208	CLIMAGUARD
	Registration Number:	2547907	MCLEAN
	Registration Number:	3745225	MCLEAN
	Registration Number:	3216212	RPM SERVICE
	Registration Number:	3848879	SPECTRACOOOL
CORRESPONDENCE DATA			
Fax Number:	(763)656-5403		
Phone:	7636565349		
Email:	karla.stoeckman@pentair.com		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Correspondent Name:	Karla Stoeckman		
Address Line 1:	5500 Wayzata Blvd., Suite 800		

OP \$140.00 3788208

Address Line 4: Golden Valley, MINNESOTA 55416

NAME OF SUBMITTER:

Karla Stoeckman

Signature:

/Karla Stoeckman/

Date:

01/24/2012

Total Attachments: 5

source=MN-Certificate of Merger of McLean Midwest Hoffman Enclosures#page1.tif

source=MN-Certificate of Merger of McLean Midwest Hoffman Enclosures#page2.tif

source=MN-Certificate of Merger of McLean Midwest Hoffman Enclosures#page3.tif

source=MN-Certificate of Merger of McLean Midwest Hoffman Enclosures#page4.tif

source=MN-Certificate of Merger of McLean Midwest Hoffman Enclosures#page5.tif

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: HOFFMAN ENCLOSURES INC.
MN: MCLEAN MIDWEST CORPORATION

State of Formation and Name of Surviving Entity:

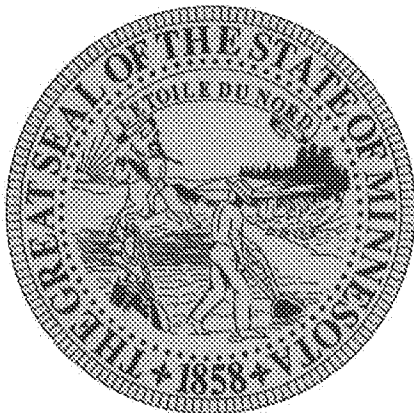
MN: HOFFMAN ENCLOSURES INC.

Effective Date of Merger: 12/31/09 @ 11:59 P.M.

Name of Surviving Entity after Effective Date of Merger:

HOFFMAN ENCLOSURES INC.

This certificate has been issued on: 12/23/2009.



Mark Ritchie
Secretary of State.

9U-24

DCM



**ARTICLES AND PLAN OF MERGER
OF
HOFFMAN ENCLOSURES INC.
AND
MCLEAN MIDWEST CORPORATION**

Pursuant to Chapter 302A.601 et seq. of the Minnesota Business Corporations Act, each of the undersigned companies do hereby sign and adopt the following Articles and Agreement and Plan of Merger for the purpose of merging McLean Midwest Corporation, a Minnesota corporation, with and into Hoffman Enclosures Inc., a Minnesota corporation.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is dated as of December 23, 2009, by and between Hoffman Enclosures Inc., a Minnesota corporation ("Hoffman" or the "Surviving Corporation") and McLean Midwest Corporation, a Minnesota corporation ("McLean" or the "Merged Corporation"), and McLean and Hoffman are collectively hereafter referred to as the "Constituent Companies."

WHEREAS, McLean and Hoffman are wholly owned subsidiaries of Pentair Technical Products Holdings, Inc.;

WHEREAS, it is desired to merge McLean with and into Hoffman effective December 31, 2009;

WHEREAS, this Agreement and Plan of Merger is being executed in connection with the Plan of Reorganization adopted by the Board of Directors of Pentair Technical Products Holdings, Inc., dated effective December 21, 2009;

WHEREAS, pursuant to the resolutions duly adopted effective December 23, 2009, the Board of Directors of McLean and the Board of Directors of Hoffman adopted and approved the Agreement and Plan of Merger set forth herein, in accordance with Sections 302A.613 and 302A.239 of the Minnesota Business Corporations Act;

WHEREAS, pursuant to the resolutions duly adopted effective December 23, 2009, the sole shareholder of McLean and the sole shareholder of Hoffman adopted and approved the Agreement and Plan of Merger set forth herein, in accordance with Sections 302A.613 and 302A.441 of the Minnesota Business Corporations Act;

NOW, THEREFORE, it is hereby agreed in accordance with the applicable provisions of the laws of the State of Minnesota, that McLean shall be merged with and into Hoffman, and Hoffman shall survive the merger, and that the Agreement and Plan of Merger and the terms and conditions of the merger shall be as follows:

ARTICLE I
Merger

McLean shall be merged with and into Hoffman pursuant to the laws of the State of Minnesota.

ARTICLE II
Surviving Corporation

Upon the effective date of the merger, Hoffman shall be the Surviving Corporation and shall continue its existence under the laws of the State of Minnesota, and its corporate identity, existence, purposes, powers, franchises and immunities shall continue unaffected and unimpaired by this merger. Upon the effective date of the merger, the corporate identity, existence, purposes, powers, franchises, rights and immunities of McLean together with all of its assets and subject to all of its debts and liabilities, shall be merged into Hoffman, and the separate existence of McLean, except as otherwise provided by law, shall cease.

ARTICLE III
Articles of Incorporation of Surviving Corporation

The Articles of Incorporation of Hoffman at the time of the merger shall be and remain the Articles of Incorporation of the Surviving Corporation after this merger until amended or repealed as provided therein.

ARTICLE IV
Bylaws of Surviving Corporation

The Bylaws of Hoffman at the time of the merger shall be and remain the Bylaws of the Surviving Corporation after this merger until altered or repealed according to the provisions of the Articles of Incorporation or the Bylaws of the Surviving Corporation.

ARTICLE V
Officers and Directors of Surviving Corporation

The officers and directors of Hoffman at the time of the merger shall be the officers and directors of the Surviving Corporation, each to hold office from the time of the merger in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and until his or her successor is duly elected and qualified.

ARTICLE VI
Manner and Basis of Exchanging Shares

None of the Shares of Hoffman shall be exchanged or converted as a result of the merger. All the shares of common stock in Hoffman and McLean are held by Pentair Technical Products Holdings, Inc. On the effective date of the merger, all rights with

respect to the shares of common stock of McLean shall be cancelled, and the Certificates representing such shares shall be surrendered and cancelled. Pentair Technical Products Holdings, Inc. will own one hundred percent (100%) of the shares of Hoffman after the effective date of the merger.

ARTICLE VII
Effect of Merger

At the time of the merger:

- A. All debts, liabilities, obligations, restrictions, disabilities and duties of the Merged Corporation shall be assumed by the Surviving Corporation and shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation. The liabilities of the Constituent Companies shall not be affected nor shall the creditors of any person dealing with either of the Constituent Companies be impaired by the merger.
- B. All of the property, assets, rights, privileges, powers, interest, franchises and immunities, of both a public and private nature, of each of the Constituent Companies shall vest in the Surviving Corporation.
- C. The Constituent Companies shall take all steps needed and shall cause all documents to be prepared, executed, delivered and filed which are needed to obtain all necessary public authorizations and to carry out the intent of the Agreement and Plan of Merger.

ARTICLE VIII
Effective Date

The merger shall become effective at 11:59 p.m. on December 31, 2009.

ARTICLE IX
Abandonment

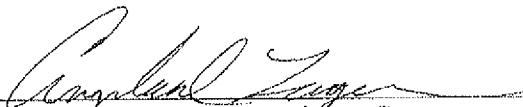
Notwithstanding any provisions of these Articles, the directors of McLean and/or of Hoffman at any time prior to the effective date of the merger, and for any reason they deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein by written resolution; in which case, the Agreement and Plan of Merger shall thereby be cancelled and become null and void.

ARTICLE X
Approval

The Agreement and Plan of Merger was approved by the sole shareholder of McLean and the sole shareholder of Hoffman in accordance with Sections 302A.613 and 302A.441 of the Minnesota Business Corporations Act. The Agreement and Plan of Merger was also approved by unanimous written action of the Board of Directors of McLean and by unanimous written action of the Board of Directors of Hoffman in accordance with Sections 302A.613 and 302A.239 of the Minnesota Business Corporations Act.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger effective as of December 23, 2009.

HOFFMAN ENCLOSURES INC.


By: 
Angela D. Lageson, Assistant Secretary

MCLEAN MIDWEST CORPORATION

By: 
Angela D. Lageson, Assistant Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 23 2009


Mark Ritchie
Secretary of State