

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Aclara Temporary Merger Company LLC		12/15/2011
			LIMITED LIABILITY COMPANY: OHIO
RECEIVING PARTY DATA			
Name:	Aclara Technologies LLC		
Street Address:	945 Hornet Drive		
City:	St. Louis		
State/Country:	MISSOURI		
Postal Code:	63042		
Entity Type:	LIMITED LIABILITY COMPANY: OHIO		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Serial Number:	77132848	PROASYS
	Serial Number:	78792722	OPTIMUM
CORRESPONDENCE DATA			
Fax Number:	3147267501		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	314-726-7500		
Email:	jewefile@hdp.com		
Correspondent Name:	Joseph E. Walsh, Jr.		
Address Line 1:	7700 Bonhomme, Suite 400		
Address Line 4:	St. Louis, MISSOURI 63105		
ATTORNEY DOCKET NUMBER:	5759B-200007US & 200011US		
NAME OF SUBMITTER:	Joseph E. Walsh, Jr.		

CH \$65.00 77132848

Signature:	/Joseph E. Walsh, Jr./
Date:	11/05/2012
Total Attachments: 8 source=Final Merger Docs#page1.tif source=Final Merger Docs#page2.tif source=Final Merger Docs#page3.tif source=Final Merger Docs#page4.tif source=Final Merger Docs#page5.tif source=Final Merger Docs#page6.tif source=Final Merger Docs#page7.tif source=Final Merger Docs#page8.tif	



Form 551 Prescribed by the:  
 Ohio Secretary of State  
 Central Office (614) 465-3010  
 Toll Free: (877) 652-7422 (7:00-3:45 PM)  
 www.sos.ohio.gov  
 Secretary@sos.ohio.gov

Expedite this form: (subject area)  
 Mail them to one of the following:  
 Domestic PO Box 1068  
 Columbus, OH 43268  
 \*\*\*Official use only\*\*\*  
 Non-Domestic PO Box 1220  
 Columbus, OH 43216

**CERTIFICATE OF MERGER**

Filing Fee \$125  
(184-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. Name of the entity surviving the merger Aclara Technologies LLC

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

Domestic (Ohio) For-Profit Corporation, charter number \_\_\_\_\_

Domestic (Ohio) Nonprofit Corporation, charter number \_\_\_\_\_

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio

Domestic (Ohio) For-Profit Limited Liability Company, with registration number 432819

Domestic (Ohio) Nonprofit Limited Liability Company, with registration number \_\_\_\_\_

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of \_\_\_\_\_ registered to do business in the state of Ohio under registration number \_\_\_\_\_

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of \_\_\_\_\_ and NOT registered to do business in the state of Ohio

- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of \_\_\_\_\_ and NOT registered to do business in the State of Ohio
- Partnership, registration number, if any, \_\_\_\_\_
- Partnership NOT registered with the state of Ohio \_\_\_\_\_
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of \_\_\_\_\_ and NOT registered to do business in the state of Ohio
- Domestic (Ohio) Limited Liability Partnership, with the registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of \_\_\_\_\_ and NOT registered to do business in the state of Ohio

ii. CONSTITUENT ENTITY

Provide the name, charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities)

Name	Charter, License, Registration, or Registration Number	Jurisdiction of Formation	Type of Entity
Aclara Temporary Merger Company LLC	2066294	Ohio	LLC
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

iii. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

A.S. Barclay	9900A Clayton Road	
Name	Mailing Address	
St. Louis	MO	63124
City	State	Zip Code

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on 12/31/11, 11:59p. (The date specified must be on or after the date of the filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

**VI. STATEMENT OF MERGER**

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**VII. STATUTORY AGENT**

If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, OR if the surviving entity is a domestic corporation, limited liability company, or limited partnership entity updating its agent information, provide the name and address of statutory agent upon whom any process, notice or demand may be served.

_____	_____	_____
Name	Mailing Address	
_____	_____	_____
City	Ohio State	Zip Code

**VIII. ACCEPTANCE OF AGENT**

If the new entity is a domestic corporation, domestic limited liability company, partnership or domestic limited partnership, then the agent must accept appointment.

The undersigned, named herein as the statutory agent upon whom service of process against any constituent entity or the surviving entity may be served, hereby acknowledges and accepts the appointment of statutory agent.

_____	_____
Signature of Agent	Date

If the agent is an individual using a P.O. Box, the agent must check this box to confirm that he or she is an Ohio resident

**IX. AMENDMENTS**

In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached       No Amendments

**X. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE**

If a domestic or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving or new entity resulting from the merger is not a domestic or foreign corporation that is to be licensed to transact business in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 and division (G) of section 1702.47 of the Revised Code with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

**XI QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

**A.** The surviving foreign entity desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, partnership, limited partnership, or limited liability partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio.

Name _____		Mailing Address _____	
City _____	Ohio State _____	Zip Code _____	

If the agent is an individual using a P.O. Box, check the box to confirm that the agent is an Ohio resident.

The surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or limited liability partnership ("surviving entity") irrevocably consents to (1) service of process on the statutory agent listed above as long as authority of the agent continues, and (2) to service of process upon the Secretary of State of Ohio if the agent cannot be found. If the surviving entity fails to designate another agent, as required by Ohio law, the surviving entity's license or registration to do business in Ohio expires or is canceled.

**B.** The qualifying entity also states as follows: (Complete only if applicable)

**1. Foreign Qualifying Corporation (Section 1703.04)**  
(If the qualifying entity is a foreign corporation, the following information must be completed.)

- (a) Name of the corporation in its jurisdiction of formation  
\_\_\_\_\_
- (b) If the corporate name is not available, the trade name under which it will do business in Ohio  
\_\_\_\_\_
- (c) Location and complete address of its principal office  
Mailing Address \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_
- (d) Name of the county in which its principal office in Ohio, if any, is to be located  
\_\_\_\_\_
- (e) A brief summary of the corporate purpose to be exercised within Ohio  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_
- (f) To procure a license to transact business in Ohio, a foreign corporation for-profit must file with the secretary of state a certificate of good standing or subsistence, dated not earlier than 90 days prior to the filing of the application, under the seal of the secretary of state, or other proper official, of the jurisdiction under the laws of which said corporation was incorporated, setting forth: (1) the exact corporate title; (2) the date of incorporation; and (3) the fact that the corporation is in good standing or is a subsisting corporation.

**2 Foreign Notice (Section 1703.031)**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, the following information must be completed.)

(a) Name of the Foreign nationally/federally chartered bank, savings bank, or savings and loan association

\_\_\_\_\_

(b) Any trade name(s) under which the corporation will conduct business in Ohio

\_\_\_\_\_

\_\_\_\_\_

(c) Location of the corporation's main office (Non-Ohio)

Mailing Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

(d) Principal office location in Ohio

Mailing Address \_\_\_\_\_

City \_\_\_\_\_ Ohio \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

(If there will not be an office in Ohio, please state "None" on the form)

(e) The corporation will exercise the following purpose(s) in Ohio

\_\_\_\_\_  
\_\_\_\_\_

**3. Foreign Qualifying Limited Liability Company (Section 1703.54)**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) Name of the For-Profit or Nonprofit limited liability company in its jurisdiction of formation

\_\_\_\_\_

(b) Name under which the limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation)

\_\_\_\_\_

(c) The limited liability company was formed on

\_\_\_\_\_ Date \_\_\_\_\_

under the laws of the jurisdiction of \_\_\_\_\_ Jurisdiction \_\_\_\_\_

- (d) Address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company

Mailing Address \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

4. Foreign Qualifying Limited Partnership under section 1782.49  
 (If the qualifying entity is a foreign limited partnership, the following information must be completed.)

- (a) Name of the limited partnership \_\_\_\_\_
- (b) The limited partnership was formed on \_\_\_\_\_ Date \_\_\_\_\_  
 Under the laws of the jurisdiction of \_\_\_\_\_ Jurisdiction \_\_\_\_\_

- (c) Address of the office of the limited partnership in its jurisdiction of formation  
 Mailing Address \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

- (d) Address of the limited partnership's principal office  
 Mailing Address \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

- (e) The names and business or residence addresses of the general partners of the partnership are as follows:  
 Name \_\_\_\_\_ Mailing Address \_\_\_\_\_  
 Name \_\_\_\_\_ Mailing Address \_\_\_\_\_  
 Name \_\_\_\_\_ Mailing Address \_\_\_\_\_  
 Name \_\_\_\_\_ Mailing Address \_\_\_\_\_

(Please attach additional separate sheet(s) listing other general partners and their addresses as needed)



- (f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained

\_\_\_\_\_  
 Mailing Address

\_\_\_\_\_  
 City

\_\_\_\_\_  
 State

\_\_\_\_\_  
 Zip Code

The limited partnership hereby certifies that it shall maintain such records until the registration of the limited partnership in Ohio is canceled or withdrawn.

5. Foreign Qualifying Limited Liability Partnership (Section 1776.04) (if the qualifying entity is a foreign limited liability partnership, the following information must be completed.)

- (a) Name of the partnership

\_\_\_\_\_  
 Name must include one of the following phrases or abbreviations: "registered limited liability partnership," "limited liability partnership," "R.L.L.P.," "LLP," "RLLP," or "LLP."

- (b) The partnership was formed under the laws of the jurisdiction of \_\_\_\_\_

- (c) Address of the partnership's chief executive office

\_\_\_\_\_  
 Mailing Address

\_\_\_\_\_  
 City

\_\_\_\_\_  
 State

\_\_\_\_\_  
 Zip Code

- (d) If the chief executive office is not in Ohio, the address of any office of the partnership in Ohio, if one exists

\_\_\_\_\_  
 Mailing Address

\_\_\_\_\_  
 City

\_\_\_\_\_  
 Ohio  
 State

\_\_\_\_\_  
 Zip Code

- (e) Foreign limited liability partnership must attach evidence of existence in its jurisdiction of formation (origin).

(Proceed to page 8 for signatures of authorized officers, partners and representatives.)

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

Aclara Temporary Merger Company LLC

Exact name of entity

By: [Signature]

Signature  
Its: President and Chief Executive Officer

Title  
Date: December 15, 2011

Aclara Technologies LLC

Exact name of entity

By: [Signature]

Signature  
Its: Vice President and Secretary

Title  
Date: December 15, 2011

Exact name of entity

By: \_\_\_\_\_

Signature  
Its: \_\_\_\_\_

Title  
Date: \_\_\_\_\_

Exact name of entity

By: \_\_\_\_\_

Signature  
Its: \_\_\_\_\_

Title  
Date: \_\_\_\_\_

Exact name of entity

By: \_\_\_\_\_

Signature  
Its: \_\_\_\_\_

Title  
Date: \_\_\_\_\_

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.32(A), 1776.76(A), 1782.433(A)).