

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Racine Federated Inc.		12/10/2012	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Badger Meter, Inc.
Street Address:	4545 West Brown Deer Road
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53223
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Serial Number:	85678673	WYCO ERGOPACK
Registration Number:	0861930	W WYCO
Registration Number:	1195065	HEDLAND
Registration Number:	1790190	BLANCETT
Registration Number:	1821059	EZ-VIEW
Registration Number:	1955070	B-PLUS
Registration Number:	1956424	ELLIPSE
Registration Number:	1990969	PRESO
Registration Number:	2140983	DYNASONICS
Registration Number:	2253504	QUIKSERT
Registration Number:	2827102	COIN
Registration Number:	2924862	THERMOTRACK
Registration Number:	2943541	SMART-VIBRATOR

CH \$540.00 85678673

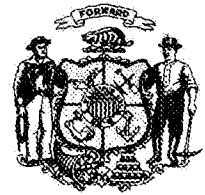
Registration Number:	2961876	SELECT-CYCLE
Registration Number:	3470102	FUSION
Registration Number:	3593559	FLO-CHECK
Registration Number:	3753523	SURE SPEED
Registration Number:	3753524	S
Registration Number:	3757286	DYNASONICS
Registration Number:	3757287	DYNASONICS
Registration Number:	4048526	DYNASONICS

CORRESPONDENCE DATA

Fax Number: 4149788675
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 414 277 5675
Email: marta.levine@quarles.com
Correspondent Name: Marta S. Levine
Address Line 1: Quarles & Brady LLP
Address Line 2: 411 East Wisconsin Avenue
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	140315.91274
NAME OF SUBMITTER:	Marta S. Levine
Signature:	/MartaLevine/
Date:	01/10/2013

Total Attachments: 4
source=Certified Articles of Merger Racine Federated Inc into Badger Meter Inc effective 01.01.2013#page1.tif
source=Certified Articles of Merger Racine Federated Inc into Badger Meter Inc effective 01.01.2013#page2.tif
source=Certified Articles of Merger Racine Federated Inc into Badger Meter Inc effective 01.01.2013#page3.tif
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DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, PAUL M. HOLZEM, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

Paul M. Holzem

PAUL M. HOLZEM, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DATE: JAN - 8 2013

BY:

Cathy McDaniel

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

Sec. 180.11045 and
180.1105, Wis.
Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



RECEIVED

DEC 10 2012

ARTICLES OF MERGER

Domestic and Foreign For-Profit Corporations

WISCONSIN
DEI

1. Non-Surviving Parties to the Merger:

Corporation Name: Racine Federated Inc. <i>011R09264 Imagid</i>	Organized under the laws of Wisconsin <hr/> (state or country)
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Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

Corporation Name:	Organized under the laws of <hr/> (state or country)
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Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

IMPORTANT: If you answer yes, the surviving entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the merger. **NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

2. Surviving Corporation:

Corporation Name: Badger Meter, Inc. <i>011B01926 Imagid</i>	Organized under the laws of Wisconsin <hr/> (state or country)
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3. Indicate below if the surviving corporation is an indirect wholly owned subsidiary or parent:

The surviving corporation is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

The surviving corporation is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

FILING FEE - \$150.00

DEI/CORP/2004(R08/11)

4. The plan of merger has been approved and adopted by each corporation that is a party to the merger as required under sec. 180.1103 or 180.1104, Wis. Stats., as applicable.

5. A. The articles of incorporation of the surviving corporation are amended as follows:

[Empty rectangular box for amendments]

OR

B. If there are no amendments, indicate the name of the corporation that is a party to the merger whose articles of incorporation will be the articles of incorporation of the surviving corporation:

Badger Meter, Inc.

6. The executed plan of merger is on file at the principal place of business of the surviving corporation.

7. The surviving corporation will provide a copy of the plan of merger, upon request and without cost, to any shareholder of a corporation that was a party to the merger or, upon payment to the surviving corporation of an amount equal to the cost of producing the copy, to any other interested person.

8. (OPTIONAL) Effective Date and Time of Merger

These articles of merger, when filed, shall be effective on 1/1/2013 (date) at 12:01am (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec.180.0123.

9. Executed on December 10, 2012 (date) by the surviving corporation on behalf of all parties to the merger.

Richard A. Meeusen
(Signature)

Mark (X) below the title of the person executing the document.

Richard A. Meeusen
(Printed Name)

Title: President OR Secretary or other officer title _____

This document was drafted by: Travis R. Mueller, Esq.
(Name the individual who drafted the document)

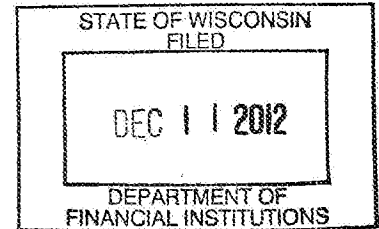
Fee simple ownership interest Yes No (for DFI use only)

\$150.00 + 25.00 Exp

ARTICLES OF MERGER *Chapter 180*

Domestic and Foreign Business Corporations
Merging: Racine Federated Inc (Wisconsin Domestic Corp) (non-survivor)

Kinley Weaver, Paralegal
Reinhart Boerner Van Deuren s.c.
1000 North Water Street, Suite 1700
Milwaukee, WI 53202



Int: Badger Meta Inc (Wisconsin Domestic Corp) (Survivor)

▲ Enter your return address within the bracket above.
during the day: (414) 298 - 8718

EFFECTIVE DATE: *January 1, 2013*

*00-57201212103212094
25 Exp*

INSTRUCTIONS (Ref. Sec. 180.11045 and 180.1105, Wis. Stats. for document content)

Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under 180.0103(16).

Mailing Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846	Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave - 3 rd Fl. Madison WI 53703	Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818
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NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the corporation name and state or country of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in sec.180.0103 (9), Wis. Stats. Select yes or no to indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.
2. Enter the corporation name (prior to any amendment to change the name) and state or country of organization of the surviving corporation.
3. Indicate whether the surviving corporation is an indirect wholly owned subsidiary or parent. See sec. 180.11045, Wis. Stats. for requirements. See sec. 180.11045(1)(b), Wis. Stats. for definition.
4. This statement is required per sec. 180.1105 (1)(cm) of the Wis. Stats.
5. A. OR B. Indicate any amendments to the articles of incorporation of the surviving corporation in section A. If there are no amendments, indicate the name of the corporation that is a party to the merger whose articles of incorporation will be the articles of incorporation of the surviving corporation in section B.
6. This statement is required per sec. 180.1105(f) of the Wis. Stats.
7. This statement is required per sec. 180.1105(g) of the Wis. Stats.
8. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
9. Enter the date of execution and the name and title of the person signing the document. If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.