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	Entity Type
Aclara Software Inc.		12/31/2011	CORPORATION:

RECEIVING PARTY DATA

Name:	Aclara Technologies LLC
Street Address:	9900A Clayton Road
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63124-1186
Entity Type:	LIMITED LIABILITY COMPANY: OHIO

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3084763	BILL PRISM
Registration Number:	2340772	
Registration Number:	2444369	ENERGY VISION
Registration Number:	2760024	ENERGYGRAM
Registration Number:	2604654	ENERGYGRAM
Registration Number:	2554300	ENERGYGUIDE
Registration Number:	2802130	ENERGYPRISM
Registration Number:	2720641	GET ECOSMART!
Registration Number:	3513250	REVENUE VISION
Registration Number:	3084456	WIRE VISION

CORRESPONDENCE DATA

Fax Number:

REEL: 005202 FRAME: 0300

TRADEMARK

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

Email: dschatz@escotechnologies.com

Correspondent Name: D.M. Schatz

Address Line 1: 9900A Clayton Road

Address Line 4: St. Louis, MISSOURI 63124-1186

NAME OF SUBMITTER:	David M. Schatz	
Signature:	/dm schatz/	
Date:	01/28/2014	

Total Attachments: 25

source=Aclara Software merge into Aclara Tech LLC#page1.tif source=Aclara Software merge into Aclara Tech LLC#page2.tif source=Aclara Software merge into Aclara Tech LLC#page3.tif source=Aclara Software merge into Aclara Tech LLC#page4.tif source=Aclara Software merge into Aclara Tech LLC#page5.tif source=Aclara Software merge into Aclara Tech LLC#page6.tif source=Aclara Software merge into Aclara Tech LLC#page7.tif source=Aclara Software merge into Aclara Tech LLC#page8.tif source=Aclara Software merge into Aclara Tech LLC#page9.tif source=Aclara Software merge into Aclara Tech LLC#page10.tif source=Aclara Software merge into Aclara Tech LLC#page11.tif source=Aclara Software merge into Aclara Tech LLC#page12.tif source=Aclara Software merge into Aclara Tech LLC#page13.tif source=Aclara Software merge into Aclara Tech LLC#page14.tif source=Aclara Software merge into Aclara Tech LLC#page15.tif source=Aclara Software merge into Aclara Tech LLC#page16.tif source=Aclara Software merge into Aclara Tech LLC#page17.tif source=Aclara Software merge into Aclara Tech LLC#page18.tif source=Aclara Software merge into Aclara Tech LLC#page19.tif source=Aclara Software merge into Aclara Tech LLC#page20.tif source=Aclara Software merge into Aclara Tech LLC#page21.tif source=Aclara Software merge into Aclara Tech LLC#page22.tif source=Aclara Software merge into Aclara Tech LLC#page23.tif source=Aclara Software merge into Aclara Tech LLC#page24.tif source=Aclara Software merge into Aclara Tech LLC#page25.tif

Certificate

$\underline{\mathbf{Of}}$

Assistant Secretary

To Whom It May Concern:

- I, the undersigned Assistant Secretary of Aclara Technologies LLC, do hereby certify as follows:
 - (1) That I am the duly elected Assistant Secretary of Aclara Technologies LLC, a limited liability company organized under the laws of the State of Ohio.
 - (2) That Aclara Technologies LLC was formerly known as Aclara RF Systems Inc., an Ohio corporation.
 - (3) That on December 31, 2011, Aclara RF Systems Inc. was converted into Aclara Technologies LLC.
 - (4) That on December 31, 2011, Aclara Technologies LLC, through a process of merger, succeeded to the business and assets and assumed the liabilities of Aclara Software Inc., a Massachusetts corporation.

Executed this 27th day of January, 2014.

David M. Schatz

Assistant Secretary



Form 551 Prescribed by the: Ohio Secretary of State

Central Ohio: (614) 466-3910 Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us Busserv@sos.state.oh.us

	e this form: (select one)
Mail form	n to one of the following:
_	80 B 1806

O Expedite

dke PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***

PO Box 1329 Columbus, OH 43216

CERTIFICATE OF MERGER

Filing Fee \$125 (154-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

A.	SURVIVING ENTITY Name of the entity surviving the merger	Aclara Technologies LLC		
B.	Name Change: As a result of this merger, the nat	ame of the surviving entity has been changed to the following		
	(Complete only if name of surviving entity is chan	ging through the merger)		
C.	The surviving entity is a (Please check the app	propriate box and fill in the appropriate i	olanks)	
	Domestic (Ohio) For-Profit Corporation, charter n	umber		
	Domestic (Ohio) Nonprofit Corporation, charter n	umber		
	Foreign (Non-Ohio) For-Profit Corporation incorp and licensed to transact business in the state of 0			
	Foreign (Non-Ohio) For-Profit Corporation incorp and NOT licensed to transact business in the sta			
	Foreign (Non-Ohio) Nonprofit Corporation under and licensed to transact buiness in the state of O	•		
	Foreign (Non-Ohio) Nonprofit Corporation under and NOT licensed to transact business in the sta			
Ø	Domestic (Ohio) For-Profit Limited Liability Comp	pany, with registration number	432819	
	Domestic (Ohio) Nonprofit Limited Liability Comp	vany, with registration number		
П	Foreign (Non-Ohio) For-Profit Limited Liability Coregistered to do business in the state of Ohio und		sdiction of	
	Foreign (Non-Ohio) For-Profit Limited Liability C and NOT registered to do business in the state of		risdiction of	

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لسا	and registered to do business i				I OI	
	Foreign (Non-Ohio) Nonprofit L and NOT registered to do bus			ler the laws of the jurisdiction	of	
	Partnership, registration number	er, if any,				
	Partnership NOT registered wi	th the state of Ohi	0	POINT Seine Part Seine State S		
	Domestic (Ohio) Limited Partne	ership, with regist	ration number			
	Foreign (Non-Ohio) Limited Pa and registered to do business					
		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					
Ħ.	CONSTITUENT ENTITY Provide the name, charter/lice of formation, for each entity me all merging entities, please a	erging out of exist	ence. (If this is insuff	ficient space to reflect		
	Name	Charter, Licens or Registration	e, Registration , Number	Jurisdiction of Formation	Type of Entity	
	Temporary Company LLC	2066294		Ohio	LLC	
			alanan ing katalah dalah dan dan salah dan salah dan salah dan salah dan salah dan dan dan dan dan dan dan dan	4		
III.	MERGER AGREEMENT ON The name and mailing addres merger agreement upon writte	s of the person or	entity from whom/which	ch eligible persons may obtai	n a copy of the	
	A.S. Barclay		9900A Clayto	on Road		
	Name		Mailing Address		****	
	St. Louis		МО	63124		
	City		State	Zip Code	The state of the s	

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IV.	EFFECTIVE DATE OF MERGER This merger is to be effective on 12/3; the date of the filing; the effective date of the specified, the date of filing will be the effective date of the specified.	he merger cannot be earlie	
V.	MERGER AUTHORIZED Each constituent entity has complied with agreement of merger is authorized on beh on behalf of each entity is authorized to do	alf of each constituent entity	it exists and the laws permit the merger. The y and each person who signed the certificate
VI.	STATEMENT OF MERGER Upon filing this Certificate of Merger, or up herein shall merge into the listed surviving		ified herein, the merging entity/entities listed
VII.	STATUTORY AGENT If the surviving entity is a foreign entity NO a domestic corporation, limited liability co provide the name and address of statutor	mpany, or limited partnershi	ip entity updating its agent information,
	Name	Mailing Address	
		Ohio	
	City	State	Zip Code
VIII	ACCEPTANCE OF AGENT If the new entity is a domestic corpora partnership, then the agent must acce		ility company, partnership or domestic limite
	The undersigned, named herein as the st entity or the surviving entity may be serve		ervice of process against any constituent ad 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 bo	x to confirm that he or she is an Ohio resident
ΙΧ	AMENDMENTS		

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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.

☑ No Amendments Amendments are attached

REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE Х

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.

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A. The sav and	QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY 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.				
Nan	ne	Mailing Address	Mailing Address		
City		Ohio State	Zip Code		
	☐ If the agent is an individual usi agent is an Ohio resident.	ing a P.O. Box, check the box to con	firm that the		
par stal Sed	thership, or limited liability partnership tutory agent listed above as long as a cretary of State of Ohio if the agent ca	savings bank, savings and loan, limited ("surviving entity") irrevocably consent uthority of the agent continues, and (2) innot be found. If the surviving entity fatity's license or registration to do busing	ts to (1) service of process on the to service of process upon the alls to designate another agent,		
. The	e qualifying entity also states as follow	s: (Complete only if applicable)			
	reign Qualifying Corporation (Section the qualifying entity is a foreign corpora	on 1703.04) ation, the following information must be	completed.)		
(a)	(a) Name of the corporation in its jurisdiction of formation				
(b)	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	of its principal office			
	Mailing Address				
	City	State	Zip Code		
(d)	Name of the county in which its p	orincipal office in Ohio, if any, is to be lo	ocated		
(e)	A brief summary of the cororate	purpose to be exercised within Ohio			
(f)	of state a certificate of good standi the application, under the seal of the	siness in Ohio, a foreign corporation for-pr ng or subsistence, dated not earlier than 9 ne secretary of state, or other proper offici porated, setting forth: (1) the exact corpo	O days prior to the filing of ial, of the jurisdiction under the laws		

and (3) the fact that the corporation is in good standing or is a subsisting corporation.

(If the	gn Notice (Section 1703.031) qualifying entity is a foreign bank, savings i be completed.)	bank, or savings and loan, the	following information
(a)	Name of the Foreign nationally/federally of	chartered bank, savings bank,	or savings and loan association
(b)	Any trade name(s) under which the corpo	oration will conduct business in	1 Ohio
(c)	Location of the corporation's main office		
	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, p	please state "None" on the fo	orm)
(e)	The corporation will exercise the following	g purpose(s) in Ohio	
	gn Qualifying Limited Liability Company qualifying entity is a foreign limited liability		ation must be completed.)
(a)	Name of the For-Profit or Nonprofit limite	d liability company in its jurisdi	iction of formation
(b)	Name under which the limited liability cor from its name in its jurisdiction of formation		iness in Ohio (if different
(c)	The limited liability company was formed	on	
	under the laws of the jurisdiction of		Date
Jurisdiction			

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(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	
	eign Qualifying Limited Partnership under sec e qualifying entity is a foreign limited partnership		ion must be complete	d.)	
(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 partnersh	ip in its jurisdiction of fo			
	Mailing Address				
	City	.	State	Zip Code	
(d)	Address of the limited partnership's principal office				
	Mailing Address				
	City	de 1906-Marie de Lace de Carlos (Carlos Carlos Carl	State	Zip Code	
(e)	The names and business or residence addre follows:	esses of the general pa	rtners of the partners	hip are as	
	Name	Mailing Address		red VPA VII dallad d. 16.6 1994 to 16.4	
	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 I	imited partnership hereby certifies that it shall maintain such records until the registration of the limited partnership alo is canceled or withdrawn.				
	ign Qualifying Limited Liability Partnership (Section 1776.86) (if the qualifying entity is a foreign limited ty partnership, the following information must be completed.)				
(a)	Name of the partnership				
	Name must include one of the folling phrases or abbreviations: "registered limited liability partnership," "limited liability partnership," "R.L.L.P.," "L.L.P.," "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 State Zip Code				
(e)	Foreign limited liability partnership must attach evidence of existence in its jurisdiction of formation (origin).				

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(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
Ву:	Milly
its:	Signature President and Chief Executive Officer
	Time December 15, 2011
Date.	December 15, 2011
	Aclara Technologies LLC Exact name of entity
Ву:	Signature Signature
its:	Signature Vice President and Secretary Title
Date:	Tille December 15, 2011
	Exact name of entity
Ву:	Signature
its:	Signature
	Title
Date:	
	Exact name of entity
By:	
lts:	Signature
	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), 1705.38(A), 1776.70(A), 1782.433(A)).

AFFIDAVIT RELEASES FROM VARIOUS GOVERNMENTAL AUTHORITIES

Aclara Temporary Merger Company LLC

Exact Name of Corporation

If a foreign or domestic corporation licensed to transact business in Ohio is a constituent entity, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence as required by Ohio law.

AGENCY Ohio Department of Taxation	DATE NOTIFIED	AGENCY Ohio Job & Family Services	DATE NOTIFIED
Dissolution Section 4485 Northland Ridge Blvd.	12/7/11	Status and Liability Section Data Correspondence Control	12/7/11
Columbus, Ohio 43229	121771	Fax: 614-752-4811 Phone: 614-466-2319 Overnight:	Regular:
		4020 East 5th Avenue Columbus, OH 43219-1811	P.O. Box 182413 Columbus, OH 43218
AGENCY Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, OH 43215	12/7/11	TREASURER The treasurer of any county in in which the corporation has personal property: Na	DATE NOTIFIED
			12/7/11
Name 9900A Clad	How Rel		
Malling Address Local De	Mo	63124	
City Acknowledged before me and s	State subscribed in my presence o	report December (5,2011
MOTARY SEAL	Seal Notary Pu	on M. Halbert Libic Pasa M. Halber Lion Expires March 11,2	7 2015
STATE OF MINISTER	•		

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Last Revised: 12/01/2008

AFFIDAVIT OF PERSONAL PROPERTY

	STATE OF	Misson	Ŷ				
	County 54	LOUIS SS.					
1	Name of Office	- +		y sworn, deposes Temporary			T.T.C
Ţ	Title of Officer	of of	Name of Corp			Company	шс
	and that this aff	fidavit is made in complianc	e with Section 1701.8	311(B)(4) of the Oh	nio Revised Co	ede.	
	That above-nar	ned corporation: (Check on	e (1) of the following)				
		Has no personal property i	in any county in Ohio				
		Is the type required to pay	personal property tax	es to state authori	ties only		
		Has personal property only	y in the following cour	nty (ies)			
	and that the net	t assets of said corporation	are sufficient to pay a	ili personal proper	ly taxes асспи	ed to date.	
	Signatur	Till Till	e:	Title			
- 11 日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日	Acknowledged M. H. M. M. M.	SEAL SEAL SEAL SEAL SEAL SEAL SEAL SEAL	Priesus M Chary Public 2050 M.	10 Deces 2 Hallon Halbert 11,2015		15, 201	
		MMblary Public's Commiss	Date I IV	11, 2010			

Instructions for Certificate of Merger

This form should be used to file a certificate of merger following the adoption of an agreement of merger.

Surviving Entity Information

Please provide the following information for the "surviving entity" (the entity that remains active following the merger): (1) name; (2) a new name if the surviving entity's name changed as a result of the merger; (3) entity type (for e.g., whether the surviving entity is a corporation, limited liability company, etc.); (4) charter/registration/license number (if any); and (5) jurisdiction of formation (foreign entities only).

Constituent Entity Information

Please provide the following information for the "constituent entities" (entities that are part of the merger but will not be active following the merger): (1) name; (2) entity type; (3) charter/registration/license number (as appropriate); and (4) jurisdiction of formation (foreign entities only).

Address for Merger Agreement Requests

Pursuant to Ohio Revised Code §§1701.81, 1702.43, 1705.38, 1776.70 and 1782.433 (as applicable), a mailing address is required for the person or entity that is to provide, in response to any written request made by a shareholder, partner, or other equity holder of a constituent entity, a copy of the agreement of merger.

Effective Date of Merger

Please provide the effective date of the merger. The date may be on or after the date of filing the certificate of merger. If a date is not provided or the date provided is prior to the date of filing, our office will assign the date of filing as the effective date.

Statements Required By Law

Pursuant to Ohio Revised Code Sections §§1701.81, 1702.43, 1705.38, 1766.70 and 1782.433 (as applicable), by submitting the certificate of merger through an authorized representative, each constituent entity states the following: (1) the constituent entity will merge with one or more constituent entities into a specified surviving entity; (2) the constituent entity has complied with all of the laws under which it exists; (3) the laws under which the constituent entity exists permit the merger; (4) the merger is authorized on behalf of the constituent entity; and (5) the authorized representative is authorized to sign the certificate of merger on behalf of the constituent entity.

Appointment of Statutory Agent for Foreign, Unlicensed Surviving Entity

This section must be completed if the surviving entity is a foreign entity not licensed to transact business in Ohio, please provide the name and address of the statutory agent upon whom any process, notice, or demand may be served. The statutory agent must be one of the following: (1) an Ohio resident; (2) an Ohio corporation; or (3) a foreign corporation that is licensed to do business in Ohio. (Note: If the statutory agent is a foreign corporation, there may be additional requirements. Please see Ohio Revised Code §1701.07, 1702.06, 1705.06, 1776.07 or 1782.04 for more information.) The agent of a foreign entity is not required to sign the Certificate to accept the agent appointment.

An individual agent may use a P.O Box address, but the appropriate box must be checked to confirm that the agent is an Ohio resident.

Updating Statutory Agent of Domestic Surviving Entity

A surviving entity that is a domestic (Ohio) entity may complete this section if it would like to update or change its statutory agent. (However, it is not required to do so).

If the surviving domestic entity is a corporation, limited liability company or limited partnership, the agent must accept the appointment by signing the Certificate of Merger.

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 entity shall be filed with the certificate of merger. Please check the appropriate box to indicate whether amendments are attached to the certificate of merger.

Requirements of Corporations (Domestic or Foreign) Merging Out of Existence

If a foreign or domestic corporation <u>licensed in Ohio</u> is a constituent entity in the merger <u>and</u> the surviving entity is not a foreign or domestic corporation to be licensed in Ohio, Ohio Revised Code §1701.81 requires that additional information be submitted with the certificate.

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A domestic corporation must provide the affidavits, receipts, certificates or other evidence required by Ohio Revised Code §1701.86(H). A foreign corporation must submit the affidavits, receipts, certificates or other evidence required by Ohio Revised Code §1703.17 (C) or (D).

The required affidavits are attached to this form for your convenience.

Qualification or Licensure of Foreign Surviving Entity

Appointment of Statutory Agent

All surviving foreign entities that will be registered in Ohio must provide the name and address of a statutory agent upon whom any process, notice, or demand against any constituent entity may be served. The statutory agent must be one of the following: (1) an Ohio resident; (2) an Ohio corporation; or (3) a foreign corporation that is licensed to do business in Ohio. (Note: a foreign corporation may need to meet other requirements to serve as a statutory agent, please see Ohio Revised Code §§1701.07, 1702.06, 1705.06, or 1782.04 for complete information.)

An individual agent may use a P.O. Box address, but the appropriate box must be checked to confirm that the agent is an Ohio resident.

Qualification Information

If the surviving entity is a foreign entity that desires to transact business in Ohio as a corporation, limited liability company, limited partnership or limited liability partnership, the certificate of merger must be accompanied by the information required under the section(s) of the Ohio Revised Code that govern the registration of that entity type. Those requirements have been incorporated into this form on pages four through six.

Please locate the section that applies to the surviving foreign entity type and complete that section. For example, if the surviving entity is foreign corporation qualifying to do business in Ohio through the merger, section XI(B)(1) "Foreign Qualifying Corporation (Section 1703.04)" of the form must be completed.

Additional Provisions

If the space provided on this form is insufficient, please submit any additional information on single-sided, $8 \% \times 11$ sheet(s) of paper.

Signature(s)

After completing all information on the filing form, please make sure that the form is signed the representatives authorized to sign the certificate on behalf of each constituent entity. Pursuant to Ohio Revised Code Sections §1701.81, 1702.43, 1705.38, 1776.70 and 1782.433 (as applicable), please provide the office held or the capacity in which the representative is acting by signing the certificate merger.

**Note: Our office cannot file or record a document that contains a social security number or tax identification number. Please do not enter a social security number or tax identification number, in any format, on this form.

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4.

Form 551 Prescribed by the: Ohio Secretary of State

Central Ohio: (614) 466-3910 Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us Busserv@sos.state.oh.us

Mail form to one	rm: (select one) of the following:
O Expedite *** Requi	PO Box 1390 Columbus, OH 43216 ires an additional fee of \$100 ***
Non Expedite	PO Box 1329 Columbus, OH 43216

CERTIFICATE OF MERGER Filing Fee \$125 (164-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

A.	SURVIVING ENTITY Name of the entity surviving the merger Aclai	ra Temporary Merger Co	ompany LLC
8.	Name Change: As a result of this merger, the name of the	e surviving entity has been changed	l to the following
	(Complete only if name of surviving entity is changing thro	ough the merger)	A
C.	The surviving entity is a (Please check the appropriate	e box and fill in the appropriate b	olanks)
	Domestic (Ohio) For-Profit Corporation, charter number		
	Demestic (Ohio) Nenprofit Corporation, charter number		
	Foreign (Non-Ohio) For-Profit Corporation incorporated unand licensed to transact business in the state of Ohio und	nder the laws of the jurisdiction of er license number	
	Foreign (Non-Ohio) For-Profit Corporation incorporated unand NOT licensed to transact business in the state of Ohio	nder the laws of the jurisdiction of o	alles de company de la company
	Foreign (Non-Ohio) Nonprofit Corporation under the laws and licensed to transact buiness in the state of Ohio under		
	Foreign (Non-Ohio) Nonprofit Corporation under the laws and NOT licensed to transact business in the state of Ohi	-	
Ø	Domestic (Ohio) For-Profit Limited Liability Company, with	n registration number	2066294
П	Domestic (Ohio) Nonprofit Limited Liability Company, with	registration number	
	Foreign (Non-Ohio) For-Profit Limited Liability Company or registered to do business in the state of Ohio under registered.		sdiction of
	Foreign (Non-Ohio) For-Profit Limited Liability Company and NOT registered to do business in the state of Ohio	organized under the laws of the jur	isdiction of

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	City	State	Zip Code			
	St. Louis	<u>MO</u>	63124	######################################		
	Name	Mailing Address		**************************************		
	A.S. Barclay	9900A Clay	ton Road			
Ш	MERGER AGREEMENT ON F The name and mailing address merger agreement upon writter	of the person or entity from whom/wl	hich eligible persons may obtain	a copy of the		
Acl	ara Software Inc	. na	Massachusetts	corporation_		
	Name	Charter, License, Registration , or Registration Number	Jurisdiction of Formation	Type of Entity		
H.	of formation, for each entity me	se/registration number, type of entity rging out of existence. (If this is insu ttach a separate sheet listing the a	ifficient space to reflect			
	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					
	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					
	Domestic (Ohio) Limited Liabilit	y Partnership, with the registration nu	ımber			
	Foreign (Non-Ohio) Limited Par and NOT registered to do busin	tnership organized under the laws of less in the state of Ohio	the jurisdiction of			
		tnership organized under the laws of the state of Ohio under registration	numbor			
	Domestic (Ohio) Limited Partne	rship, with registration number				
	Partnership NOT registered with the state of Ohio					
	Partnership, registration number, if any,					
	Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction ofand NOT registered to do business in the State of Ohio					
		imited Liability Company organized un the state of Ohio under registration		of		

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on 12/31/11, 11:58p. 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 fisted surviving entity.

VII. STATUTORY AGENT

VIII

IΧ

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	
	Ohio	
City	State	Zip Code
ACCEPTANCE OF AGENT		
If the new entity is a domes partnership, then the agent	•	bility company, partnership or domestic limited
		service of process against any constituent nd accepts the appointment of statutory agent.
Signature of Agent		Date
] If the agent is an individual usir	g a P.O. Box, the agent must check this be	ox to confirm that he or she is an Ohio resident
AMENDMENTS		
	n, articles of organization, or certificate	company, or limited partnership, any amendments of limited partnership of the surviving domestic

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.

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Χŀ QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY 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 Ohio City 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. 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 cororate 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

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and (3) the fact that the corporation is in good standing or is a subsisting corporation.

of which said corporation was incorporated, setting forth: (1) the exact corporate title; (2) the date of incorporation;

)	Name of the Foreign nationally/federally	/ chartered bank, savings bank	, or savings and loan association			
)	Any trade name(s) under which the corp		n Ohio			
)	Location of the corporation's main office	e (Non-Ohío)				
	Mailing Address		MANAGE TO SERVICE AND ADDRESS OF THE SERVICE AND			
	City	State	Zip Code			
d)	Principal office location in Ohio					
	Mailing Address	Ohio				
	City (If there will not be an office in Ohio,	State please state "None" on the f	Zip Gode			
e)	The corporation will exercise the follow	ing purpose(s) in Ohio				
	water the land of					
	ign Qualifying Limited Liability Compar e qualifying entity is a foreign limited liabilit		nation must be completed.)			
a)	Name of the For-Profit or Nonprofit limi	ted liability company in its jurisc	diction of formation			
b)	Name under which the limited liability of from its name in its jurisdiction of forms	ompany desires to transact bus	siness in Ohio (if different			
c)	The limited liability company was forme	ed on	Date			

2 Foreign Notice (Section 1703.031)

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(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	
	ign Qualifying Limited Partnership under sec e qualifying entity is a foreign limited partnership		tion must be complete	d.)	
(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 partnersh	ip in its jurisdiction of f			
	Mailing Address				
	City		State	Zip Code	
(d)	Address of the limited partnership's principal office				
	Mailing Address				
	City	ante ante atenda de mententa de la composição de la compo	State	Zip Code	
(e)	The names and business or residence address follows:	esses of the general pa	artners of the partners	hip are as	
	Name	Mailing Address			
	Name	Mailing Address			
	Name	Ma≋ng Address	PROPERTY AND ADDRESS OF THE PROPERTY A		
	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	89 THE BASE HARTETTE OR AN ART 1 Mar Thank South William S	State	Zip Code	
	mited partnership hereby certifies that it shal io is canceled or withdrawn.	I maintain such record	ds until the registration	n of the limited partnership	
	ign Qualifying Limited Liability Partnershi ty partnership, the following information must		if the qualifying entity	is a foreign limited	
(a)	Name of the partnership				
	Name must include one of the folling phrases or partnership," "R.L.L.P.," "L.L.P.," "RLL.P," or "LL		d limited liability partners	ship," "limited liability	
(p)	The partnership was formed under the law	s of the jurisdiction of	f		
(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 of	fice of the partnership	in Ohio, if one exists	
	Mailing Address			W-V-L-A-V-	
	City	Ohio State	Zip Code		

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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 Software Inc.
	Exact name of entity
Ву:	
lts:	Signature Vice President
Date:	December 15, 2011
	Aclara Temporary Merger Company LLC
	Exact name of entity
Ву:	Milhan
	Signature
lts:	Tide December 15, 2011
Date:	December 15, 2011
	Exact name of entity
юy:	Signature
lts:	Title
Date:	
	Exact name of entity
	CASCINATIE OF GRALLY
Ву:	Signature
its:	
Date:	Tide
	Exact name of entity
Ву:	
lts:	Signature
Date:	Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)).

AFFIDAVIT RELEASES FROM VARIOUS GOVERNMENTAL AUTHORITIES

	Exact Name of	f Corporation		
If a foreign or domestic corpora merger must be accompanied	ation licensed to tr by the affidavits, r	ransact business in O receipts, certificates, o	thio is a constituent entity, the or other evidence as required	certificate of by Ohio law.
AGENCY Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Bivd. Columbus, Ohio 43229	DATE NOTIFIE	Or Ste Da Fa Ph Ov 40	SENCY sio Job & Family Services atus and Liability Section sta Correspondence Control x: 614-752-4811 sone: 614-466-2319 vernight: 20 East 5th Avenue olumbus, OH 43219-1811	Regular: P.O. Box 182413 Columbus, OH 43218
AGENCY Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, OH 43215	DATE NOTIFIE	Th in v	REASURER e treasurer of any county in which the corporation has rsonal property:	DATE NOTIFIED
Note: This affidavit must be si corporation.	gned by one or m	ore persons executing	g the certificate of merger or b	by an office of the
Signature		Tit	le	TO AND
Name		_		
Mailing Address				
City	State	Ziş	o Code	
Acknowledged before me and	subscribed in my	presence on Date		
	Seal	Notary Public		manate.
		Commission Expire	s	

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AFFIDAVIT OF PERSONAL PROPERTY

RECORDED: 01/28/2014

STATE OF	***************************************				
County	SS:				
Name of Office		, being first duly s	worn, deposes and says that he/she is		
Name of Office	1				
Title of Officer	of	Name of Corpora	ation		
ride of Officer		name or Corpor	ation		
and that this aff	fidavit is made in compliar	nce with Section 1701.811	(B)(4) of the Ohio Revised Code.		
That above-nar	med corporation: (Check o	one (1) of the following)			
	Has no personal property in any county in Ohio				
	is the type required to pay personal property taxes to state authorities only				
ā	Has personal property only in the following county (les)				
			wakikika oka kisika kisika kisika waka		
and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.					
Signatur	re: 1	Fitle:	Title		
Acknowledged before me and subscribed in my presence on Date					
Seal		Notary Public			
Expiration date	of Notary Public's Comm	ission			

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