

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 Power-Line Systems Inc.		12/31/2011
			Entity Type
			CORPORATION: MISSOURI
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: 3			
	Property Type	Number	Word Mark
	Registration Number:	3277751	OPTIMUM
	Registration Number:	1068463	TWACS
	Registration Number:	2854413	TWACS
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	dschatz@escotechnologies.com		
Correspondent Name:	D.M. Schatz		
Address Line 1:	9900A Clayton Road		
Address Line 4:	St. Louisq, MISSOURI 63124-1186		
NAME OF SUBMITTER:	David M. Schatz		
Signature:	/dm schatz/		

OP \$90.00 3277751

Date:

01/28/2014

Total Attachments: 25

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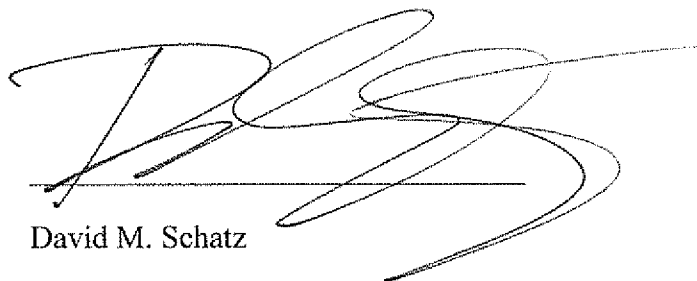
Certificate
Of
Assistant Secretary

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 Power-Line Systems Inc., a Missouri corporation.

Executed this 24th day of January, 2014.

A handwritten signature in black ink, appearing to read 'DMS', written over a horizontal line.

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

Expedite this form: (select one)
Mail form to one of the following:

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

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

<p><u>A.S. Barclay</u> Name</p> <p><u>St. Louis</u> City</p>	<p><u>9900A Clayton Road</u> Mailing Address</p> <p><u>MO 63124</u> State Zip Code</p>
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IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on 12/31/11, 11:59p.m. (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	
_____	Ohio	_____
City	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

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 1705.54)

(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 1776.86) (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.," "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

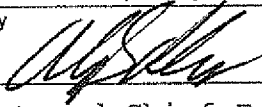
Ohio
State

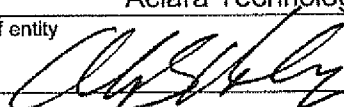
Zip Code

- (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
Its: President and Chief Executive Officer
Title
Date: December 15, 2011

Aclara Technologies LLC
Exact name of entity
By: 
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), 1705.38(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 Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43229 DATE NOTIFIED <u>12/7/11</u>	AGENCY Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight: 4020 East 5th Avenue Columbus, OH 43219-1811 DATE NOTIFIED <u>12/7/11</u> Regular: P.O. Box 182413 Columbus, OH 43218
AGENCY Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, OH 43215 DATE NOTIFIED <u>12/7/11</u>	TREASURER The treasurer of any county in in which the corporation has personal property: na DATE NOTIFIED <u>12/7/11</u>

Note: This affidavit must be signed by one or more persons executing the certificate of merger or by an office of the corporation.

Signature

[Handwritten Signature]

Title

President

Name

9900A Cleghorn Rd

Mailing Address

Madison

City

MO

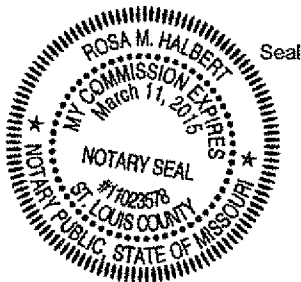
State

63124

Zip Code

Acknowledged before me and subscribed in my presence on Date

December 15, 2011



[Handwritten Signature]
 Notary Public Rosa M. Halbert
 Commission Expires March 11, 2015
 Date

AFFIDAVIT OF PERSONAL PROPERTY

STATE OF Missouri

County St Louis SS.

A.S. BARSLAD, being first duly sworn, deposes and says that he/she is

Resident of

Aclara Temporary Merger Company LLC
Name of Corporation

and that this affidavit is made in compliance with Section 1701.811(B)(4) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

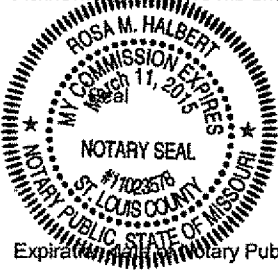
- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property only in the following county (ies)

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

[Handwritten Signature]
Signature:

Title: _____

Acknowledged before me and subscribed in my presence on Date December 15, 2011



[Handwritten Signature]
Notary Public
Rosa M. Halbert

Expiration Date of Notary Public's Commission March 11, 2015
Date

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 licensed in Ohio is a constituent entity in the merger and 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.

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 ½ x 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.**



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

Expedite this form: (select one)
Mail form to one of the following:
[] Expedite PO Box 1390
Columbus, OH 43216
*** Requires an additional fee of \$100 ***
[] Non Expedite 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

I. SURVIVING ENTITY

A. Name of the entity surviving the merger Aclara Temporary Merger Company 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

[x] Domestic (Ohio) For-Profit Limited Liability Company, with registration number 2066294

[] 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 Power-Line Systems Inc.	1499563	Missouri	corporation
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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, 11:58p.m. (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	
_____	Ohio _____	_____
City	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	
_____		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.

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

_____	_____	_____
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 1705.54)

(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 1776.86) (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.," "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

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 Power-Line Systems Inc.

Exact name of entity

By: _____

Signature

Its: Vice President

Title

Date: December 15, 2011

Aclara Temporary Merger Company LLC

Exact name of entity

By: _____

Signature

Its: President and Chief Executive Officer

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), 1705.38(A), 1776.70(A), 1782.433(A)).

AFFIDAVIT RELEASES FROM VARIOUS GOVERNMENTAL AUTHORITIES
Aclara Power-Line Systems Inc.

Exact Name of Corporation

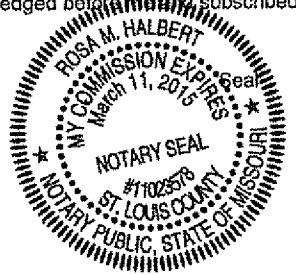
If a foreign or domestic corporation licensed to transact business in Ohio is a constituent entity, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence as required by Ohio law.

AGENCY Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43229	DATE NOTIFIED <u>12/7/11</u>	AGENCY Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight: 4020 East 5th Avenue Columbus, OH 43219-1811	DATE NOTIFIED <u>12/7/11</u> Regular: P.O. Box 182413 Columbus, OH 43218
AGENCY Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, OH 43215	DATE NOTIFIED <u>12/7/11</u>	TREASURER The treasurer of any county in in which the corporation has personal property: <u>N/A</u>	DATE NOTIFIED

Note: This affidavit must be signed by one or more persons executing the certificate of merger or by an office of the corporation.

Signature [Signature] Title Vice President
AS BARCLAY
 Name
9900 Clayton Rd
 Mailing Address
LADUE MO 63129
 City State Zip Code

Acknowledged before me and subscribed in my presence on Date December 15, 2011



Rosa M. Halbert
 Notary Public
Rosa M. Halbert
 Commission Expires March 11, 2015
 Date

AFFIDAVIT OF PERSONAL PROPERTY

STATE OF Missouri

County St. Louis SS:

A. G. BARELAP, being first duly sworn, deposes and says that he/she is

Name of Officer Vice President of Aclara Power-Line Systems Inc.
Title of Officer Name of Corporation

and that this affidavit is made in compliance with Section 1701.811(B)(4) of the Ohio Revised Code.

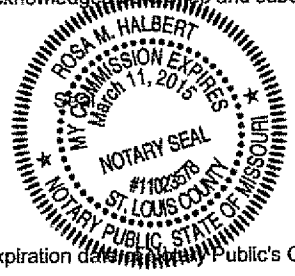
That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property only in the following county (ies)

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Signature: [Handwritten Signature] Title: Vice President

Acknowledged before me and subscribed in my presence on Date November 15, 2011



Rosa M. Halbert
Notary Public Rosa M. Halbert

Expiration date of my Public's Commission March 11, 2015
Date

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 licensed in Ohio is a constituent entity in the merger and 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.

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 ½ x 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.**