

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM424234

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/19/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Leslie Controls, Inc.		05/14/2009	Corporation: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Leslie Controls, Inc.		
Street Address:	12501 Telecom Drive		
City:	Tampa		
State/Country:	FLORIDA		
Postal Code:	33637		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4109679	CIRCOR SELECT	
Registration Number:	3914845	ECONOSTEAM	
Registration Number:	2810007	CPC-CRYOLAB	
Registration Number:	1474839	SOLI-CON	
Registration Number:	1087662	FIRE-CIDE	
CORRESPONDENCE DATA			
Fax Number:	7172375300		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7172328000		
Email:	trademarks@mcneeslaw.com		
Correspondent Name:	Kristen J. Grendzinski		
Address Line 1:	100 Pine Street		
Address Line 4:	Harrisburg, PENNSYLVANIA 17111		
ATTORNEY DOCKET NUMBER:	22026-0001/3038		
NAME OF SUBMITTER:	Kristen J. Grendzinski		
SIGNATURE:	/Kristen J. Grendzinski/		
DATE SIGNED:	04/19/2017		

OP \$140.00 4109679

Total Attachments: 21

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

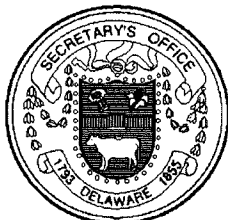
"LESLIE CONTROLS, INC.", A NEW JERSEY CORPORATION,
WITH AND INTO "LESLIE CONTROLS, INC." UNDER THE NAME OF
"LESLIE CONTROLS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE NINETEENTH DAY OF MAY, A.D. 2009, AT 4:43
O'CLOCK P.M.

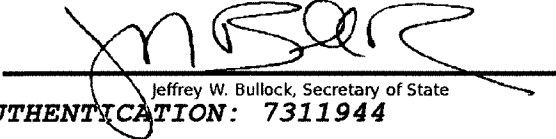
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

4687057 8100M

090496483

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7311944

DATE: 05-19-09

TRADEMARK
REEL: 006036 FRAME: 0593

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER**

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LESLIE CONTROLS, INC., A NEW JERSEY CORPORATION

WITH AND INTO

LESLIE CONTROLS, INC., A DELAWARE CORPORATION

Leslie Controls, Inc., a corporation organized and existing under the laws of the State of New Jersey ("Parent"), does hereby certify to the following facts relating to the merger (the "Merger") of Parent with and into Leslie Controls, Inc., a Delaware corporation ("Subsidiary"), with Subsidiary remaining as the surviving corporation:

FIRST: That Parent was organized pursuant to the provisions of the predecessor statute to the New Jersey Business Corporation Act on August 13, 1926, and Subsidiary was organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), on May 14, 2009.

SECOND: That Parent owns 100% of the outstanding shares of each class of capital stock of Subsidiary that, absent Section 253 of the DGCL, would be entitled to vote on the Merger.

THIRD: That the Merger of Parent with and into Subsidiary with Subsidiary as the surviving entity has been adopted, approved, certified, executed and acknowledged by Parent in accordance with the laws of the state of New Jersey.

FORTH: That the Board of Directors of Parent, acting by written consent pursuant to Section 14A: 6-7.1(5) of the New Jersey Business Corporation Act on May 14, 2009, determined to merge Parent with and into Subsidiary upon the terms and conditions set forth in the Plan of Merger attached hereto as Exhibit A, and did adopt the following resolutions:

Formation of Subsidiary

RESOLVED: To ratify, confirm and approve the formation of a wholly-owned subsidiary corporation of Parent in the state of Delaware to be named "Leslie Controls, Inc." ("Subsidiary"),

and to authorize and direct the officers of Parent, in the name and on behalf of Parent, to make any and all filings, prepare and execute any and all documents and to do any and all things necessary or appropriate to form such subsidiary.

Approval of Merger

RESOLVED: The Board hereby approves the merger (the "Merger") of Parent with and into Subsidiary, pursuant to which Subsidiary shall be the surviving corporation, and the Merger hereby is approved upon the terms and conditions set forth in the Plan of Merger substantially in the form attached hereto as Exhibit A, and that the officers of Parent are, and each of them acting singly is, hereby authorized, in the name and on behalf of Parent, to take any and all actions that they may deem necessary, desirable or appropriate to consummate the Merger.

RESOLVED: The officers of Parent are, and each of them is, hereby authorized and directed in the name and on behalf of Parent to make, execute and acknowledge a certificate of ownership and merger for the purpose of effecting the Merger and to file the same with the State of Delaware.

RESOLVED: The officers of Parent are, and each of them is, hereby authorized and directed in the name and on behalf of Parent to make, execute and acknowledge a certificate of merger for the purpose of effecting the Merger and to file the same with the State of New Jersey.

RESOLVED: The Merger has been approved by the stockholders of Parent by unanimous written consent in accordance with Section 14A:5-6 of the New Jersey Business Corporation Act.

General

RESOLVED: The officers of Parent are, and each of them is, hereby authorized and directed in the name and on behalf of Parent, to take, or cause to be taken, any and all actions, to execute and deliver any and all agreements, certificates, assignments, instruments or other documents and to do any and all things that, in the judgment of such officer or officers, may be necessary or advisable to effectuate the foregoing resolutions; such execution and delivery by any such officer or officers of any such agreement, certificate, assignment, instrument or other document or the doing by any of them of any such act shall conclusively establish both the authority of such person so to do from Parent and the approval of the Board.


RESOLVED: That any and all actions heretofore taken by the officers of Parent or each of them singly, in connection with carrying out

the intent and purposes referred to in or contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Parent has caused this Certificate of Ownership and Merger to be executed by a duly authorized officer this 1st day of May, 2009.

LESLIE CONTROLS, INC., a New Jersey corporation

By: 
Name: A. William Higgins
Title: Vice President

[Signature Page to Delaware Certificate of Ownership and Merger]

TRADEMARK
REEL: 006036 FRAME: 0597

Exhibit A

PLAN OF MERGER
OF
LESLIE CONTROLS, INC.,
a New Jersey corporation
WITH AND INTO
LESLIE CONTROLS, INC.,
a Delaware corporation

May 14, 2009

WHEREAS, Leslie Controls, Inc. is a corporation organized and existing under the laws of the State of New Jersey ("Parent");

WHEREAS, Leslie Controls, Inc. is a corporation organized and existing under the laws of the State of Delaware ("Subsidiary");

WHEREAS, Parent owns 100% of the outstanding shares of common stock, par value \$0.01 per share, of Subsidiary; and

WHEREAS, Parent deems it desirable, upon the terms stated herein, that Parent be merged with and into Subsidiary and that Subsidiary be the surviving corporation.

NOW, THEREFORE, the Board of Directors of Parent has adopted the following Plan of Merger:

1. The terms and conditions of the proposed merger (the "Merger") are that Parent shall be merged with and into Subsidiary at the effective time of the Merger (the "Effective Time"). Upon consummation of the Merger, the separate corporate existence of Parent shall terminate and Subsidiary shall be the surviving corporation (the "Surviving Corporation") in the Merger. The certificate of incorporation, the bylaws, and the directors and officers of Subsidiary shall not be changed by the Merger.
2. At the Effective Time, the effect of the Merger shall be as provided herein and as provided in the applicable provisions of the Delaware Business Corporation Act and the New Jersey Business Corporation Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all of the property, rights, privileges, powers and franchises of Parent and Subsidiary shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of Parent and Subsidiary shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.
3. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation is as follows:
 - (i) Each share of common stock, par value \$0.01 per share, of Subsidiary held in the treasury and any shares of such common stock owned by Parent

immediately prior to the Effective Time shall be canceled without any conversion thereof, and no payment shall be made with respect thereto.

- (ii) Each share of common stock of Parent issued and outstanding immediately prior to the Effective Time shall be converted into one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation.
- (iii) All shares of common stock of Parent, when converted as provided herein, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each certificate (collectively, the "Certificates") previously evidencing such shares shall thereafter represent only the right to receive one share of the common stock of the Surviving Corporation for each such share. The holders of Certificates previously evidencing shares of common stock of Parent outstanding immediately prior to the Effective Time shall cease to have any rights with respect to such shares except as otherwise provided herein or by law.

Adopted by the Board of Directors of Parent on May 14, 2009.

Adopted by the sole shareholder of Parent on May 14, 2009.

Adopted by the sole shareholder of Subsidiary on May 14, 2009.

[Plan of Merger of Leslie (NJ) and Leslie (DE)]

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

LESLIE CONTROLS, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate Of Merger
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



Certificate Number: 114747976

Verify this certificate online at

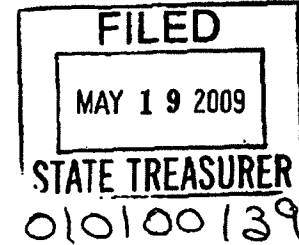
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
1st day of July, 2009*

A handwritten signature in black ink, appearing to read 'R. David Rousseau', is written over a horizontal line.

*R. David Rousseau
State Treasurer*

MRG



UMC-2 11/03

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office. The applicable provisions of the laws of the state of Delaware, the state of incorporation of Leslie Controls, Inc., the surviving entity, with respect to this merger will have been complied with upon compliance with filing and recording requirements.

1. Type of Filing (check one): Merger Consolidation
2. Name of Surviving Business Entity: **Leslie Controls, Inc., a Delaware corporation**
3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
Leslie Controls, Inc.	New Jersey	5384301000
Leslie Controls, Inc.	Delaware	0101001394

4. Date Merger/Consolidation adopted: 5/14/2009

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name: **Leslie Controls, Inc., a New Jersey corporation** Outstanding Shares
 If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ : OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-b Corp. Name: **Leslie Controls, Inc., a Delaware corporation** Outstanding Shares

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ : OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-c Corp. Name: _____ Outstanding Shares

If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ : OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer:

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

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Certificate of Merger/Consolidation
UMC-3
Page 2

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

7. Effective Date (see inst.):

(Remainder of Page Intentionally Left Blank)

Certificate of Mergers/Consolidation
UMC-2
Page 3

Signature	Name	Title	Date
	A. William Higgins	Vice President, Leslie Controls, Inc., a New Jersey Corporation	May 14, 2009
_____	Jonathan Silva	President, Leslie Controls, Inc., a Delaware Corporation	_____, 2009

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, P.O. Box 308, Trenton NJ 08646

(Signature Page to New Jersey Certificate of Merger)

Certificate of Merger/Consolidation
UMC-2
Page 3

Signature	Name	Title	Date
<hr/>	A. William Higgins	Vice President, Leslie Controls, Inc., a New Jersey Corporation	_____, 2009
	Jonathan Silva	President, Leslie Controls, Inc., a Delaware Corporation	May 14, 2009

*Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, P.O. Box 308, Trenton NJ 08646

[Signature Page to New Jersey Certificate of Merger]

PLAN OF MERGER
OF
LESLIE CONTROLS, INC.,
a New Jersey corporation
WITH AND INTO
LESLIE CONTROLS, INC.,
a Delaware corporation

May 14, 2009

WHEREAS, Leslie Controls, Inc. is a corporation organized and existing under the laws of the State of New Jersey ("Parent");

WHEREAS, Leslie Controls, Inc. is a corporation organized and existing under the laws of the State of Delaware ("Subsidiary");

WHEREAS, Parent owns 100% of the outstanding shares of common stock, par value \$0.01 per share, of Subsidiary; and

WHEREAS, Parent deems it desirable, upon the terms stated herein, that Parent be merged with and into Subsidiary and that Subsidiary be the surviving corporation.

NOW, THEREFORE, the Board of Directors of Parent has adopted the following Plan of Merger:

1. The terms and conditions of the proposed merger (the "Merger") are that Parent shall be merged with and into Subsidiary at the effective time of the Merger (the "Effective Time"). Upon consummation of the Merger, the separate corporate existence of Parent shall terminate and Subsidiary shall be the surviving corporation (the "Surviving Corporation") in the Merger. The certificate of incorporation, the bylaws, and the directors and officers of Subsidiary shall not be changed by the Merger.
2. At the Effective Time, the effect of the Merger shall be as provided herein and as provided in the applicable provisions of the Delaware Business Corporation Act and the New Jersey Business Corporation Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all of the property, rights, privileges, powers and franchises of Parent and Subsidiary shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of Parent and Subsidiary shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.
3. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation is as follows:
 - (i) Each share of common stock, par value \$0.01 per share, of Subsidiary held in the treasury and any shares of such common stock owned by Parent

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immediately prior to the Effective Time shall be canceled without any conversion thereof, and no payment shall be made with respect thereto.

- (ii) Each share of common stock of Parent issued and outstanding immediately prior to the Effective Time shall be converted into one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation.
- (iii) All shares of common stock of Parent, when converted as provided herein, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each certificate (collectively, the "Certificates") previously evidencing such shares shall thereafter represent only the right to receive one share of the common stock of the Surviving Corporation for each such share. The holders of Certificates previously evidencing shares of common stock of Parent outstanding immediately prior to the Effective Time shall cease to have any rights with respect to such shares except as otherwise provided herein or by law.

Adopted by the Board of Directors of Parent on May 14, 2009.

Adopted by the sole shareholder of Parent on May 14, 2009.

Adopted by the sole shareholder of Subsidiary on May 14, 2009.

[Plan of Merger of Leslie (NJ) and Leslie (DE)]

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TRADEMARK

REEL: 006036 FRAME: 0606

PLAN OF MERGER
OF
LESLIE CONTROLS, INC.,
a New Jersey corporation
WITH AND INTO
LESLIE CONTROLS, INC.,
a Delaware corporation

May 14, 2009

WHEREAS, Leslie Controls, Inc. is a corporation organized and existing under the laws of the State of New Jersey ("Parent");

WHEREAS, Leslie Controls, Inc. is a corporation organized and existing under the laws of the State of Delaware ("Subsidiary");

WHEREAS, Parent owns 100% of the outstanding shares of common stock, par value \$0.01 per share, of Subsidiary; and

WHEREAS, Parent deems it desirable, upon the terms stated herein, that Parent be merged with and into Subsidiary and that Subsidiary be the surviving corporation.

NOW, THEREFORE, the Board of Directors of Parent has adopted the following Plan of Merger:

1. The terms and conditions of the proposed merger (the "Merger") are that Parent shall be merged with and into Subsidiary at the effective time of the Merger (the "Effective Time"). Upon consummation of the Merger, the separate corporate existence of Parent shall terminate and Subsidiary shall be the surviving corporation (the "Surviving Corporation") in the Merger. The certificate of incorporation, the bylaws, and the directors and officers of Subsidiary shall not be changed by the Merger.
2. At the Effective Time, the effect of the Merger shall be as provided herein and as provided in the applicable provisions of the Delaware Business Corporation Act and the New Jersey Business Corporation Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all of the property, rights, privileges, powers and franchises of Parent and Subsidiary shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of Parent and Subsidiary shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.
3. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation is as follows:
 - (i) Each share of common stock, par value \$0.01 per share, of Subsidiary held in the treasury and any shares of such common stock owned by Parent

immediately prior to the Effective Time shall be canceled without any conversion thereof, and no payment shall be made with respect thereto.

- (ii) Each share of common stock of Parent issued and outstanding immediately prior to the Effective Time shall be converted into one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation.
- (iii) All shares of common stock of Parent, when converted as provided herein, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each certificate (collectively, the "Certificates") previously evidencing such shares shall thereafter represent only the right to receive one share of the common stock of the Surviving Corporation for each such share. The holders of Certificates previously evidencing shares of common stock of Parent outstanding immediately prior to the Effective Time shall cease to have any rights with respect to such shares except as otherwise provided herein or by law.

Adopted by the Board of Directors of Parent on May 14, 2009.

Adopted by the sole shareholder of Parent on May 14, 2009.

Adopted by the sole shareholder of Subsidiary on May 14, 2009.

[Plan of Merger of Leslie (NJ) and Leslie (DE)]

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
LESLIE CONTROLS, INC.
(a New Jersey corporation)**

May, 14, 2009

Pursuant to Section 14A: 6-7.1(5) of the New Jersey Business Corporation Act, the undersigned, being all the members of the Board of Directors (the "Board") of Leslie Controls, Inc., a New Jersey corporation ("Parent"), hereby waive any and all notice to which the Board may be entitled and consent to the adoption and approval of the following resolutions by written consent in lieu of a meeting:

Formation of Subsidiary

RESOLVED: To ratify, confirm and approve the formation of a wholly-owned subsidiary corporation of Parent in the state of Delaware to be named "Leslie Controls, Inc." ("Subsidiary"), and to authorize and direct the officers of Parent, in the name and on behalf of Parent, to make any and all filings, prepare and execute any and all documents and to do any and all things necessary or appropriate to form such subsidiary.

Approval of Merger

RESOLVED: The Board hereby approves the merger (the "Merger") of Parent with and into Subsidiary, pursuant to which Subsidiary shall be the surviving corporation, and the Merger hereby is approved upon the terms and conditions set forth in the Plan of Merger substantially in the form attached hereto as Exhibit A, and that the officers of Parent are, and each of them acting singly is, hereby authorized, in the name and on behalf of Parent, to take any and all actions that they may deem necessary, desirable or appropriate to consummate the Merger.

RESOLVED: The officers of Parent are, and each of them is, hereby authorized and directed in the name and on behalf of Parent to make, execute and acknowledge a certificate of ownership and merger for the purpose of effecting the Merger and to file the same with the State of Delaware.

RESOLVED: The officers of Parent are, and each of them is, hereby authorized and directed in the name and on behalf of Parent to make, execute and acknowledge a certificate of merger for the purpose of effecting the Merger and to file the same with the State of New Jersey.

RESOLVED: The Merger has been approved by the stockholders of Parent by unanimous written consent in accordance with Section 14A:5-6 of the New Jersey Business Corporation Act.

General

RESOLVED: The officers of Parent are, and each of them is, hereby authorized and directed in the name and on behalf of Parent, to take, or cause to be taken, any and all actions, to execute and deliver any and all agreements, certificates, assignments, instruments or other documents and to do any and all things that, in the judgment of such officer or officers, may be necessary or advisable to effectuate the foregoing resolutions; such execution and delivery by any such officer or officers of any such agreement, certificate, assignment, instrument or other document or the doing by any of them of any such act shall conclusively establish both the authority of such person so to do from Parent and the approval of the Board.

RESOLVED: That any and all actions heretofore taken by the officers of Parent, or each of them singly, in connection with carrying out the intent and purposes referred to in or contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

RESOLVED: To direct that this Consent be filed with the records of meetings of the Board.

RESOLVED: That this Consent may be executed in one or more counterparts (including by facsimile or other electronic transmission).

[Remainder of Page Intentionally Left Blank]

EXECUTED as of the date set forth above.


A. William Higgins

Frederic M. Burditt

[Signature Page to Consent of Leslie (NJ) Board of Directors to Merger]

TRADEMARK
REEL: 006036 FRAME: 0611

Exhibit A

PLAN OF MERGER
OF
LESLIE CONTROLS, INC.,
a New Jersey corporation
WITH AND INTO
LESLIE CONTROLS, INC.,
a Delaware corporation

May 14, 2009

WHEREAS, Leslie Controls, Inc. is a corporation organized and existing under the laws of the State of New Jersey ("Parent");

WHEREAS, Leslie Controls, Inc. is a corporation organized and existing under the laws of the State of Delaware ("Subsidiary");

WHEREAS, Parent owns 100% of the outstanding shares of common stock, par value \$0.01 per share, of Subsidiary; and

WHEREAS, Parent deems it desirable, upon the terms stated herein, that Parent be merged with and into Subsidiary and that Subsidiary be the surviving corporation.

NOW, THEREFORE, the Board of Directors of Parent has adopted the following Plan of Merger:

1. The terms and conditions of the proposed merger (the "Merger") are that Parent shall be merged with and into Subsidiary at the effective time of the Merger (the "Effective Time"). Upon consummation of the Merger, the separate corporate existence of Parent shall terminate and Subsidiary shall be the surviving corporation (the "Surviving Corporation") in the Merger. The certificate of incorporation, the bylaws, and the directors and officers of Subsidiary shall not be changed by the Merger.
2. At the Effective Time, the effect of the Merger shall be as provided herein and as provided in the applicable provisions of the Delaware Business Corporation Act and the New Jersey Business Corporation Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all of the property, rights, privileges, powers and franchises of Parent and Subsidiary shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of Parent and Subsidiary shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.
3. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation is as follows:
 - (i) Each share of common stock, par value \$0.01 per share, of Subsidiary held in the treasury and any shares of such common stock owned by Parent

immediately prior to the Effective Time shall be canceled without any conversion thereof, and no payment shall be made with respect thereto.

- (ii) Each share of common stock of Parent issued and outstanding immediately prior to the Effective Time shall be converted into one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation.
- (iii) All shares of common stock of Parent, when converted as provided herein, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each certificate (collectively, the "Certificates") previously evidencing such shares shall thereafter represent only the right to receive one share of the common stock of the Surviving Corporation for each such share. The holders of Certificates previously evidencing shares of common stock of Parent outstanding immediately prior to the Effective Time shall cease to have any rights with respect to such shares except as otherwise provided herein or by law.

Adopted by the Board of Directors of Parent on May 14, 2009.

Adopted by the sole shareholder of Parent on May 14, 2009.

Adopted by the sole shareholder of Subsidiary on May 14, 2009.

[Plan of Merger of Leslie (NJ) and Leslie (DE)]

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