

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
McGraw-Edison Company		11/29/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Cooper Industries, Inc.
Street Address:	600 Travis
Internal Address:	Suite 5800
City:	Houston
State/Country:	TEXAS
Postal Code:	77002
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1636822	EDISON
Registration Number:	372127	EDISON
Registration Number:	1644681	THOMAS A. EDISON TECHNICAL CENTER
Registration Number:	2443841	THOMAS A EDISON
Registration Number:	2495399	THOMAS A. EDISON
Registration Number:	2726711	EDISON

CORRESPONDENCE DATA

Fax Number: (212)681-0300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-681-0600
 Email: jbroitman@ocfblaw.com
 Correspondent Name: Joshua S. Broitman

CH \$165.00 1636822

Address Line 1: 250 Park Avenue
Address Line 2: Suite 825
Address Line 4: New York, NEW YORK 10177-0899

ATTORNEY DOCKET NUMBER:	EDISON-TM-RECORD-1
NAME OF SUBMITTER:	Joshua S. Broitman
Signature:	/joshua s. broitman/
Date:	10/07/2005

Total Attachments: 3
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Delaware

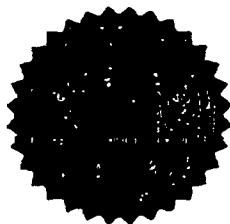
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"MCGRAW-EDISON COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "COOPER INDUSTRIES, INC." UNDER THE NAME OF "COOPER INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2004, AT 7:03 O'CLOCK P.M.

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



3888590 8100M
040860704

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3511306

DATE: 12-01-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:12 PM 11/30/2004
FILED 07:03 PM 11/30/2004
SRV 040860704 - 2059181 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

McGraw-Edison Company

INTO

Cooper Industries, Inc

Cooper Industries, Inc, a corporation organized and existing under the laws of the State of Ohio,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 8th day of January, 1919, pursuant to the General Corporation Law of the State of Ohio, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares of the stock of McGraw-Edison Company, a corporation incorporated on the 11th day of April, 1985, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members dated November 29, 2004 as filed with the minutes of the Board, determined to merge into itself said McGraw-Edison Company:

Merger with McGraw-Edison Company.

RESOLVED, that the Merger Agreement providing for the merger of McGraw-Edison Company, a Delaware corporation and wholly-owned subsidiary of the Corporation, with and into the Corporation be and hereby is authorized and approved;

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to execute and deliver on behalf of the Corporation the Merger Agreement, substantially in the form and on the terms and conditions approved in the foregoing resolution, together with such additions, changes or amendments as such officer shall approve, his or her execution and delivery thereof to be conclusive evidence of such approval;

RESOLVED, that the merger shall become effective on November 30, 2004;

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized for and on behalf of the Corporation to prepare, execute and file a Certificate of Ownership and Merger as prescribed by the laws of the State of Delaware;

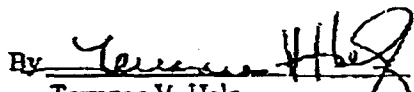
RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized for and on behalf of the Corporation to prepare, execute and file a Certificate of Merger as prescribed by the laws of the State of Ohio; and

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized for and on behalf of the Corporation to execute and deliver any and all other documents and instruments, make any and all filings and to take any and all actions as in their judgment may be necessary, desirable or appropriate (their taking of any such action to be conclusive evidence thereof), in order to carry out the intent and purposes of the foregoing resolutions.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of McGraw-Edison Company as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Cooper Industries, Inc., c/o General Counsel, 600 Travis, Suite 5800, Houston, TX 77002 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Cooper Industries, Inc. at the above address.

IN WITNESS WHEREOF, Cooper Industries, Inc. has caused this Certificate to be signed by Terrance V. Helz, its Associate General Counsel and Secretary this 29th day of November, 2004.

COOPER INDUSTRIES, INC.

By 
Terrance V. Helz
Associate General Counsel and Secretary