

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/28/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zurn Industries, Inc.		03/27/2007	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Zurn Industries, Inc.
Street Address:	1801 Pittsburgh Avenue
City:	Erie
State/Country:	PENNSYLVANIA
Postal Code:	16514
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 62

Property Type	Number	Word Mark
Registration Number:	0786942	POLY-ZYME
Registration Number:	0994544	ECOLOtrol
Registration Number:	1165422	FLUSHTROL
Registration Number:	1465341	AQUAFLUSH
Registration Number:	1565770	AQUA-SILL
Registration Number:	1574708	AQUAPARTS
Registration Number:	1812858	TEMP-GARD
Registration Number:	1838496	FLO THRU
Registration Number:	2844715	FLO THRU
Registration Number:	1849188	AQUASENSE
Registration Number:	1866292	RETROFLUSH
Registration Number:	1867584	AQUA-PANEL
Registration Number:	1869220	RENEW-FLO

CH \$1565.00 0786942

Registration Number:	1893532	SANI-FLO
Registration Number:	1926378	SIERRA
Registration Number:	2022036	DURA-CHANNEL
Registration Number:	2096094	AQUASPEC
Registration Number:	2122269	PERMA-TRENCH
Registration Number:	2128683	F.A.T. CAT
Registration Number:	2245534	PRESSURE-TRU
Registration Number:	2263524	E-Z FLUSH
Registration Number:	2355665	TEMP-GARD
Registration Number:	2446454	INSUL GUARD
Registration Number:	2454255	FUSION LOCK
Registration Number:	2772241	ADD-A-PORT
Serial Number:	78278407	ALUMICOR
Registration Number:	2767858	AQUA-GARD
Registration Number:	2646569	AQUAVANTAGE
Registration Number:	2496274	AQUAVANTAGE AV
Registration Number:	2496277	AV
Registration Number:	2801753	
Registration Number:	2998901	EZ-SET
Registration Number:	2510324	METROFLUSH
Registration Number:	2807061	QICKPAK
Registration Number:	2716419	QICKPORT
Registration Number:	2903610	TOMORROW'S HEATING SOLUTIONS TODAY
Registration Number:	2940375	TOMORROW'S PLUMBING AND HEATING SOLUTIONS TODAY
Registration Number:	2917664	TOMORROW'S PLUMBING SOLUTIONS TODAY
Registration Number:	2903889	TOP-SET
Registration Number:	3146173	ZURN 1
Registration Number:	2613905	SD
Registration Number:	2977112	FLO THRU
Registration Number:	2838471	FLO THRU
Registration Number:	1203353	SANITARY-DASH
Registration Number:	1203354	S-D
Registration Number:	2932957	WILKINS
Registration Number:	3182087	AQUAGREEN

Registration Number:	3225762	AQUATANK
Registration Number:	3212247	
Registration Number:	3145591	CONTROL-FLO
Registration Number:	3231524	ECOVANTAGE
Registration Number:	3235181	FLO-TROL
Registration Number:	2521064	HI-CAP
Registration Number:	3238063	QICKCLAMP
Registration Number:	3111437	SHELFLINE
Serial Number:	78834486	SPEC-COM
Registration Number:	3180147	SPEC-DEC
Serial Number:	78834452	SPEC-SPORT
Serial Number:	78834512	SPEC-TRAN
Serial Number:	78764371	STAB-LOCK
Serial Number:	77068642	THE PINT
Registration Number:	1414835	ACCU-PURGE

CORRESPONDENCE DATA

Fax Number: (414)978-8789
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (414) 277-5789
Email: tm-dept@quarles.com
Correspondent Name: Cheryl M. Smukowski
Address Line 1: 411 East Wisconsin Avenue
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	790063.90009
NAME OF SUBMITTER:	Cheryl M. Smukowski
Signature:	/cms/
Date:	07/18/2007

Total Attachments: 7
source=Zurn Merger#page1.tif
source=Zurn Merger#page2.tif
source=Zurn Merger#page3.tif
source=Zurn Merger#page4.tif
source=Zurn Merger#page5.tif
source=Zurn Merger#page6.tif
source=Zurn Merger#page7.tif

Delaware

PAGE

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:

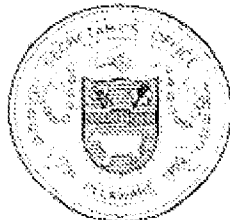
"ZURN INDUSTRIES, INC." A PENNSYLVANIA CORPORATION,
WITH AND INTO "ZURN DELAWARE CORP." UNDER THE NAME OF "ZURN INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MARCH, A.D 2007, AT 4:12 O'CLOCK P.M

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2007, AT 12:01 O'CLOCK A.M

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

4311632 8100M

070367329



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5547839

DATE: 03-28-07

TRADEMARK
REEL: 003582 FRAME: 0263

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
ZURN INDUSTRIES, INC.
INTO
ZURN DELAWARE CORP.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

ZURN INDUSTRIES, INC. (the "Corporation"), a corporation incorporated June 28, 1932 pursuant to the provisions of the Pennsylvania Business Corporation Law, DOES HEREBY CERTIFY that:

FIRST: The Corporation owns all of the issued and outstanding stock of Zurn Delaware Corp., a corporation incorporated on March 5, 2007 pursuant to the provisions of the Delaware General Corporation Law.

SECOND: The Corporation, by resolutions of its Board of Directors and Sole Shareholder duly adopted by unanimous written consent dated March 27, 2007, has, in accordance with the laws of Pennsylvania, authorized and approved the merger of itself with and into Zurn Delaware Corp., which resolutions are in the following words to wit:

"WHEREAS, the Corporation owns all of the issued and outstanding stock of Zurn Delaware Corp., a Delaware corporation (the "Subsidiary"); and

WHEREAS, it is advisable and in the best interests of the Corporation that the Corporation merge with and into the Subsidiary for purposes of changing the Corporation's state of domicile from Pennsylvania to Delaware.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation shall be merged with and into the Subsidiary effective as of 12:01 a.m. on March 28, 2007.

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to execute a Certificate of Ownership and Merger setting forth a copy of these resolutions and the date of their adoption, and to file the same with the Delaware Secretary of State.

FURTHER RESOLVED, that the Plan of Merger, a copy of which is attached hereto as Exhibit A, is hereby approved and adopted.

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed to execute appropriate Articles of Merger and to file the same with the Pennsylvania Department of State.

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to do all acts which they in their discretion shall deem necessary or appropriate to cause the merger described above to become effective under the laws of the States of Delaware and Pennsylvania.

FURTHER RESOLVED, that the Plan of Merger is hereby submitted to and approved by the sole shareholder of the Corporation in compliance with the laws of the State of Pennsylvania.”

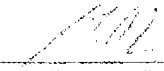
THIRD: The Effective Time of the Merger shall be at 12:01 a.m. on March 28, 2007.

FOURTH: At the Effective Time of the Merger, Paragraph 1 of the Certificate of Incorporation of Zurn Delaware Corp. is hereby amended to read in its entirety as follows:

“1. Name. The name of the Corporation is Zurn Industries, Inc.”

IN WITNESS WHEREOF, Zurn Industries, Inc. has caused this Certificate to be signed
this 27 day of March, 2007.

ZURN INDUSTRIES, INC.

By: 
George C. Moore
Executive Vice President &
Chief Financial Officer

**PLAN OF MERGER
OF
ZURN INDUSTRIES, INC.
INTO
ZURN DELAWARE CORP.**

THIS PLAN OF MERGER ("Plan of Merger") sets forth the terms of the merger of Zurn Industries, Inc., a Pennsylvania corporation ("ZII"), with and into Zurn Delaware Corp., a Delaware corporation ("ZDC"), both of said corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations".

RECITALS:

WHEREAS, it is advisable to merge ZII with and into ZDC on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the laws of the States of Pennsylvania and Delaware;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants, conditions and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ZII shall be merged with and into ZDC (the "Merger"), and the terms and conditions of the Merger, the mode of carrying the same into effect and such other matters as are required or permitted to be set forth in the case of a merger pursuant to the laws of the States of Pennsylvania and Delaware are as follows:

ARTICLE I

Merger; Effective Time

At the Effective Time of the Merger (as hereinafter defined), ZII and ZDC shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the States of Pennsylvania and Delaware, by ZII merging with and into ZDC, which shall be the surviving corporation (the "Surviving Corporation"). The Effective Time of the Merger is hereby designated as 12:01 a.m. on March 28, 2007.

ARTICLE II

Conversion and Exchange of Shares

The manner of converting the shares of each of the Constituent Corporations at the Effective Time of the Merger shall be as follows:

(a) Each share of Common Stock of ZII then issued and outstanding shall, without any action on the part of the holder thereof, be automatically converted into one share of Common Stock of the Surviving Corporation.

OBMKE\6058797.2

(b) Each share of Common Stock of ZDC then issued and outstanding shall be retired and cancelled without consideration.

ARTICLE III

Certificate of Incorporation; Bylaws; Directors and Officers

(a) The Certificate of Incorporation of ZDC, as in effect immediately prior to the Effective Time of the Merger, shall be the Certificate of Incorporation of the Surviving Corporation, except that at the Effective Time of the Merger, Paragraph 1 of the Certificate of Incorporation shall be amended to read in its entirety as follows:

Name. The name of the Corporation is Zurn Industries, Inc.”

(b) The Bylaws of ZDC, as in effect immediately prior to the Effective Time of the Merger, shall be the Bylaws of the Surviving Corporation, until amended in accordance with law.

(c) The duly qualified and acting directors and officers of ZDC immediately prior to the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation, to hold offices as provided in the Bylaws of the Surviving Corporation.

ARTICLE IV

Effect of Merger

The effect of the Merger shall be as provided in Section 259 of the Delaware General Corporation Law and Section 1929 of the Pennsylvania Business Corporation Law.

ARTICLE V

Miscellaneous

(a) The Surviving Corporation shall pay all expenses of carrying this Plan of Merger into effect and accomplishing the Merger.

(b) The Constituent Corporations intend this Plan of Merger to be a Plan of Reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

* * * * *

**ZURN INDUSTRIES, INC.
1801 PITTSBURGH AVENUE
ERIE, PA 16502-1916**

CONSENT TO USE OF NAME

March 27, 2007

TO: Delaware Secretary of State

Zurn Industries, Inc., a Pennsylvania corporation which is qualified to do business in the State of Delaware, hereby consents to the use of the name "Zurn Industries, Inc." by Zurn Delaware Corp., a Delaware corporation which will be the survivor of a merger with this corporation in which Zurn Delaware Corp. will change its name to "Zurn Industries, Inc."

ZURN INDUSTRIES, INC.

By: /s/ Patricia M. Whaley
Name: Patricia M. Whaley
Title: Vice President, General Counsel &
Secretary