

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
USI Companies, Inc.		07/20/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	USI Real Estate Brokerage Services, Inc.
Street Address:	Two Stamford Plaza
Internal Address:	281 Tresser Blvd., 7th Floor
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901
Entity Type:	CORPORATION: CONNECTICUT

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2554657	USI
Registration Number:	2773585	SEQUENTRA
Registration Number:	2773575	SEQUENTRA

CORRESPONDENCE DATA

Fax Number: (312)832-4700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-832-4556
 Email: cstevens@foley.com
 Correspondent Name: Cynthia B. Stevens
 Address Line 1: 321 North Clark Street
 Address Line 4: Chicago, ILLINOIS 60610

ATTORNEY DOCKET NUMBER:	076383-0198
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OP \$90.00 2554657

NAME OF SUBMITTER:	Cynthia B. Stevens
Signature:	/Cynthia B. Stevens/
Date:	10/11/2007
Total Attachments: 5 source=merger documents#page1.tif source=merger documents#page2.tif source=merger documents#page3.tif source=merger documents#page4.tif source=merger documents#page5.tif	

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:

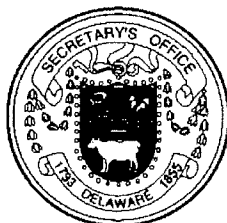
"USI COMPANIES INC.", A DELAWARE CORPORATION,
WITH AND INTO "USI REAL ESTATE BROKERAGE SERVICES INC."
UNDER THE NAME OF "USI REAL ESTATE BROKERAGE SERVICES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CONNECTICUT, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF AUGUST, A.D. 2007, AT 6:22 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2007.

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

4407358 8100M

070921918



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5931111

DATE: 08-16-07

TRADEMARK
REEL: 003637 FRAME: 0905

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
USI COMPANIES INC.
INTO
USI REAL ESTATE BROKERAGE SERVICES INC.

(Parent into subsidiary pursuant to Section 253 of the General Corporation Law of Delaware)

USI Companies Inc, a corporation organized and existing under the laws of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: That it was organized on the 25th day of November, 2002, pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state

SECOND: That it owns 100% of the capital stock of USI Real Estate Brokerage Service Inc., a corporation incorporated on the 20th day of May, 1992, pursuant to the Stock Corporation Act of the State of Connecticut

THIRD: That its Board of Directors by the unanimous written consent of its members on the 20th day of July, 2007 determined to merge the corporation into said USI Real Estate Brokerage Services Inc., and did adopt the following resolutions:

WHEREAS, this Corporation lawfully owns 100% of the outstanding stock of USI Real Estate Brokerage Services Inc., a corporation organized and existing under the laws of Delaware, and

WHEREAS, this Corporation desires to merge itself with and into its subsidiary, USI Real Estate Brokerage Services Inc, a Connecticut corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation, USI Companies Inc, merge itself into USI Real Estate Brokerage Services Inc., which corporation USI Real Estate Brokerage Services Inc assumes all of the obligations of USI Companies Inc:

FURTHER RESOLVED, that this resolution be submitted to the sole shareholder of this corporation, Johnson Controls, Inc, to be adopted by written consent;

FURTHER RESOLVED, that an authorized officer of this corporation be and he or she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said USI Companies Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

FURTHER RESOLVED, that the manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

1. Upon the effective date of the merger, each share of Common Stock, \$0.01 par value, of USI Companies Inc., which shares are the only shares of USI Companies Inc. issued and outstanding, shall be converted into and become by virtue of the Merger and without any action on the part of the holder thereof, into one (1) share of USI Real Estate Brokerage Services Inc. common stock;
2. Upon the effective date of the Merger, each share of USI Real Estate Brokerage Services Inc. stock issued and outstanding held by the USI Companies Inc., shall, by virtue of the Merger and without any action on the part of the holder thereof, be retired and cancelled in consideration of the transfer of USI Companies Inc.'s assets and liabilities to USI Real Estate Brokerage Services Inc. in combination with the Merger.

FURTHER RESOLVED, that the merger shall become effective on September 30, 2007.

FOURTH: That this merger has been approved by Johnson Controls, Inc., the sole shareholder of this corporation, as adopted by written consent;

FIFTH: That USI Real Estate Brokerage Service Inc. survives the merger and agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of USI Companies Inc. 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 rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and it irrevocably appoints 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 c/o Johnson Controls Inc., Attn: General Counsel, 5757 N. Green Bay Road., Milwaukee, WI 53209

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 20th day of July, 2007.



USI COMPANIES INC.

By:


Edwin J. McLaughlin
Chief Executive Officer

USI Real Estate Brokerage Service Inc.
Action of the Board of Directors

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The undersigned, being all of the directors of USI Real Estate Brokerage Service Inc., a Connecticut corporation (the "Company"), do hereby take the following actions and adopt the following resolutions by unanimous written consent pursuant to the Connecticut Business Corporation Act and the Company's By-Laws.

WHEREAS, it is deemed advisable for the general welfare and advantage of the Company to merge into itself its parent company, USI Companies Inc., a Delaware corporation ("USI"), pursuant to the form of the Agreement and Plan of Merger attached hereto (the "Plan"), and the applicable provisions of the laws of the State of Delaware and the laws of the State of Connecticut;

THEREFORE, BE IT

RESOLVED, in accordance with the applicable provisions of the State of Delaware and the State of Connecticut, that the Company shall merge into itself USI, and assumes all of its liabilities and obligations,

FURTHER RESOLVED, that the terms and conditions of the merger hereby agreed upon as set forth in the attached Plan are hereby adopted and approved;

FURTHER RESOLVED, that an authorized officer of this Corporation is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge USI and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that any of the directors, officers or agents of the Company are hereby authorized, directed and empowered to take such actions and do such things as are necessary to merge USI into the Company; including, the execution and delivery of the Plan and any and all related documents and complete necessary filings, as such directors, officers or agents shall deem necessary or appropriate to accomplish the merger of USI into the Company;

FURTHER RESOLVED, that any action which may have already been taken by any directors, officers or agents of the Company, with respect to the foregoing resolutions are hereby ratified and affirmed.

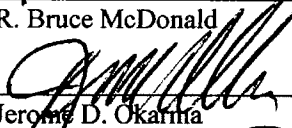
FURTHER RESOLVED, that this unanimous written consent action may be executed in any number of counterparts, each of which when so executed being deemed to be an original, and all of which, in the aggregate, being deemed to constitute one and the same instrument.

FURTHER RESOLVED, that the merger shall become effective on September 30, 2007.

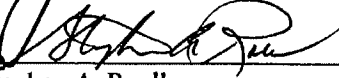
DATED this 20th day of July 2007.



R. Bruce McDonald



Jerome D. Okafina



Stephen A. Roell