

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/29/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Jameco Industries, Inc.		09/29/2005	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Watts Regulator Co.
Street Address:	815 Chestnut Street
City:	North Andover
State/Country:	MASSACHUSETTS
Postal Code:	01845
Entity Type:	CORPORATION: MASSACHUSETTS

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	1622354	"SPECIFICATION"
Registration Number:	2051666	BALL-LOK
Registration Number:	1649394	BALL-LOK
Registration Number:	1659642	BIG BOY!
Registration Number:	1746373	CHAMPION
Registration Number:	1622355	EEZ-ON
Registration Number:	1102613	EMPIRE
Registration Number:	1945091	EZY TOUCH
Registration Number:	0719522	JAMECO
Registration Number:	1621079	KWIK-FIT
Registration Number:	1658663	LOK-SPIN
Registration Number:	1018331	QUICK'N EASY
Registration Number:	1621078	SWEETHEART

CH \$365.00 1622354

Registration Number:	1943576	TWIST 'N CLOSE
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**CORRESPONDENCE DATA**

Fax Number: (617)542-8906  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 617 542 5070  
Email: tmdocbos@fr.com, smolinsky@fr.com  
Correspondent Name: Debra S. Serota  
Address Line 1: P.O. Box 1022  
Address Line 4: Minneapolis, MINNESOTA 55440-1022

ATTORNEY DOCKET NUMBER:	04216-162001
NAME OF SUBMITTER:	Debra S. Serota
Signature:	/debra s. serota/
Date:	02/17/2006

**Total Attachments: 13**  
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W C P H AND D LLP

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CT-07

Certificate of Merger

of

Jameco Industries, Inc.  
(a New York corporation)

into

Watts Regulator Co.  
(a Massachusetts corporation)

Under Section 907 of the Business Corporation Law

It is hereby certified on behalf of the corporation named herein as the surviving corporation as follows:

FIRST: The director/president of the corporations named herein, Jameco Industries, Inc. and Watts Regulator Co., have adopted and approved a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving corporation and is in compliance with said laws.

THIRD: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on September 23, 1948, is Jameco Industries, Inc., formerly known as Jamaica Brass Manufacturing Co., Inc.

FOURTH: The name of the surviving corporation, which was organized under the laws of the Commonwealth of Massachusetts, on December 30, 1936, is Watts Regulator Co.

The Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on August 2, 1994.

FIFTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

DESIGNATION	NUMBER
Common	311,375.25

SIXTH: The surviving corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the subsidiary corporation, for the enforcement of any liability or obligation of the

surviving corporation for which the surviving corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the rights of the holders of those shares of the subsidiary corporation which are not owned by the surviving corporation to receive payment for their shares against the surviving corporation.

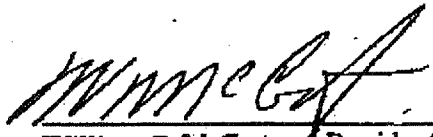
SEVENTH: The surviving corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the holders of those shares of the subsidiary corporation which are not owned by the surviving corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.


EIGHTH: The surviving corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address within the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is: c/o CT Corporation System, 111 Eighth Avenue, New York, NY 10011.

NINTH: Jameco Industries, Inc. hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due have been paid and that an estimated cessation franchise tax report through the anticipated date of the merger has been filed by Jameco Industries, Inc.

The surviving foreign corporation, Watts Regulator Co., hereby agrees that it will within 30 days after the filing of the certificate of merger file the final cessation franchise tax report, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by Jameco Industries, Inc

TENTH: The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date.

  
William C. McCartney, President of  
Watts Regulator Co.

  
William C. McCartney, Director of  
Jameco Industries, Inc.

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CT-07

FILED

2005 SEP 30 PM 4:39

CERTIFICATE OF MERGER

OF

JAMECO INDUSTRIES, INC.

INTO

WATTS REGULATOR CO.

Under Section 907 of the Business Corporation Law

RECEIVED

2005 SEP 30 PM 3:55

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 30 2005

TAXS:    D   

Y:    PAK   

*lee*  
*New York*

Filed by: Wilmer, Cutler, Pickering Hale and Dorr  
60 State Street  
Boston, MA 02109

Cust Ref# 6465218

**DRAWDOWN**

*Paul*

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1213

State of New York }  
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

October 03, 2005



A handwritten signature in black ink, appearing to be "D. H. Co.", is written over the seal area.

Special Deputy Secretary of State

DA 466 (9/05)

**AGREEMENT AND PLAN OF MERGER**

**OF**

**JAMECO INDUSTRIES, INC.**

**INTO**

**WATTS REGULATOR CO.**

This Agreement and Plan of Merger, dated September 29<sup>th</sup>, 2005, is made pursuant to Sections 905 and 907 of Chapter 4 of the New York State Consolidated Laws (the "NYSCL") and Sections 11.02 and 11.05 of Chapter 156D of the Massachusetts General Laws ("Chapter 156D"), between Jameco Industries, Inc., a New York corporation (the "Subsidiary"), and Watts Regulator Co., a Massachusetts corporation (the "Surviving Company").

WHEREAS, the Subsidiary is a corporation duly organized and existing under the laws of the State of New York, the sole shareholder of which is the Surviving Company;

WHEREAS, the Surviving Company is a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts;

WHEREAS, the Subsidiary desires to merge itself into the Surviving Company;

WHEREAS, the Surviving Company desires that the Subsidiary be merged into itself;

WHEREAS, pursuant to Section 11.04(7) of Chapter 156D, approval of this Agreement and Plan of Merger by the shareholders of the Surviving Company is not required and pursuant to Section 905 of the NYSCL, approval of this Agreement and Plan of Merger by the shareholders of the Subsidiary is not required; and

WHEREAS, the Boards of Directors of the Surviving Company and the Subsidiary have adopted resolutions adopting and approving this Agreement and Plan of Merger;

NOW THEREFORE, in consideration of the foregoing premises and the undertakings herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Merger. The Subsidiary shall be merged into the Surviving Company pursuant to Section 907 of the NYSCL and Section 11.05 of Chapter 156D. The Surviving Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the Commonwealth of Massachusetts. The separate corporate existence of the Subsidiary shall cease forthwith upon the Effective Date (as defined below). The merger of the Subsidiary into the Surviving Company shall herein be referred to as the "Merger."

2. Effective Date. The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of the Commonwealth of the Commonwealth of Massachusetts and the filing of the Certificate of Merger with the Secretary of State of New York, which filings shall be made as soon as practicable after the date hereof. The time of effectiveness shall herein be referred to as the "Effective Date." From and after the Effective Date, the separate existence of the Subsidiary shall cease and the Surviving Company shall continue as the surviving corporation in the Merger.

3. Outstanding Shares. The designation and number of outstanding shares of the Subsidiary is 311,375.25 shares of common stock, \$0.01 par value.

4. Share Ownership. As of the date hereof, the Surviving Company is the sole shareholder of the Subsidiary and owns all issued and outstanding shares of beneficial interest of the Subsidiary (the "Shares"). On the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Company the Shares shall be cancelled and retired and shall cease to exist and no consideration shall be issued or exchanged therefore. No change in the ownership of the Surviving Company shall occur as a consequence of the Merger.

5. Succession. On the Effective Date, the Surviving Company shall succeed to all of the rights, privileges, debts, liabilities, powers and property of the Subsidiary in the manner of and as more fully set forth in Section 906 of the NYSCL and Section 11.07 of Chapter 156D. Without limiting the foregoing, upon the Effective Date, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Subsidiary shall be transferred to, vested in and devolved upon the Surviving Company without further act or deed and all property, rights, and every other interest of the Subsidiary and the Surviving Company shall be as effectively the property of the Surviving Company as they were of the Subsidiary and the Surviving Company, respectively. All rights of creditors of the Subsidiary and all liens upon any property of the Subsidiary shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

6. Articles of Organization and By-Laws. The Articles of Organization of the Surviving Company in effect on the Effective Date shall continue to be the Articles of Organization of the Surviving Company until further amended in accordance with the provisions thereof and applicable law. The By-Laws of the Surviving Company in effect on the Effective Date shall continue to be the By-Laws of the Surviving Company until amended in accordance with the provisions thereof and applicable law.

7. Directors and Officers. The members of the Board of Directors and the officers of the Surviving Company on the Effective Date shall continue in office until the expiration of their respective terms of office and until their successors have been elected and qualified.

8. Further Assurances. From time to time, as and when required by the Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of the Subsidiary such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise in the Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Subsidiary, and otherwise to carry out the purposes of this Agreement and Plan of Merger, and any officer or director of the Subsidiary is fully authorized in the name and on behalf of the Subsidiary or otherwise to take any and all such action and to execute and deliver any all such deeds and other instruments.

9. Abandonment. At any time prior to the Effective Date, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned by the Subsidiary or the Surviving Company, notwithstanding adoption and approval of this Agreement and Plan of Merger by the Boards of Directors of the Subsidiary and Surviving Company.

10. Amendment. This Agreement and Plan of Merger may be amended by the Boards of Directors of the Subsidiary and the Surviving Company at any time prior to the Effective Date, provided



that an amendment made subsequent to the adoption and approval of this Agreement and Plan of Merger by the Boards of Directors of the Subsidiary and Surviving Company shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such corporation, (2) alter or change any term of the Articles of Organization of the Surviving Company to be effected by the Merger or (3) alter or change any of the terms and conditions of this Agreement and Plan of Merger if such alteration or change would adversely affect the holders of any class or series of the stock of such corporation.

11. Governing Law. This Agreement and Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts.

12. Counterparts. This Agreement and Plan of Merger may be executed in any number of counterparts, each of which shall be deemed to be an original.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed and attested on its behalf by its officers thereunto duly authorized, as of the date first above written.

**JAMECO INDUSTRIES, INC.**



By: William C. McCartney  
President

**WATTS REGULATOR CO.**



By: William C. McCartney  
President

DF  
PC

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

## Articles of Merger Involving Domestic Corporations, Foreign Corporations or Foreign Other Entities (General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

FORM MUST BE TYPED

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
Watts Regulator Co.	Massachusetts	12/30/36
Ames Holdings, Inc.*	Delaware	8/8/95
Jameco Industries, Inc.*	New York	9/23/48
Rudolph Labranche, Inc.**	New Hampshire	11/16/78 MR

(3) The foreign corporation or other entity  is /  is not\* authorized to conduct business in the Commonwealth.  
\*Ames Holdings, Inc. and Jameco Industries, Inc. are authorized to conduct business in the Commonwealth. \*\*Rudolph Labranche, Inc. is not authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: Watts Regulator Co.

(5) Jurisdiction under the laws of which the surviving entity will be organized: Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: \_\_\_\_\_

(7-8) For each domestic corporation that is a party to the merger:\*\*

(check appropriate box)

The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

\* Check appropriate box  
\*\* Provide this information for each domestic corporation separately

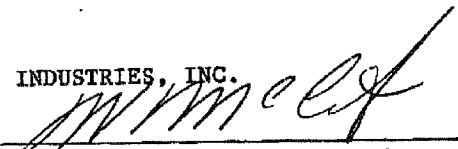
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R.C.

(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.

(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: \_\_\_\_\_  
(number, street, city or town, state, zip code)

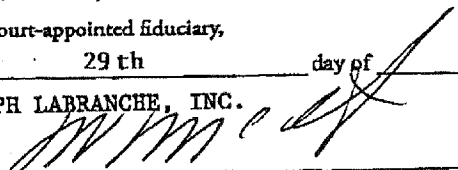
JAMECO INDUSTRIES, INC.

Signed by:   
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 29th day of September, 2005

RUDOLPH LABRANCHE, INC.

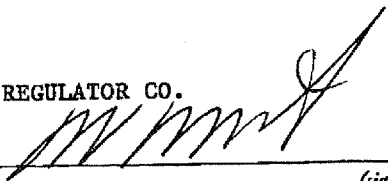
Signed by:   
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 29th day of September, 2005

WATTS REGULATOR CO.

Signed by:



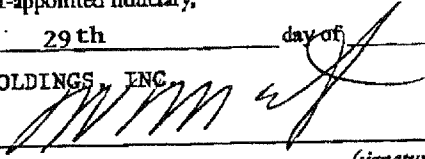
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 29 th day of September, 2005

AMES HOLDINGS, INC.

Signed by:



(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 29 th day of September, 2005

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COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Merger Involving Domestic Corporations,  
Foreign Corporations or Foreign Other Entities  
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

I hereby certify that upon examination of these articles of merger, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$250 having been paid, said articles are deemed to have been filed with me this day of September 20 05 at a.m. 11.00

29th

Effective date: \_\_\_\_\_  
(must be within 90 days of date submitted)

*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

Filing fee: Minimum \$250

*AM*  
Examiner  
*MA*  
Name approval

*C1*

*OK*  
#A.R.  
*W.P.*

TO BE FILLED IN BY CORPORATION  
Contact Information:

Brenda L. Meyette  
c/o Wilmer Cutler Pickering Hale and Dorr LLP  
60 State Street, Boston, MA 02109  
Telephone: 617-526-5718  
Email: 617-526-5000

SECRETARY OF STATE  
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CORPORATIONS DIVISION

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/cor](http://www.sec.state.ma.us/cor). If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.