

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2006

CONVEYING PARTY DATA

Name	Execution Date
Itron Electricity Metering, Inc.	12/20/2005

RECEIVING PARTY DATA

Name:	Itron, Inc.
Street Address:	2111 N. Molter Road
City:	Liberty Lake
State/Country:	WASHINGTON
Postal Code:	99019

PROPERTY NUMBERS Total: 3

Property Type	Number
Application Number:	10303673
Application Number:	11542757
Patent Number:	7196673

CORRESPONDENCE DATA

Fax Number: (864)233-7342
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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 Correspondent Name: DORITY & MANNING, P.A.
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ATTORNEY DOCKET NUMBER:	OCO-47, -CON AND -CON2
NAME OF SUBMITTER:	Richard M. Moose

Total Attachments: 4

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**PATENT
 REEL: 022071 FRAME: 0205**

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STATE OF WASHINGTON

ARTICLES OF MERGER

ITRON, INC.
and
ITRON ELECTRICITY METERING, INC.

Pursuant to RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging Itron Electricity Metering, Inc., a Delaware corporation (the "*Subsidiary*"), into Itron, Inc., a Washington corporation (the "*Parent Corporation*").

1. The Agreement and Plan of Merger adopted by the Board of the Parent Corporation is attached hereto as Exhibit A.
2. Shareholder approval was not required of either corporation pursuant to RCW 23B.11.040(1).
3. Following the filing of these Articles with the Washington Secretary of State and the equivalent document with the Delaware Secretary of State, the merger shall be effective as of January 1, 2006.

Dated: December 20, 2005

ITRON, INC.


By 
Steven M. Helmbrecht, Senior Vice
President and Chief Financial Officer

Exhibit A
(Agreement and Plan of Merger)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT and PLAN OF MERGER ("*Plan of Merger*") is made as of December 20, 2005, between Itron Electricity Metering, Inc., a Delaware corporation ("*IEM*") and Itron, Inc., a Washington corporation ("*Itron*" or "*Parent*"). IEM and Itron are sometimes collectively referred to in this Plan of Merger as the "*Constituent Corporations*."

RECITALS

- A. IEM is a corporation organized and existing under the laws of the State of Delaware.
- B. Itron is a corporation organized and existing under the laws of the State of Washington, qualified to do business in the state of Delaware, and is the sole stockholder of IEM.
- C. Itron and IEM deem it advisable and in the best interests of the Constituent Corporations, respectively, and their respective shareholders, that IEM be merged with and into its Parent (the "*Merger*"), as authorized by the laws of the States of Washington and Delaware, pursuant to the terms and conditions hereinafter set forth.

AGREEMENT

In consideration of the foregoing recitals and of the covenants and agreements hereinafter set forth and for the purpose of prescribing the terms and conditions of the Merger, the parties agree as follows:

1. Merger; Effectiveness

IEM shall be merged into Itron (hereinafter sometimes called the "*Surviving Corporation*"), pursuant to the applicable provisions of the Washington Business Corporation Act and the Delaware General Corporation Law in accordance with the terms and conditions of this Plan of Merger.

Upon the execution by the Surviving Corporation of Articles of Merger incorporating this Plan of Merger, and the filing of such Articles of Merger (or equivalent document) with the Secretary of State of the States of Washington and Delaware, the Merger shall become effective, as stated in the merger documents filed, on January 1, 2006 (the "*Effective Time of the Merger*").

2. Articles of Incorporation

The Articles of Incorporation of Itron, at the Effective Time of the Merger, shall be the Articles of Incorporation of the Surviving Corporation.

3. Bylaws

The Bylaws of Itron, at the Effective Time of the Merger, shall be the Bylaws of the Surviving Corporation.

4. Directors and Officers

The directors and officers of Itron in office at the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation and shall hold such offices in accordance with

and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately after the Effective Time of the Merger.

5. Conversion of Shares

At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holders of any shares of stock of IEM or Itron, all issued and outstanding shares of capital stock of IEM, all of which are owned by Itron, the Parent, shall be cancelled, and no consideration shall be delivered in exchange therefor.

6. Rights, Duties, Powers, Liabilities, Etc.

At the Effective Time of the Merger, the separate existence of IEM shall cease, and IEM shall be merged in accordance with the provisions of this Plan with and into Itron, the Surviving Corporation, which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of each of the Constituent Corporations; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested by deed or otherwise in either of the Constituent Corporations, shall be vested in the Surviving Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding.

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed by their respective officers thereunto duly authorized, as of the date first written above.

ITRON, INC.

By St M Helmbrecht
Steven M. Helmbrecht, Senior Vice President and
Chief Financial Officer

ITRON ELECTRICITY METERING, INC.

By St M Helmbrecht
Steven M. Helmbrecht, Vice President and
Treasurer