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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Wonderwear Corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution date: March 28, 2002

2. Name and address of receiving party(ies):

Name: Invensys Systems Inc.

Internal Address: (formerly known as The Foxboro Company)

Street Address: 33 Commercial Street

City: Foxboro State: MA Zip: 02035

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached: Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
Additional number(s) attached

B. Trademark Registration No.(s) 1675711
 Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Alida Stanley

Internal Address: Weil, Gotshal & Manges, LLP

Street Address: 767 5th Avenue

City: New York State: NY Zip: 10153

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Phyllis Eremitaggio
Name of Person Signing

Phyllis Eremitaggio
Signature

April 1, 2004
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

APR-02-2002 13:50

FOXBORO CO

508 549 6677 P.03/06

FEDERAL IDENTIFICATION NO. 04-1339430 Fee: \$250.00

The Commonwealth of Massachusetts

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

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

Examiner

We, John H. Spencer, President / Vice President,

and Edward A. McIntyre, Clerk / Assistant Clerk,

of Invensys Systems, Inc. (Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation, certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

Table with 3 columns: NAME, STATE OF ORGANIZATION, DATE OF ORGANIZATION. Row 1: Wonderware Corporation, Delaware, May 14, 1993

RECEIVED APR - 1 PM 3:53 CORPORATIONS DIVISION

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SECRETARY OF THE COMMONWEALTH CORPORATIONS DIVISION

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

P.C.

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FOXBORO CO

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4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

RESOLVED, that the Board of Directors and sole stockholder of the Corporation hereby authorize and approve the merger of Wonderware Corporation with and into the Corporation upon substantially the terms and conditions set forth in the Plan and Agreement of Merger presented with this Consent and, in connection therewith, the President, any Vice President and the Secretary of the Corporation are hereby authorized, empowered and directed to execute and deliver a copy of the Plan and Agreement of Merger in substantially the form presented with this Consent, with such changes, additions and omissions thereto as the officer signing same shall approve; and be it further

RESOLVED, that in order to give effect to the merger contemplated by the Plan and Agreement of Merger, the President, any Vice President and the Secretary of the Corporation are hereby authorized, empowered to execute and file on behalf of the Corporation a Certificate of Merger with the Secretary of State of Delaware and Articles of Merger with the Secretary of State of Massachusetts.

Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than thirty days after the date of filing.

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (e), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 27th day of March, 2002.

[Signature] _____, ~~President~~ / Vice President.

[Signature] _____, Clerk / ~~Assistant Clerk~~.

*Delete the unapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

TRADEMARKS
Wonderwear Corporation to Invensys Systems Inc.

Trade Mark	Registration Number/Application Number	Filing Date	Registration Date
PRISM	1675711/73-813397	07 July 89	18 February 92