

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/17/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Water Soft Inc.		05/17/2007	CORPORATION: RHODE ISLAND

RECEIVING PARTY DATA

Name:	Water Soft LLC
Street Address:	1400 Division Road
City:	West Warwick
State/Country:	RHODE ISLAND
Postal Code:	02893
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1319229	PROVECTR

CORRESPONDENCE DATA

Fax Number: (203)975-7180
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 203-353-6834
 Email: clondon@eapdlaw.com
 Correspondent Name: Edwards Angell Palmer & Dodge LLP
 Address Line 1: 301 Tresser Boulevard
 Address Line 2: Paralegal Christina London
 Address Line 4: Stamford, CONNECTICUT 06901

ATTORNEY DOCKET NUMBER:	42568.0030 AMTROL
NAME OF SUBMITTER:	Christina London

CH \$40.00 1319229

Signature:	/christina london/
Date:	06/12/2007
Total Attachments: 8 source=SCN_20070612105922_001#page1.tif source=SCN_20070612105922_001#page2.tif source=SCN_20070612105922_001#page3.tif source=SCN_20070612105922_001#page4.tif source=SCN_20070612105922_001#page5.tif source=SCN_20070612105922_001#page6.tif source=SCN_20070612105922_001#page7.tif source=SCN_20070612105922_001#page8.tif	



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

**CERTIFICATE OF MERGER OR CONSOLIDATION
INTO**

Water Soft LLC

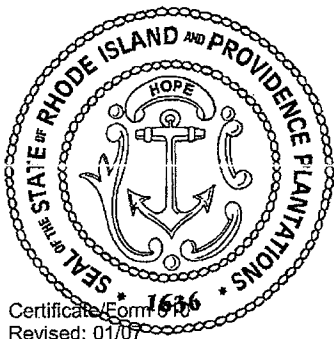
I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that Articles of Merger of **Water Soft Inc.** a domestic corporation, and **Water Soft LLC**, foreign entity not qualified in the state of Rhode Island, duly executed in accordance with the applicable provisions of the General Laws of Rhode Island, 1956, as amended, has been filed in this office on this day, with an effective date of May 17, 2007.

WITNESS my hand and the seal of the State of Rhode Island and Providence Plantations on this 17th day of May, 2007.

A. Ralph Mollis

Secretary of State

By *Cathryn J. Morse*



Certificate Form 500
Revised: 01/07



**TRADEMARK
REEL: 003559 FRAME: 0250**

COPY

Filing Fee: See Instructions

ID Number: 46027



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO
Water Soft LLC

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Water Soft Inc. (business corporation, Rhode Island) and Water Soft LLC (limited liability company, Delaware).

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Water Soft LLC which is to be governed by the laws of the state of Delaware

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: n/a

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: 1400 Division Road, West Warwick, RI 02893

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing upon filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED

MAY 17 2007

By [Signature] 026138

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Water Soft Inc. (a Rhode Island corporation)

Print Entity Name

By: Joseph L. DePaula Joseph L. DePaula Chief Financial Officer
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Water Soft LLC (a Delaware limited liability company)

Print Entity Name

By: Joseph L. DePaula AMTROL, INC., Its Sole Member Joseph L. DePaula
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") dated as of the 17th day of May, 2007 between Water Soft LLC, a Delaware limited liability company (hereinafter referred to as the "Surviving Company") and Water Soft Inc., a Rhode Island corporation (hereinafter referred to as the "Merged Corporation") (the Merged Corporation and the Surviving Company are hereinafter collectively referred to as the "Constituent Entities").

W I T N E S S E T H:

WHEREAS, the Surviving Company is duly organized and existing under the laws of the State of Delaware; and

WHEREAS, Amtrol Inc. (sometimes referred to hereinafter as the "Member") holds one hundred percent (100%) of the Surviving Company's membership interests; and

WHEREAS, the Merged Corporation is duly organized and existing under the laws of the State of Rhode Island; and

WHEREAS, the Merged Corporation has authorized capital stock consisting of eight thousand (8,000) shares of Common Stock, \$1.00 par value, of which one thousand (1,000) shares have been duly issued and are now outstanding; and

WHEREAS, the Member (sometimes referred to hereinafter as the "Merged Corporation's Shareholder") owns all of the issued and outstanding shares of the Corporation; and

WHEREAS, the board of directors of the Merged Corporation and Member of the Surviving Company deem it advisable and in the best interests of the respective Constituent Entities and their respective shareholder and member that the Merged Corporation be merged with and into the Surviving Company under and pursuant to Section 7-16-59(2) of the General Laws of Rhode Island, 1956, as amended, and Section 18-209 of the Delaware Limited Liability Company Act, in a transaction that is treated, for federal income tax purposes only, as a tax-free liquidation of the Merged Corporation into the Member of the Surviving Company under Internal Revenue Code Section 332(a).

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Entities agree as follows:

1. Merger. The Merged Corporation shall merge with and into the Surviving Company, which shall be the surviving company, in a transaction that is treated, for federal income tax purposes only, as a tax-free liquidation of the Merged Corporation into the Member of the Surviving Company under Internal Revenue Code Section 332(a).

2. Terms and Conditions. On the Effective Date (as defined below) of the merger, the separate existence of the Merged Corporation shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, licenses and franchises, and all the property, real, personal and mixed, of the Merged Corporation, without the necessity for any separate transfers. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation, and neither the rights of creditors nor any liens on the property of the Merged Corporation shall be impaired by the merger.

3. Conversion of Shares and Membership Interests. The manner and basis of converting the shares of the Merged Corporation into membership interests of the Surviving Company are as follows:

(a) Each share of the Common Stock of the Merged Corporation issued and outstanding on the Effective Date of the merger shall be canceled, and no payment shall be made to the holder thereof with respect thereto.

(b) All of the membership interests of the Surviving Company outstanding on the Effective Date of the merger shall remain outstanding.

4. Certificate of Formation. The Certificate of Formation of the Surviving Company, as in effect on the Effective Date of the merger, shall continue to be the Certificate of Formation of said Surviving Company following the Effective Date of the merger, until further amended and changed pursuant to the provisions of the Delaware Limited Liability Company Act.

5. Purposes of Surviving Company. The purposes set forth in the Certificate of Formation of the Surviving Company, as in effect on the Effective Date of the merger, shall continue in full force and effect as the purposes of the Surviving Company following the Effective Date of the merger.

6. Limited Liability Company Agreement of Surviving Company. The Limited Liability Company Agreement of the Surviving Company, as in effect on the Effective Date of the merger, shall continue to be its Limited Liability Company Agreement following the Effective Date of the merger.

7. Officers. The officers of the Surviving Company on the Effective Date of the merger shall continue as the officers of the Surviving Company following the merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

8. Approvals. This Agreement requires the approval of the board of directors and the Merged Corporation's Shareholder of the Merged Corporation in accordance with the provisions of Section 7-1.2-1002 of the General Laws of Rhode Island, 1956, as amended, and the approval of the Member of the Surviving Company in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act, which approvals have been obtained.

9. Effective Date of the Merger.

(a) This Agreement and the merger shall become effective upon the filing of the Articles of Merger with the Rhode Island Secretary of State and upon the filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Date").

(b) The identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Company shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporation shall be continued in and merged into the Surviving Company and the Surviving Company shall be fully vested therewith.

10. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Delaware and, insofar as applicable, by the merger provisions of the Rhode Island Business Corporation Act.

11. Counterparts, Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received counterparts hereof signed by all of the other parties hereto.

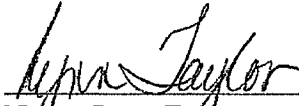
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IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by the respective directors, Merged Corporation's Shareholder and Member of the Constituent Entities, has caused this Agreement to be executed by its duly authorized officers.

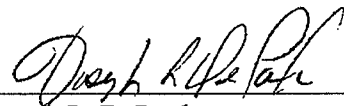
ATTEST:

WATER SOFT LLC
(a Delaware limited liability company)

By: AMTROL INC.,
Its Sole Member




Name: Lynn Taylor
Title: Secretary

By: 

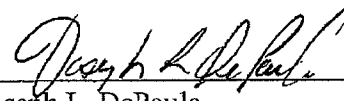
Name: Joseph L. DePaula
Title: Chief Financial Officer

ATTEST:

WATER SOFT INC.
(a Rhode Island corporation)



Name: Lynn Taylor
Title: Secretary

By: 

Name: Joseph L. DePaula
Title: Chief Financial Officer



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Revenue
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

May 15, 2007

TO WHOM IT MAY CONCERN:

Re **WATER SOFT, INC.**

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

MERGER-CORPPORATION IS NON-SURVIVOR

Very truly yours,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Acting Chief Revenue Agent
Corporations