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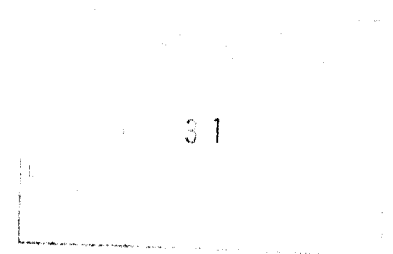
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HEET

TO: Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231



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

1. Name of conveying part(ies):

CCIP LLC

Street Address: **86 Benson Road**

City: **Middlebury** State: **CT** ZIP: **06762-1004**

- Individual(s)
- General Partnership
- Corporation-State **Limited Liability Corporation - Delaware**
- Association
- Limited Partnership
- _____ Other

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

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

Name: **Precision Industrial Components LLC**

Internal Address:

Street Address: **86 Benson Road**

City: **Middlebury** State: **CT** ZIP: **06762-1004**

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

If assignee is not domesticated in the United States, a domestic representative designation
is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached? Yes No

09/02/1998 JMWDRZZ 00000130 1502002

01 FC:481
02 FC:482

40.00 0P
50.00 0P

3. Nature of conveyance:

- Assignment
 Security Agreement
 Merger
 Change of Name
 Other

Execution Date: April 30, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **1,502,802; 1,557,601; and 1,717,459.**

Additional numbers attached? Yes No

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

Name: Frank J. Thompson, Esq.

Internal Address: _____

Street Address: 111 Prospect Street

City: Stamford State: CT ZIP: 06901

Telephone: (203) 348-9987

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$90.00

Enclosed

Authorized to be changed to deposit account

8. Deposit account number: _____

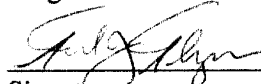
(Attach duplicate copy of this page if paying by deposit account)

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.

Frank J. Thompson
Name of Person Signing


Signature

August 28, 1998
Date

Total number of pages comprising cover sheet 2

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CCIP LLC", CHANGING ITS NAME FROM "CCIP LLC" TO "PRECISION INDUSTRIAL COMPONENTS LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 9:01 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2875187 8100

981166708

AUTHENTICATION: 9062419

DATE: 05-05-98

REEL: 1777 FRAME: 0955

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF**

CCIP LLC

(Pursuant to Section 18-208 of the Delaware Limited Liability Company Act)


The undersigned, an authorized person, for the purpose of amending and restating the Certificate of Formation of CCIP LLC, a Delaware limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby amends and restates the Certificate of Formation of CCIP LLC, as filed with the Department of the State of Delaware on March 24, 1998, to read as follows:

FIRST: The name of the limited liability company (hereinafter called the "Limited Liability Company") is **PRECISION INDUSTRIAL COMPONENTS LLC**.

SECOND: The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805.

Executed on April 30, 1998.

CCIP LLC


Name: John P. Queenan
Title: Vice President and Chief Financial Officer
Authorized Person

DPT1/54413.3/NADH/218487.1

No. 0365 P. 2/2

MAY 5 1998 9:31AM CSC