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FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

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

1999 APR 12 AM 10:11

OPR/FINANCE

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

2. Name and address of receiving party(ies)

Name: Enerfab, Inc.

Internal Address:

Street Address: 4955 Spring Grove Avenue

City: Cincinnati State: OH ZIP: 45232

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

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State of Ohio, Other

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

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

3. Nature of conveyance:

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

Execution Date: September 21, 1995

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,117,974 382,799

Additional numbers attached? Yes No

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

Name: John D. Poffenberger

Internal Address: WOOD, HERRON & EVANS 2700 Carew Tower

Street Address: 441 Vine Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

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

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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.

John D. Poffenberger Name of Person Signing

Signature

April 8, 1999 Date

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

3

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

TRADEMARK REEL: 1883 FRAME: 0690

EXHIBIT A

AGREEMENT OF MERGER**BETWEEN**

ENERFAB, INC.
(An Ohio Corporation)

AND

ENERFAB CORPORATION
(An Ohio Corporation)

This Agreement of Merger made and entered into on the 21st day of September, 1995, by and between ENERFAB, INC. an Ohio Corporation (hereinafter "Enerfab 1"), and ENERFAB CORPORATION, an Ohio Corporation (hereinafter "Enerfab 2") (Enerfab 1 and Enerfab 2 collectively being the "Constituent Corporations").

WITNESSETH:

WHEREAS, Enerfab 1 is a corporation organized and existing under the laws of the State of Ohio, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Ohio on August 21, 1985, and

WHEREAS, Enerfab 2 is a corporation organized and existing under the laws of the State of Ohio, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Ohio on November 7, 1901, and

WHEREAS, the aggregate number of shares of common stock which Enerfab 1 has authority to issue is 750, of which 100 shares have been fully issued and are now outstanding and are all owned by Bishopric, Inc., an Ohio corporation; and

WHEREAS, the aggregate number of shares of common stock which Enerfab 2 has authority to issue is 100, of which 10 shares have been fully issued and are now outstanding and are all owned by Enerfab 1; and

WHEREAS, the Board of Directors and shareholders of each of the Constituent Corporations deems it advisable that Enerfab 2 be merged into Enerfab 1, on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Ohio, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Enerfab 1 and Enerfab 2, by their respective Boards of Directors and shareholders, have agreed and do hereby agree, each with the other, as follows:

ARTICLE I

Enerfab 2 and Enerfab 1 shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Ohio, and Enerfab 1 shall be the Surviving Corporation.

TRADEMARK**REEL: 1883 FRAME: 0691**

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Ohio (the "Effective Date"), the two Constituent Corporations shall be a single corporation, which shall be Enerfab, Inc. as the Surviving Corporation, and the separate existence of Enerfab 1 and Enerfab 2 shall cease except to the extent provided by the laws of the State of Ohio in the case of a corporation after its merger into another corporation.

ARTICLE III

The Articles of Incorporation of Enerfab, Inc. as in effect on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation.

The Regulations of Enerfab, Inc. as in effect on the Effective Date shall remain the Regulations of the Surviving Corporation.

ARTICLE IV

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

- a) All of the shares of Common Stock of Enerfab, Inc. which are issued and outstanding on the date the merger becomes effective shall remain issued and outstanding as shares of the Surviving Corporation.
- b) All of the shares of common stock of Enerfab 2 which are issued and outstanding as of the Effective Date shall be cancelled and no shares of Enerfab 1 shall be issued in exchange therefor.

IN WITNESS WHEREOF, Enerfab 1 and Enerfab 2, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and shareholders have caused this Agreement of Merger to be executed by the President and attested by the Secretary of each party hereto.

ENERFAB, INC.
(an Ohio corporation)

Terry R. Hester
Terry R. Hester, Secretary

Wendell R. Bell
Wendell R. Bell, President

ENERFAB CORPORATION
(an Ohio corporation)

Terry R. Hester
Terry R. Hester, Secretary

Wendell R. Bell
Wendell R. Bell, President