

05-15-2000

FORM PTO-1594
1-31-92

4/27/00



101356923

R SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commission

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Delavan Inc
811 Fourth Street
West Des Moines, IA 50265

- Individual(s)
- General Partnership
- Corporation: Iowa
- Other

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

3. Nature of conveyance:

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

Execution Date:

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

Coltec Industries Inc
3 Coliseum Centre
2550 West Tyvola Road
Charlotte, NC 28717

- Individual(s) citizenship: _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - Pennsylvania _____

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)

B. Trademark Registration No.(s)

704,944; 723,593; 1,052,304; 1,065,670; 1,100,006;
1,184,648; 1,253,590; 1,272,744; 1,276,170; 1,301,207;
1,351,698; 1,454,865; 1,834,652; 1,975,827

Additional numbers attached? Yes No

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

Name: Jamie J. Fitzgerald, Esq.
Internal Address: Cummings & Lockwood
Street Address: 700 State Street
Post Office Box 1960
City: New Haven State: Connecticut Zip: 06509-1960

6. Total number of applications and registrations involved: [14]

7. Total fee (37 CFR 3.41): \$365.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-1158
(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.

Signature

Jamie J. Fitzgerald

April 18 2000

05/11/2000 JSHBAZZ 00000333 704944

Total number of pages comprising cover sheet: [1]

01 FC:481 40.00 DP
02 FC:482 325.00 DP

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

APRIL 05, 2000

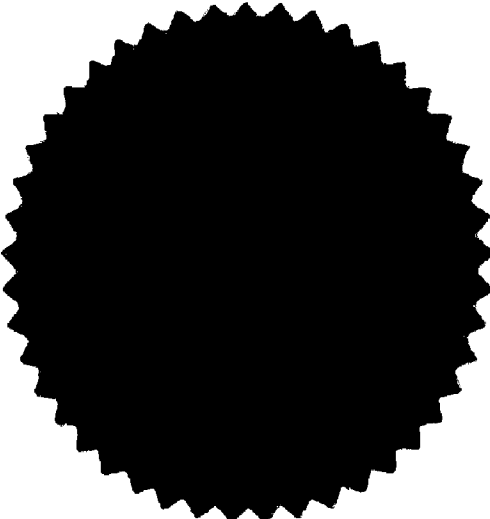
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

COLTEC INDUSTRIES INC

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.



Kim Pizzangallo

Secretary of the Commonwealth

DPOS

TRADEMARK
REEL: 002070 FRAME: 0502

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

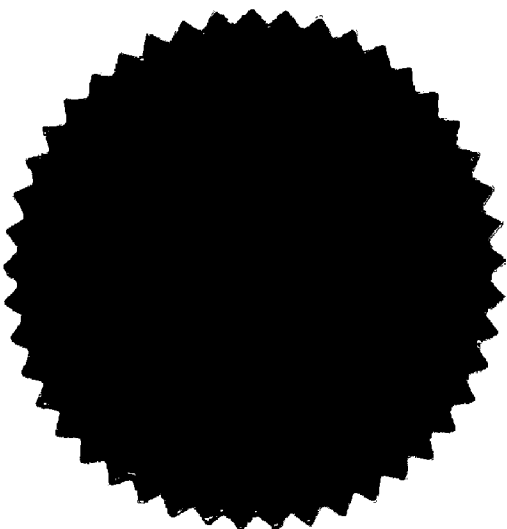
APRIL 05, 2000

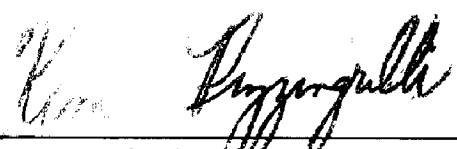
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

COLTEC INDUSTRIES INC

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment restating the Articles of Incorporation in their entirety and all subsequent Amendments which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.





Secretary of the Commonwealth

JSDW

TRADEMARK
REEL: 002070 FRAME: 0503

Microfilm Number _____

Filed with the Department of State on NOV 26 1991

Entity Number 629585

T. Brenda K. Whitehead
Acting Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev. 89)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

The name of the corporation is: Coltec Industries Inc

The (a) address of this corporation's current registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

c/o CT Corporation System, Oliver Bldg, Mellon Square, Pittsburgh, PA 15222 Allegheny
Number and Street City State Zip County

Name of Commercial Registered Office Provider _____

County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The statute by or under which it was incorporated is: Act of the General Assembly approved May 5, 1933
(P.L. 364) as amended

The original date of its incorporation is: March 12, 1976

(Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____

(Check one of the following):

The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914 (c).

(Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation as set forth in full in Exhibit A, attached hereto and made a part hereof.

DSCB:15-1915 (Rev 89)-2

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 25th day of November, 1991.

Coltec Industries Inc
(Name of Corporation)

BY:

Donald E. O'Keefe
(Signature)

Donald E. O'Keefe

TITLE: Assistant Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COLTEC INDUSTRIES INC

ARTICLE FIRST

The name of the corporation (herein called the "Corporation") is:

Coltec Industries Inc

ARTICLE SECOND

The location and post office address of its registered office in this Commonwealth is c/o CT Corporation System, Oliver Building, Mellon Square, Pittsburgh, Pennsylvania 15222.

ARTICLE THIRD

The Corporation is organized under the provisions of the Pennsylvania Business Corporation Law of 1988 (the "BCL") for the following purposes, which shall be construed independently of each other:

- (a) To carry on in all its branches a general manufacturing business in ferrous, non-ferrous and alloyed metals and any other materials;
- (b) To buy, sell, lease, mine, manufacture, produce, extract, manage, operate, hold and deal in and with real and personal property of every kind and description;
- (c) To engage in merchantile manufacturing, processing, research, development, trading and service businesses of any kind and character; and
- (d) To invest in, and to aid by loans, by making guarantees and in any other manner, any business enterprises affiliated with this Corporation, or in which this Corporation has any direct or indirect interest or with which this Corporation does business, or the business of which is a direct or indirect benefit to this Corporation.

The Corporation shall also have as its purpose the engaging in all lawful business for which the Corporation may be incorporated.

The term for which the Corporation is to exist is perpetual.

ARTICLE FOURTH

The aggregate number of shares which the Corporation shall have authority to issue 102,500,000 of which 2,500,000 shares shall be Preferred Stock, par value \$.01 per share, issuable in one or more series, and 100,000,000 shares shall be Common Stock, par value \$.01 per share.

The Board of Directors shall have the full authority permitted by law to fix by resolution full, limited, multiple or fractional, or no voting rights, and such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights, and other special or relative rights of any class or any series of any class that may be desired.

ARTICLE FIFTH

The shareholders of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

ARTICLE SIXTH

Any action required or permitted to be taken at any annual or special meeting of shareholders may be taken only upon the vote of the shareholders at an annual or special meeting duly noticed and called, as provided in the By-laws of the Corporation, and may not be taken by a written consent of the shareholders.

Special meetings of the shareholders of the Corporation for any purpose or purposes may be called at any time by the the Chairman of the Board of Directors or by a majority of the members of the Board of Directors. Special meetings of shareholders of the Corporation may not be called by any other Person or Persons.

ARTICLE SEVENTH

(A) Director Liability

A director shall not, as such, be personally liable for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his office under Subchapter 17B of the BCL, as the same may be amended from time to time, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section (A) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or Federal law.

(B) Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation or otherwise, by reason of the fact that he was a director, officer or employee of the Corporation (and may indemnify any person who was an agent of the Corporation), or a person serving at the request of the Corporation as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by law, including without limitation indemnification against expenses (including attorneys' fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding, unless the act or failure to act giving rise to the claim for indemnification is finally determined by a court to have constituted willful misconduct or recklessness.

The Corporation shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a civil or criminal action, suit or proceeding on behalf of any person entitled to indemnification under the paragraph appearing immediately prior hereto in advance of the final disposition of such

proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation, and may pay such expenses in advance on behalf of any agent on receipt of a similar undertaking. The financial ability of such person to make such repayment shall not be a prerequisite to the making of an advance.

For purposes of this Section (B) (i) the Corporation shall be deemed to have requested an officer, director, employee or agent to serve as fiduciary with respect to an employee benefit plan where the performance by such person of duties to the Corporation also imposes duties on, or otherwise involves services by, such person as a fiduciary with respect to the plan, (ii) excise taxes assessed with respect to any transaction with an employee benefit plan shall be deemed "fines" and (iii) action taken or omitted by such person with respect to an employee benefit plan in the performance of duties of a purpose reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Corporation.

To further effect, satisfy or secure the indemnification obligation provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate.

All rights of indemnification under this Section (B) shall be deemed a contract between the Corporation and the person entitled to indemnification under this Section (B) pursuant to which the Corporation and each such person intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

The indemnification, as authorized by this Section (B), shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section (B) shall continue as to a person who has ceased to be an officer, director, employee or agent in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE EIGHTH

Subchapter 25E and Subchapters 25G through 25J of the BCL shall not be applicable to the Corporation.

Subchapter 25F and all other provisions of the BCL which have not been rendered inapplicable to the Corporation by the first paragraph of this Article Eighth shall be applicable to the Corporation.

ARTICLE NINTH

These Amended and Restated Articles of Incorporation may be amended in any manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

NOV 19 1993

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 629585

[Signature]
Secretary of the Commonwealth

STATEMENT OF CHANGE OF REGISTERED OFFICE BY AGENT

DSCB:18-108 (Rev 80)

In compliance with the requirements of 15 Pa.C.S. § 108 (relating to change in location or status of registered office provided by agent), the undersigned person who maintains the registered office of an association and who desires to change the following with respect to such agency hereby states that:

1. The name of the association represented by the undersigned person is: _____
COLTEC INDUSTRIES INC.

2. The address of the present registered office in this Commonwealth of the above-named association is:
c/o C T Corporation System, Oliver Bldg., Mellon Square, Pittsburgh, Pa. 15222 Allegheny
Number and Street City State Zip County

3. (If the registered office address is to be changed, complete the following):
The registered office in this Commonwealth of the above-named association shall be provided by:
c/o C T Corporation System, Allegheny County
as a commercial registered office provider

4. The name of the person in care of the foregoing office is: N/A
The person named immediately above this paragraph has been designated in fact as the agent in care of the registered office in the Commonwealth of Pennsylvania of the association named in paragraph 1 of this statement.

5. (Check one or more of the following, as appropriate):
 This statement reflects a change in the name of the agent.
 The change in registered office set forth in this statement reflects the removal of the place of business of the agent to a new location.
 The status of the agent as the provider of the registered office of the above-named association has been terminated.

IN TESTIMONY WHEREOF, the undersigned person has caused this Statement of Change of Registered Office by Agent to be signed this 15th day of November, 19 93.

C T CORPORATION SYSTEM
BY: [Signature]
Kenneth J. Uva
TITLE: Vice-President

PA Dept of State

NOV 19 93

9194-405

DSCB:15-1926 (Rev 90)-3

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 27th day of December, 1997.

Coltec Industries Inc

(Name of Corporation)

BY: [Signature]

(Signature)

TITLE: Executive Vice President, General Counsel and Secretary

Delavan Inc

(Name of Corporation)

BY: [Signature]

(Signature)

TITLE: Vice President and Secretary

(PA. - 1424)

9793- 406

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER is with respect to Coltec Industries Inc, a Pennsylvania corporation (the "Corporation"), and Delavan Inc, an Iowa corporation (the "Subsidiary"). All outstanding shares of each class of stock of the Subsidiary are owned by the Corporation.

1. TERMS AND CONDITIONS OF MERGER.

1.1 The Merger. Subject to the terms and conditions contained herein, at the Effective Time (as defined below), the Subsidiary shall merge with and into the Corporation, with the Corporation being the surviving corporation (the "Surviving Corporation") in such merger (the "Merger") and the separate existence of the Subsidiary shall cease. As of the Effective Time and as a result of the Merger, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of the Subsidiary, and all property (real, personal and mixed) and other assets (tangible and intangible) belonging to the Subsidiary shall be vested in the Surviving Corporation, and all such property, assets, rights, privileges, powers and franchises shall thereafter belong to the Surviving Corporation, and the title to any real estate vested by deed or otherwise in the Subsidiary shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon any property of the Subsidiary shall be preserved unimpaired, and all debts, liabilities and duties of the Subsidiary shall, following the Merger, attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

1.2 Consummation of the Merger. The Corporation shall cause Articles of Merger to be filed with the Secretary of State of Iowa in such form as required by, and executed in accordance with, the relevant provisions of the Iowa Business Corporation Act and shall cause Articles of Merger to be filed with the Secretary of the Commonwealth of Pennsylvania in such form as required by, and executed in accordance with, the relevant provisions of the Iowa Business Corporation Act. The merger shall become effective as of 11:55 p.m., Eastern Standard Time, December 31, 1997 (the "Effective Time").

1.3 Articles of Incorporation. The Articles of Incorporation of the Corporation, as in effect at the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until amended or repealed in accordance with the terms thereof and applicable law.

1.4 Bylaws. The Bylaws of the Corporation, as in effect at the Effective Time, shall be the Bylaws of the Surviving Corporation until amended or repealed in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and applicable law.

1.5 Directors. The directors of the Corporation, as of the Effective Time, shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified in the manner provided in the Bylaws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

9793- 407

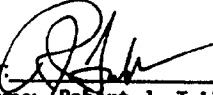
1.6 Officers. The officers of the Corporation, as of the Effective Time, shall be the officers of the Surviving Corporation until their successors are duly elected and qualified in the manner provided in the Bylaws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

2. CANCELLATION OF SHARES

2.1 Cancellation of Shares. As of the Effective Time, by virtue of the Merger and without any further action by the holder thereof, each issued and outstanding share of capital stock of the Subsidiary shall be canceled and all rights and privileges relating thereto shall terminate.

IN WITNESS WHEREOF, the undersigned has executed this Plan of Merger effective as of the 22 day of December, 1997.

COLTEC INDUSTRIES INC

By: 
Name: Robert J. Tubbs
Title: Executive Vice President, General
Counsel and Secretary

9793-403

Microfilm Number _____
Entity Number 629585

Filed with the Department of State on DEC 24 1997
[Signature]
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Coltec Industries Inc

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County
(b) c/o: C T Corporation System Philadelphia
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County
(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____

Number and Street City State Zip County

PA - 1424 - 11/1/97
97 DEC 24 PM 2: 52
PA DEPT. OF STATE

7793-404

- 3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>Delaware Inc</u>	<u>not qualified</u>	

- 4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on 12/31/97 at 11:55 p.m. Eastern Standard Time

Date Hour

- 5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>Coltec Industries Inc</u>	<u>Adopted by action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. §1924(b)(3)</u>

- 6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

- 7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to exclusion of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip
-------------------	------	-------	-----

OWNED BY DELAVAN INC
USED BY DELAVAN COMMERCIAL PRODUCTS DIVISION

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
COLOR JET	1,454,865	09/01/87
COLOR JET	1,351,698	07/30/85
COLOR-BRATE	1,276,170	05/01/84
COLOR-BRATE	1,301,207	10/23/84
DEL-O-FLO	1,184,648	01/05/82
DELA-FIT	1,272,744	04/03/84
DELAVAN	1,052,304	11/09/96
DELAVAN	1,065,670	05/17/97
DELAVAN PROTEK	1,975,827	05/28/96
DURA-JET	1,834,652	05/03/94
RAINDROP*	1,292,321	08/28/84
RAINDROP*	1,012,800	06/10/95
SDX	1,253,590	10/11/83
SONAC	704,944	09/27/80
SONAC	723,593	11/07/81
SWIRL-AIR	1,100,006	08/22/78

<u>Mark</u>	<u>App. No.</u>	<u>Appl. Date</u>
DIAL-A-RATE*	75/560,402	09/28/98
RAINDROP ULTRA*	75/464,560	04/08/98

*Will be assigned to Coltec Industries Inc after the Statement of Use is filed for DIAL-A-RATE and RAINDROP ULTRA