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U.S. Department of Commerce
Patent and Trademark Office
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

- Corporation Association

Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

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01 FC:481
02 FC:482

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

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

B. Joseph Schaeff

May 8, 2000

Name of Person Signing

Signature

Date Signed

**STATE OF DELAWARE
AGREEMENT OF MERGER
BETWEEN
FLOWSERVE MANAGEMENT COMPANY,
A DELAWARE BUSINESS TRUST
AND
BW/IP INTERNATIONAL IP, INC.,
A CALIFORNIA CORPORATION**

This Agreement of Merger made and entered into on the 18th day of December, 1997, by and between FLOWSERVE MANAGEMENT COMPANY (the "Surviving Entity"), a Delaware business trust, and BW/IP INTERNATIONAL IP, INC. (the "Acquired Corporation"), a California corporation.

WITNESSETH:

WHEREAS, the Surviving Entity is a business trust organized and existing under the laws of the State of Delaware, its Certificate of Trust having been filed in the Office of the Secretary of State of the State of Delaware on December 17, 1997; and

WHEREAS, the Acquired Corporation is a corporation organized and existing under the laws of the State of California; and

WHEREAS, the aggregate number of shares which the Acquired Corporation has authority to issue is 100,000 shares, of which one share is issued and outstanding; and

WHEREAS, the Managing Trustee and the Board of Directors of both of the constituent entities deems it advisable that the Acquired Corporation be merged into the Surviving Entity on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and California respectively, which permit such merger,

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Surviving Entity and the Acquired Corporation, by their respective Managing Trustee and Board of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Surviving Entity and the Acquired Corporation shall be merged into a single Delaware business trust, in accordance with applicable provisions of the laws of the State of Delaware and of the State of California, by the Acquired Corporation merging into the Surviving Entity, which shall be the surviving business trust.

ARTICLE II

Upon the merger becoming effective on December 31, 1997 (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER"):

1. The two Constituent entities shall be a single Delaware business trust, as the Surviving Entity, and the separate existence of the Acquired Corporation shall cease except to the extent provided by the laws of the State of California in the case of a corporation after its merger into another entity.
2. The effect of the merger is as otherwise provided in the applicable laws of the State of Delaware and of the State of California.

ARTICLE III

The Certificate of Trust of the Surviving Entity shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

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

1. The outstanding shares of the Acquired Corporation shall be canceled and no shares of the Surviving Entity shall be issued in exchange therefor.
2. The outstanding shares of the Surviving Entity shall remain outstanding and are not affected by the merger.
3. No additional shares shall be issued or converted in connection with this Agreement of Merger.

ARTICLE V

The Acquired Corporation shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

IN WITNESS WHEREOF, the Surviving Entity and the Acquired Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Managing Trustee and Board of Directors have caused this Agreement of Merger to be executed by an authorized officer of each party thereto.

FLOWSERVE MANAGEMENT COMPANY

By: 

John M. Nanos
Vice President and Secretary

BW/IP INTERNATIONAL IP, INC.

By: 

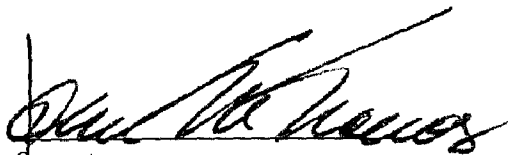
John M. Nanos
Vice President

Certificate of Secretary

The undersigned, John M. Nanos, hereby certifies that he is the duly elected and acting Secretary of Flowserve Management Company, a business trust organized and existing under the laws of the State of Delaware.

The undersigned further certifies that attached hereto is a true and complete copy of the Agreement of Merger between Flowserve Management Company and BW/IP International IP, Inc.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name as Secretary of Flowserve Management Company this 17th day of April 1998.


Secretary
Flowserve Management Company