

09-17-2001

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REGISTRATION FORM COVER SHEET  
TRADEMARKS ONLY

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

**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/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)   
City

State/County

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

09/14/2001 DIAZI 00000075 799726

FOR OFFICE USE ONLY

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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

**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)

Address (line 4)

**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:

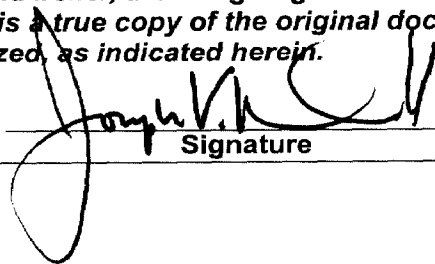
Yes  No

**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 deposition account are authorized, as indicated herein.

Joseph V. Norvell

Name of Person Signing



Signature

9/7/01

Date Signed

*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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ALICEVILLE CASTING COMPANY, INC." A ALABAMA CORPORATION,

"MARLIN VALVE, INC." A TEXAS CORPORATION,

"SOUTHWESTERN FOUNDRY COMPANY" A TEXAS CORPORATION,

"ST. CLAIR MANUFACTURING COMPANY, INC." A ALABAMA CORPORATION,

WITH AND INTO "STOCKHAM VALVES & FITTINGS, INC." UNDER THE NAME OF "STOCKHAM VALVES & FITTINGS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A. D. 1991, AT 12 O'CLOCK P. M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8715076

DATE: 10-22-97

TRADEMARK

REEL: 002367 FRAME: 0611

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 12/31/1991  
721365056 - 342105

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**ALICEVILLE CASTING COMPANY, INC.**  
(an Alabama corporation),

**ST. CLAIR MANUFACTURING COMPANY, INC.**  
(an Alabama corporation),

**MARLIN VALVE, INC.**  
(a Texas corporation),

**AND**

**SOUTHWESTERN FOUNDRY COMPANY**  
(a Texas corporation)

**INTO**

**STOCKHAM VALVES & FITTINGS, INC.**  
(a Delaware corporation)

In accordance with the provisions of Sections 103 and 253 of the General Corporation Law of the State of Delaware, the undersigned officers of Stockham Valves & Fittings, Inc., a Delaware corporation, do hereby certify as follows:

**FIRST:** Stockham Valves & Fittings, Inc. is a Delaware corporation.

**SECOND:** Stockham Valves & Fittings, Inc., a Delaware corporation, was incorporated on the 20th day of June, 1935 pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** Stockham Valves & Fittings, Inc., a Delaware corporation, owns beneficially and of record all of the issued and outstanding capital stock of Aliceville Casting Company, Inc., an Alabama corporation.

**FOURTH:** Stockham Valves & Fittings, Inc., a Delaware corporation, owns beneficially and of record all of the issued and outstanding

capital stock of St. Clair Manufacturing Company, Inc., an Alabama corporation.

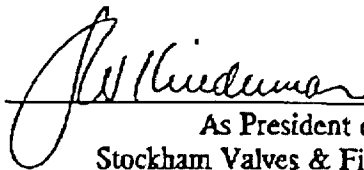
FIFTH: Stockham Valves & Fittings, Inc., a Delaware corporation, owns beneficially and of record all of the issued and outstanding capital stock of Marlin Valve, Inc., a Texas corporation.

SIXTH: Stockham Valves & Fittings, Inc., a Delaware corporation, owns beneficially and of record all of the issued and outstanding capital stock of Southwestern Foundry Company, a Texas corporation.

SEVENTH: Attached hereto as Exhibit A is a true, correct and complete copy of the resolutions adopted by the board of directors of Stockham Valves & Fittings, Inc., a Delaware corporation, at a meeting of said board held on November 11, 1991, authorizing and approving the merger of Aliceville Casting Company, Inc., an Alabama corporation, Accu-Cast, Inc., a Tennessee corporation, St. Clair Manufacturing Company, Inc., an Alabama corporation, Marlin Valve, Inc., a Texas corporation, and Southwestern Foundry Company, a Texas corporation, into Stockham Valves & Fittings, Inc., a Delaware corporation.

EIGHTH: The foregoing merger shall become effective as of the close of business on December 31, 1991.

IN WITNESS WHEREOF, the undersigned officers have hereunto set their hands in the capacities designated beneath their signatures, and have caused this certificate to be dated as of the 31st day of December, 1991.

  
As President of  
Stockham Valves & Fittings, Inc.

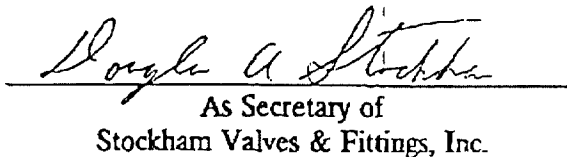
  
As Secretary of  
Stockham Valves & Fittings, Inc.

EXHIBIT A

RESOLUTIONS ADOPTED  
AT A REGULAR MEETING  
OF  
THE DIRECTORS  
OF  
STOCKHAM VALVES & FITTINGS, INC.  
HELD ON NOVEMBER 11, 1991

WHEREAS, the board of directors of Stockham Valves & Fittings, Inc., a Delaware corporation (herein called the "Corporation"), has determined that it may be in the best interests of the Corporation to merge with certain of the Corporation's wholly-owned subsidiaries, namely, Accu-Cast, Inc., a Tennessee corporation, Marlin Valve, Inc., a Texas corporation, St. Clair Manufacturing Company, Inc., an Alabama corporation, Aliceville Casting Company, Inc., an Alabama corporation, and Southwestern Foundry Company, a Texas corporation, and the board of directors has instructed its officers and counsel for the Corporation to review the assets, liabilities and operations of such subsidiaries in order to determine whether any liabilities or other matters involving one or more of such subsidiaries might render a merger of such subsidiary or subsidiaries into Stockham inadvisable; and

WHEREAS, the aforementioned review is ongoing and as of the date of this meeting of the board of directors of the Corporation no information has been obtained which would indicate that such a merger would not be advisable, but due to the comprehensive nature of such review, the review has not been completed prior to this meeting of the board of directors; and

WHEREAS, in the event that the aforesaid review of the various subsidiaries does not result in a finding by the President of the Corporation of facts unknown to the board of directors at this time that would cause the merger of one or more of such subsidiaries into Stockham to be inadvisable, the said board has determined that it will be in the best interests of the Corporation to consummate said merger before the end of the 1991 calendar year; and

WHEREAS, in light of the foregoing, the board of directors of the Corporation desires to move forward with the documentation of the aforesaid merger, and desires to authorize and approve said merger, subject to the satisfactory completion of the ongoing due diligence review of the various subsidiaries;

NOW THEREFORE, BE IT RESOLVED, by the board of directors (herein called the "Board") of Stockham Valves & Fittings, Inc., a Delaware corporation (herein called the "Corporation"), that, subject to the completion, to the satisfaction of the President of the Corporation, of the ongoing review of the assets, liabilities and operations of Accu-Cast, Inc., a Tennessee corporation (herein called "Accu-Cast"), Marlin Valve, Inc., a Texas corporation (herein called "Marlin"), St. Clair Manufacturing Company,

MARK 14014

Inc., an Alabama corporation (herein called "St. Clair"), Aliceville Casting Company, Inc., an Alabama corporation (herein called "Aliceville"), and Southwestern Foundry Company, a Texas corporation (herein called "Southwestern"), the Board does hereby authorize and approve the merger of each of Accu-Cast, Marlin, St. Clair, Aliceville and Southwestern, each of which is a wholly-owned subsidiary of the Corporation, with and into the Corporation, such transaction or transactions being herein collectively called the "Merger";

RESOLVED FURTHER, that the Board does hereby authorize and direct the President of the Corporation to supervise the ongoing review of the assets, liabilities and operations of Accu-Cast, Marlin, St. Clair, Aliceville and Southwestern and, based on the results of such review, to determine and confirm, in his sole judgment and discretion, whether the Merger should be consummated with respect to any one or more of such subsidiaries, such determination to be evidenced by his execution, on behalf of the Corporation, of the certificates and other documents described in these resolutions;

RESOLVED FURTHER, in connection with the Merger, that the Board hereby adopts, in accordance with the provisions of Sections 252 and 253 of the Business Corporation Law of Delaware, the Plan of Merger (herein called "the Plan of Merger") among Accu-Cast, Marlin, St. Clair, Aliceville, Southwestern and the Corporation, substantially in the form of the preliminary draft prepared by counsel, a copy of which has been presented to the Board, with such changes therein (which may include, without limitation, the deletion of one or more of the foregoing subsidiaries from such Plan of Merger) as the President of the Corporation, in his sole judgment and discretion after consultation with counsel for the Corporation, shall deem necessary or appropriate, the exercise of which judgment and discretion shall be conclusively evidenced by his execution thereof on behalf of the Corporation as authorized below; that the Plan of Merger shall constitute a Plan of Reorganization under the provisions of Sections 361 and 368(a)(1)(A) of the Internal Revenue Code of 1986, and under the corporation and tax laws of such states as may be applicable; and that, upon the completion of the review of the assets, liabilities and operations of Accu-Cast, Marlin, St. Clair, Aliceville and Southwestern to the satisfaction of the President of the Corporation, the President and the Secretary or any Assistant Secretary of the Corporation be, and they each hereby are, authorized and directed to execute, attest, and deliver the Plan of Merger, substantially in the form presented to the Board, but with such changes therein as the President, in consultation with counsel for the Corporation, deems necessary or appropriate, for and in the name and behalf of the Corporation;

RESOLVED FURTHER, that, upon the completion of the review of the assets, liabilities and operations of Accu-Cast, Marlin, St. Clair, Aliceville and Southwestern to the satisfaction of the President of the Corporation, in his sole judgment and discretion, the President and the Secretary or any Assistant Secretary of the Corporation be, and they hereby are, authorized and directed to execute, deliver, and file such documents and certificates as they deem necessary or appropriate to effect said merger and the transactions contemplated by the Plan of Merger; and

RESOLVED FURTHER, that the President or any Vice President of the Corporation, and the Secretary or any Assistant Secretary of the Corporation be, and they each hereby are, authorized and directed to certify, on behalf of the Corporation, that the Corporation, as the owner of all of the outstanding capital stock of Accu-Cast, Marlin, St. Clair, Aliceville and Southwestern, waives notice of the approval of the Merger by the respective boards of directors of Accu-Cast, Marlin, St. Clair, Aliceville and Southwestern and waives any mailing to the Corporation of any plan of merger with respect to the Merger which, absent such waiver, would be required under any applicable state law; and

RESOLVED FURTHER, that, at the direction of the President of the Corporation, the officers of the Corporation be, and they hereby are, authorized and directed to execute, attest, deliver and file with appropriate governmental entities any and all certificates, license and permit applications and other documents and to effect the transfer to the Corporation of any and all permits, licenses and authorizations held by any of the aforementioned subsidiaries, as such officers deem necessary or appropriate to vest in the Corporation record ownership of the assets of such subsidiaries and all licenses, permits and other authorizations held by such subsidiaries prior to the Merger, including, without limitation, the execution and filing of certificates and other documents required in order to qualify the Corporation to transact business as a foreign corporation in any and all states in which any of the aforementioned subsidiaries of the Corporation currently engage in business or are required to be so qualified; and

RESOLVED FURTHER, that, at the direction of the President of the Corporation, the officers of the Corporation be, and they hereby are, authorized to do any and all other or further things, and to execute any and all other or further documents, all on behalf of the Corporation, as they, in their sole discretion, may deem necessary or desirable to effectuate the purposes of the foregoing resolutions.

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