

10-09-2001

SHEET
NLY

Docket No.:

2002-415



Tab settings

To the Honorable Commissioner of Patents and Trademarks
101867191

of the attached original documents or copy thereof.

1. Name of conveying party(ies):

Albany International Corp.

10-231

- Individual(s)
- General Partnership
- Corporation-State New York
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: August 28, 1987

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

Name: Albany International Corp.

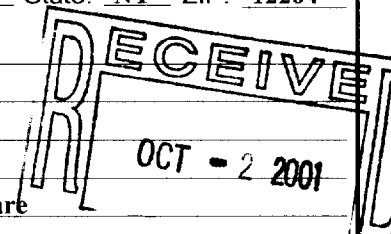
Internal Address: P.O. Box 1907

Street Address: 1373 Broadway

City: Albany State: NY ZIP: 12204

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N



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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1143126

Additional numbers Yes No

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

Name: Neal S. Greenfield

Internal Address: Pitney, Hardin, Kipp & Szuch, LLP

Street Address: 711 Third Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1145

DO NOT USE THIS SPACE

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01 FC-481 40.00 GP

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.

Neal S. Greenfield

Name of Person Signing

Neal S. Greenfield

Signature

9/28/01

Date

Total number of pages including cover sheet, attachments, and

13 TRADEMARK

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"ALBANY INTERNATIONAL CORP.", A NEW YORK CORPORATION,
WITH AND INTO "ALBINT INC." UNDER THE NAME OF "ALBANY INTERNATIONAL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 1987, AT 11 O'CLOCK A.M.

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010314597



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1218795

DATE: 06-29-01

TRADEMARK
REEL: 002379 FRAME: 0178

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FILED
11 AM
JUL 27 1987

PLAN AND AGREEMENT OF MERGER

of

ALBANY INTERNATIONAL CORP.

into

ALBINT INC.

John H. White
VICE PRESIDENT

Pursuant to Sections 907
of the Business Corporation Law
of the State of New York and
Section 252 of the General
Corporation Law of the State
of Delaware

THIS PLAN AND AGREEMENT OF MERGER ("Plan and Agreement"), made as of the 27th day of August, 1987, pursuant to Section 907 of the Business Corporation Law of the State of New York and Section 252 of the General Corporation Law of the State of Delaware, between Albany International Corp., a New York Corporation ("AI"), and ALBINT Inc., a Delaware corporation ("ALBINT").

WHEREAS, AI was incorporated by the filing of a certificate of incorporation by the Department of State of the State of New York on March 11, 1895, under the name Albany Felt Company, which was changed, on July 30, 1969, to the current name of AI;

WHEREAS, the authorized capital stock of AI consists of 100,000,000 shares of Class A Common Stock, par value one-tenth of one cent (\$.001) per share ("Old Class A Common Stock"), of which no shares are issued or outstanding, 1,197,120 shares are issuable upon exercise of currently exercisable stock options, and 228,480 shares are issuable on exercise of stock options not currently exercisable; 25,000,000 shares of Class B Common Stock, par value one-tenth of one cent (\$.001) per share ("Old Class B Stock"), of which 20,695,568 shares are issued and outstanding (none of which are held in treasury) and no shares are subject to stock options; and 2,000,000 shares of Preferred Stock, par value \$5.00 per share, of which no shares are issued or outstanding or subject to stock options;

WHEREAS, ALBINT was incorporated by the filing of a certificate of incorporation with the Secretary of State of the State of Delaware on July 24, 1987 and currently has its registered office in Delaware in the City of Dover, County of Kent;

WHEREAS, the authorized capital stock of ALBINT consists of 100,000,000 shares of Class A Common Stock, par value one-tenth of one cent (\$.001) per share ("New Class A Common Stock"), of which no shares are issued or outstanding or subject to stock options; 25,000,000 shares of Class B Common Stock, par value one-tenth of one cent (\$.001) per share ("New Class B Common Stock"), of which one hundred shares are issued and outstanding (all of which are held by AI) and none are subject to stock options; and 2,000,000 shares of Preferred Stock, par value \$5.00 per share, of which no shares are issued or outstanding or subject to stock options;

WHEREAS, Section 907 of the New York Business Corporation Law and Section 252 of the Delaware General Corporation Law permit the merger of AI and ALBINT (sometimes referred to herein as "the constituent corporations") into a single corporation;

WHEREAS, this Plan and Agreement and the merger ("the Merger") contemplated herein have been approved (a) on July 29, 1987, by the Board of Directors of AI by unanimous written consent in lieu of a meeting, pursuant to Section 708 of the New York Business Corporation Law, (b) on August 27, 1987, by two-thirds of the outstanding stock of AI entitled to vote thereon at a meeting duly called and

held after due notice for the purpose of the Merger, (c) on July 29, 1987, by the Board of Directors of ALBINT by unanimous written consent in lieu of a meeting, pursuant to Section 141(f) of the Delaware General Corporation Law, and (d) on July 30, 1987, by the sole stockholder of ALBINT by written consent in lieu of a meeting, pursuant to Section 228 of the Delaware Corporation Law;

NOW, THEREFORE, in consideration of the premises and other valuable consideration receipt of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

Merger

1.1 The Merger. At the Effective Time (as defined in Section 1.2), AI shall be merged with and into ALBINT, and ALBINT shall be the surviving corporation ("the Surviving Corporation").

1.2 Effective Time. The Merger shall become effective as of the first time ("the Effective Time") when both of the following conditions are satisfied: (a) this Plan and Agreement shall have been filed with the Secretary of State of the State of Delaware in accordance with the Delaware General Corporation Law and (b) the Certificate of Merger contemplated by Section 2.2 hereof shall have been filed by the Secretary of State of the State of New York

in accordance with the New York Business Corporation Law.

1.3 Effect on Stock. At the Effective Time:

(a) by virtue of the Merger and without any action on the part of the optionee, each share of Old Class A Common Stock issuable on exercise of an outstanding stock option shall be converted into one share of New Class A Common Stock;

(b) by virtue of the Merger and without any action on the part of the holder thereof, each outstanding share of Old Class B Common Stock shall no longer be outstanding and shall be cancelled and cease to exist and shall thereupon be converted into one fully-paid and non-assessable share of New Class B Common Stock; and

(c) by virtue of the Merger and without any action on the part of AI, each outstanding share of New Class B Common Stock (constituting one hundred shares, all of which are held by AI) shall be retired and shall revert to the status of authorized but unissued shares of the Surviving Corporation.

1.4 Effect on Certificate of Incorporation and By-Laws.

(a) The Certificate of Incorporation of ALBINT shall be the Certificate of Incorporation of the Surviving Corporation (until hereafter duly amended) except that

Article 1 of such Certificate of Incorporation is hereby amended, effective as of the Effective Time, to read in its entirety as follows: "The name of the corporation (hereinafter "the Corporation") is Albany International Corp."

(b) The By-laws of ALBINT shall be the By-laws of the Surviving Corporation (until hereafter duly amended).

1.5 Effect on Board of Directors and Officers.

(a) The directors of ALBINT shall be the directors of the Surviving Corporation until their successors have been duly chosen.

(b) The officers of ALBINT shall be the officers of the Surviving Corporation, until their successors have been duly chosen.

1.6 Effect of Merger. At the Effective Time, all the rights, privileges, immunities, powers and purposes and all the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the constituent corporations shall vest in the Surviving Corporation, without further act or deed. The Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the constituent corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either of the constituent corporations, or

any shareholder, officer or director thereof, shall be released or impaired by the Merger. No action or proceeding, whether civil or criminal, then pending by or against either of the constituent corporations, or any shareholder, officer or director thereof, shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled or compromised as if the Merger had not occurred.

1.7 Certificates.

(a) From and after the Effective Time, each certificate representing shares of Old Class B Common Stock outstanding immediately prior to the Effective Time shall be deemed to represent an equal number of shares of New Class B Common Stock.

(b) After the Effective Time, upon the surrender to the Surviving Corporation or to the Surviving Corporation's transfer agent by the registered holder thereof of any stock certificate representing shares of Old Class B Common Stock converted in the Merger to shares of New Class B Common Stock ("Old Certificate"), the Surviving Corporation or such transfer agent shall deliver to such holder a new certificate representing an equal number of shares of New Class B Common Stock.

ARTICLE II

Governmental Filings

2.1 Plan and Agreement of Merger. As soon as practicable after the execution and delivery hereof, AI shall cause this Plan and Agreement to be duly filed and recorded with the office of the Secretary of State of the State of Delaware and with the office of the Recorder of Kent County, Delaware.

2.2 Certificate of Merger. As soon as practicable after the execution and delivery of this Plan and Agreement, AI and ALBINT shall cause to be executed and duly filed by the Department of State of the State of New York a Certificate of Merger complying with the provisions of Section 907 of the New York Business Corporation Law. AI shall also promptly file a copy of such Certificate of Merger in the office of the clerk of each county in the State of New York in which each office of AI is located and in the office of the official who is the recording officer of each county in the State of New York in which real property of AI is located.

ARTICLE III

Amendment; Termination

3.1 Amendment. This Plan and Agreement may be amended at any time prior to the Effective Time by the

mutual consent of the Boards of Directors of AI and ALBINT, whether before or after approval of this Plan and Agreement by the shareholders of AI, but after such approval no amendment shall be made which (1) alters or changes the number of shares of New Class A Common Stock or New Class B Common Stock which result upon conversion in the Merger of shares of Old Class A Common Stock or Old Class B Common Stock, as the case may be, (2) alters or changes any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alters or changes any of the terms and conditions of this Plan and Agreement if such alteration or change would adversely affect any of the holders of Old Class B Common Stock. This Plan and Agreement may not be amended except by an instrument in writing signed on behalf of the parties hereto.

3.2 Termination. This Plan and Agreement may be terminated and the Merger abandoned by mutual consent of AI and ALBINT at any time prior to the Effective Time notwithstanding approval thereof by the shareholders of AI.

ARTICLE IV

Miscellaneous

4.1 Headings. The headings of the Sections and Articles of this Plan and Agreement are inserted for convenience only and shall not constitute a part hereof.

4.2 Entire Agreement. This Plan and Agreement contains the entire understanding of the parties hereto in respect of the subject matter contained herein. There are no restrictions, promises, warranties or undertakings relating to the subject matter hereof other than those expressly set forth herein. This Plan and Agreement supersedes any prior agreements and understandings between the parties with respect to the subject matter hereof.

4.3 Governing Law. This Plan and Agreement shall be construed and interpreted according to the law of the State of Delaware.

IN WITNESS WHEREOF, the parties have duly executed this Plan and Agreement as of the date first above written.

ALBANY INTERNATIONAL CORP.

By J. Spencer Standish
J. Spencer Standish
Chairman of the Board

Attest: Charles B. Buchanan
Charles B. Buchanan
Secretary

ALBINT INC.

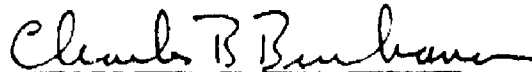
By Michael C. Nahl
Michael C. Nahl
Senior Vice President

Attest: Charles B. Buchanan
Charles B. Buchanan
Secretary

SECRETARY'S CERTIFICATE

The undersigned, Charles B. Buchanan, the duly elected and acting Secretary of ALBINT INC., a Delaware corporation and one of the constituent corporations referred to in the foregoing Plan and Agreement of Merger ("ALBINT"), hereby certifies on behalf of ALBINT that the foregoing Plan and Agreement of Merger has been adopted and approved on July 30, 1987 pursuant to a written consent executed by the sole holder of all of the issued and outstanding shares of capital stock of ALBINT, in accordance with, and pursuant to, the provisions of Section 252 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned hereby certifies to the foregoing.



Charles B. Buchanan
Secretary of ALBINT INC.