

03-19-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Kaydon Acquisition Corp. V (successor by merger to Kaydon Acquisition VII, Inc.)

2. Name and address of receiving party(ies) Name: Hampton Hydraulics, LLC Internal Address: National Bank of Commerce Bldg. Street Address: 1927 First Avenue North City: Birmingham State: AL Zip: 35202

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

3. Nature of conveyance: XX Assignment Merger Security Agreement Change of Name Other

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

Execution Date: December 31, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 957,195 959,191

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Hardwick C. Walthall Internal Address: Street Address: 1901 6th Avenue North Suite 2400 City: Birmingham State: AL Zip: 35203

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$65 Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Hardwick C. Walthall Signature Date 2-25-02

Total number of pages including cover sheet, attachments, and document: 6

03/18/2002 6TOM11 00000110 957195

01 FC:481 40.00 DP 02 FC:482 25.00 DP

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

TRADEMARK REEL: 002463 FRAME: 0396

TRADEMARK ASSIGNMENT

This Trademark Assignment is entered into this 31st day of December, 2001 by and between Kaydon Acquisition Corp. V, a Delaware corporation, as successor corporation by merger to Kaydon Acquisition VII, Inc. ("ASSIGNOR") and Hampton Hydraulics, LLC, a Delaware limited liability company ("ASSIGNEE"), and its successors, assigns and legal representatives.

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby sells, assigns and transfers to ASSIGNEE the entire right, title and interest in and to and any and all rights and privileges provided under the laws of the United States, the individual states thereof and jurisdictions foreign thereto regarding the trademarks and the trademark registrations listed in the attached Schedule A, the goodwill of the business symbolized by the trademarks, and any and all renewals thereof, together with the right to bring suit and collect for past infringements thereof, the same to be held and enjoyed by ASSIGNEE as fully and entirely as the same could have been held and enjoyed by ASSIGNOR if this assignment and sale had not been made.

IN WITNESS WHEREOF, ASSIGNOR has executed this Trademark Assignment, intending to be legally bound.

ASSIGNOR

KAYDON ACQUISITION CORP. V

By: *John F. Brocci*
John F. Brocci, Secretary and Treasurer

STATE OF MICHIGAN)
) SS
COUNTY OF WASHTENAW)

The foregoing instrument was acknowledged before me this 31st day of Dec, 2001, by John F. Brocci, an authorized officer of Kaydon Acquisition Corp. V, a Delaware corporation.

Rebecca A. Orffice
Notary Public, _____ County, MI
My commissioner expires: _____

REBECCA A. ORFFICE
NOTARY PUBLIC, WASHTENAW COUNTY, MI
My Commission Expires: 12/31/2002

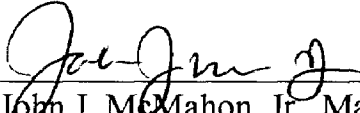
Accepted:

ASSIGNEE

HAMPTON HYDRAULICS, LLC

By: Ligon Industries, LLC

Its: Sole Member

By: 
John J. McMahon, Jr., Manager

Dated: Dec. 31, 2001

Schedule A

Trademarks

U.S. Trademark Registration No. 957,195 for VICTOR FLUID POWER

U.S. Trademark Registration No. 959,191 for VFP

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/19/2001
010134525 - 2353598

TO 130 S-16648872/DK/DYKEMA GOSSETT/1/1/ V
E // SECRETARY OF STATE // O
A DIVISION OF CORPORATIONS // I
M FILED // 03/19/2001 // 9:00 AM // D
P // 010134525 // 2353598 //
BY April Wright

**STATE OF DELAWARE
DELAWARE INTO DELAWARE
AGREEMENT OF MERGER**

Now on this 16th day of MARCH, 2001 the KAYDON ACQUISITION VII, INC. and KAYDON ACQUISITION CORP. V, both Delaware Corporations, pursuant to Section 251 of the General Corporation Law of the State of Delaware, have entered into the following Agreement of Merger;

WITNESSETH that:

WHEREAS, the respective Board of Directors of the foregoing named corporations deem it advisable that the corporation merge into a single corporation as hereinafter specified; and

WHEREAS said KAYDON ACQUISITION CORP. V filed its Certificate of Incorporation in the office of Secretary of the State of Delaware on October 4, 1993; and

WHEREAS said KAYDON ACQUISITION VII, INC. filed its Certificate of Incorporation in the office of Secretary of the State of Delaware on September 28, 1995;

NOW THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

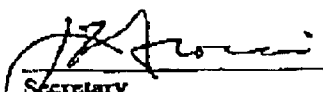
FIRST: The KAYDON ACQUISITION CORP. V hereby merges into itself KAYDON ACQUISITION VII, INC. and said KAYDON ACQUISITION VII, INC. shall be and hereby is merged into KAYDON ACQUISITION CORP. V which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of KAYDON ACQUISITION CORP. V as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

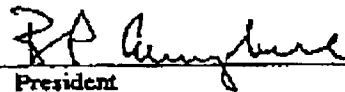
THIRD: The manner of converting the outstanding shares of each of the constituent corporations shall be as follows: Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of the KAYDON ACQUISITION VII, INC. shall be cancelled and all rights in respect thereof shall become null and void. Each certificate nominally representing the shares of Common Stock of the KAYDON ACQUISITION VII, INC. shall bear a writing indicating their cancellation.

IN WITNESS WHEREOF the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused these presents to be executed by an authorized officer of each party hereto.

ATTEST:


Secretary
John Brocci

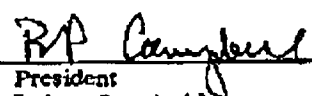
KAYDON ACQUISITION VII, INC.

By: 
President
Brian Campbell

ATTEST:


Secretary
John Brocci

KAYDON ACQUISITION CORP. V

By: 
President
Brian Campbell

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):
 Kaydon Acquisition Corp. V
 (successor by merger to Kaydon
 Acquisition VII, Inc.)

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

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

2. Name and address of receiving party(ies)
 Name: Hampton Hydraulics, LLC
 Internal Address: National Bank of Commerce Bldg.
 Street Address: 1927 First Avenue North
 City: Birmingham State: AL Zip: 35202

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

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 31, 2001

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

A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 957,195
959,191

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

Name: Hardwick C. Walthall
 Internal Address: _____

Street Address: 1901 6th Avenue North
Suite 2400

City: Birmingham State: AL Zip: 35203

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 65

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Hardwick C. Walthall Hardwick Walthall 2-25-02
 Name of Person Signing Signature Date

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

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

COPY

TRADEMARK ASSIGNMENT

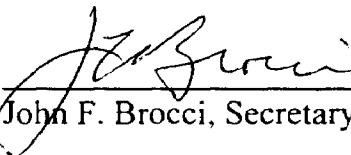
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IN WITNESS WHEREOF, ASSIGNOR has executed this Trademark Assignment, intending to be legally bound.

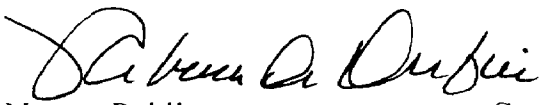
ASSIGNOR

KAYDON ACQUISITION CORP. V

By: 
John F. Brocci, Secretary and Treasurer

STATE OF MICHIGAN)
) SS
COUNTY OF WASHTENAW)

The foregoing instrument was acknowledged before me this 31st day of Dec. 2001, by John F. Brocci, an authorized officer of Kaydon Acquisition Corp. V, a Delaware corporation.


Notary Public, _____ County, MI
My commissioner expires: _____

REBECCA A. DREFFICE
Notary Public, Washtenaw County, MI
My Commission Expires May 13, 2002

Accepted:

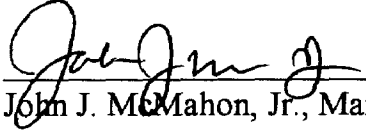
ASSIGNEE

HAMPTON HYDRAULICS, LLC

By: Ligon Industries, LLC

Its: Sole Member

By:



John J. McMahon, Jr., Manager

Dated: Dec. 31, 2001

Schedule A

Trademarks

U.S. Trademark Registration No. 957,195 for VICTOR FLUID POWER

U.S. Trademark Registration No. 959,191 for VFP

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/19/2001
010134525 - 2353598

TO 1302766450000/01/DELAWARE/04/V
A DIVISION OF CORPORATIONS
H FILED BY/03/19/2001/09/00/AM
P 010134525-2353598
BY April Wright

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DELAWARE INTO DELAWARE
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WITNESSETH that:

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WHEREAS said KAYDON ACQUISITION CORP. V filed its Certificate of Incorporation in the office of Secretary of the State of Delaware on October 4, 1993; and

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SECOND: The Certificate of Incorporation of KAYDON ACQUISITION CORP. V as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of each of the constituent corporations shall be as follows: Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of the KAYDON ACQUISITION VII, INC. shall be cancelled and all rights in respect thereof shall become null and void. Each certificate nominally representing the shares of Common Stock of the KAYDON ACQUISITION VII, INC. shall bear a writing indicating their cancellation.

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TRADEMARKS ONLY

Tab settings ⇌ ⇌ ⇌

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 Other Delaware LLC

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)
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OFFICE OF PUBLIC RECORDS
2002 FEB 25 PM 11:04
FINANCE SECTION

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 Name of Person Signing Signature Date

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COPY

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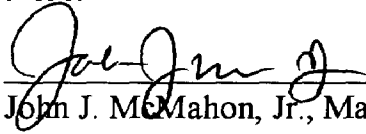
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HAMPTON HYDRAULICS, LLC

By: Ligon Industries, LLC

Its: Sole Member

By:



John J. McMahon, Jr., Manager

Dated: Dec. 31, 2001

Schedule A

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/19/2001
010134525 - 2353598

TO 130776 SECRETARY OF DELAWARE
DIVISION OF CORPORATIONS
A DIVISION OF THE STATE
M EXCELLENCE IN SERVICE
P // BY APRIL WRIGHT

STATE OF DELAWARE
DELAWARE INTO DELAWARE
AGREEMENT OF MERGER

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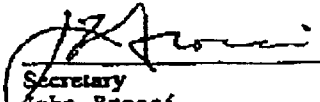
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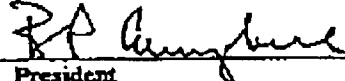
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Secretary
John Brocci

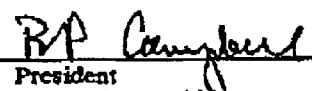
KAYDON ACQUISITION VII, INC.

By: 
President
Brian Campbell

ATTEST:


Secretary
John Brocci

KAYDON ACQUISITION CORP. V

By: 
President
Brian Campbell

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