

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Star Pipe, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: **January 7, 2004**

2. Name and address of receiving party(ies)

Name: **Star Pipe Products, Ltd.**

Internal

Address:

Street Address: **4018 Westhollow Parkway**

City: **Houston** State: **TX** Zip: **77082**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership **Texas**
- Corporation-State
- 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) **2,605,286**

Additional number(s) attached Yes No

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

Name: **Sally J. Oliver**

Internal Address: **Madan, Mossman & Sriram, P.C.**

Street Address: **2603 Augusta**

Suite 700

City: **Houston** State: **TX** Zip: **77057**

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
AND ANY deficiencies

8. Deposit account number:

13-0010

DO NOT USE THIS SPACE

9. Signature.

Sally J. Oliver

Name of Person Signing

Sally J. Oliver
Signature

January 20, 2004

Date

Total number of pages including cover sheet, attachments, and document: 9

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

01/16/2004
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Form FTO-1594 (Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

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

<p>1. Name of conveying party(ies): Star Pipe, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Texas</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Star Pipe Products, Ltd.</u> Internal Address: _____ Address: _____ Street Address: <u>4018 Westhollow Parkway</u> City: <u>Houston</u> State <u>TX</u> Zip: <u>77082</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input checked="" type="checkbox"/> Limited Partnership <u>Texas</u> <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>2,605,286</u></p> <p style="text-align: center;">Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Sally J. Oliver</u> Internal Address: <u>Madan, Moosman, & Sriram</u> _____ _____ Street Address: <u>2603 Augusta, Suite 700</u> _____ _____ City: <u>Houston</u> State: <u>TX</u> Zip: <u>77057</u></p>	<p>6. Total number of applications and registrations involved: <input type="text" value="1"/></p> <p>7. Total fee (37 CFR 3.41)..... \$ <u>40.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account and any deficiencies</p> <p>8. Deposit account number: <u>13-0010</u></p>
DO NOT USE THIS SPACE	
<p>9. Signature.</p> <p><u>Sally J. Oliver</u> <u>Sally J. Oliver</u> <u>1-16-04</u> Name of Person Signing Signature Date</p> <p style="text-align: center;"><small>Total number of pages including cover sheet, attachments, and documents: <input type="text" value="1"/></small></p>	

FORM 3-00001-00001-260527-0

OPR/ASSIGNMENTS

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RightFAX

MADANMOSSMANSRIRAM

Fax:7132668510

Jan 16 '04 15:26

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Jan-19-04 01:28pm From:THE CALVIN LAW FIRM PC

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T-588 P.08/12 P-877
Secretary of State

P.O.Box 13697
Austin, Texas 78711-3697



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

for

STAR PIPE, INC.
Filing Number: 59698300

Converting it to

Star Pipe Products, Ltd.
Filing Number: 300288713

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 01/07/2004

Effective: 01/07/2004



Geoffrey S. Connor
Secretary of State

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Secretary of State



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

**Star Pipe Products, Ltd.
Filing Number: 200228713**

The undersigned, as Secretary of State of Texas, hereby certifies that a certificate of limited partnership for the above named limited partnership has been received in this office and filed as provided by law on the date shown below.

Accordingly, the undersigned, as Secretary of State hereby issues this Certificate evidencing the filing in this office.

Dated: 01/07/2004

Effective: 01/07/2004



Geoffrey S. Connor
Geoffrey S. Connor
Secretary of State

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Articles of Conversion And Reorganization of Star Pipe, Inc.

FILED
In the Office of the
Secretary of State of Texas

JAN 07 2004

Corporations Section

We, the undersigned do execute these Articles of Conversion and Reorganization pursuant to the Plan of Conversion and Reorganization ("Plan") adopted as of the 1st day of January, 2004 by the directors and shareholders of Star Pipe, Inc. ("The Corporation") to convert the Corporation from a Texas Corporation into a Texas Limited Partnership for the purpose of carrying out a non-tax reorganization within the meaning of §368(a)(1)(F) of the Internal Revenue Code of 1986 as amended, and do hereby adopt the following Articles for the Converting and Converted Entities.

Article 1. The Plan. The Board of Directors of the Corporation have unanimously approved the Plan, and all of the Shareholders have approved written consent to action approving the Plan set forth as follows:

- 1.1 Star Pipe, Inc. is the converting entity. The converting entity is a Texas Corporation. The converted entity is Star Pipe Products, Ltd.
- 1.2 Star Pipe, Inc., the converting entity, is continuing its existence in the organizational form of the converted entity.
- 1.3 Star Pipe Products, Ltd., the converted entity, will be a Limited Partnership organized under the laws of the state of Texas.
- 1.4 Manner and basis for converting shares in Star Pipe, Inc. into units of limited partnership interest in Star Pipe Products, Ltd.:

1.4.1 The exchange of the Star Pipe, Inc. common shares into Units of Limited Partnership Interest in Star Pipe Products, Ltd. shall happen automatically by operation of law. Shareholders of Star Pipe, Inc. will not be required to deliver their share certificates to Star Pipe Products, Ltd. in order to effect conversion. Each Star Pipe, Inc. shareholder will be credited with one Unit of Limited Partnership Interest in Star Pipe Products, Ltd. for each share of common stock held by him or her in Star Pipe, Inc. The Units of Limited Partnership Interest in Star Pipe Products, Ltd. will not be evidenced by certificates. In addition to the Units of Limited Partnership Interest which the shareholders will receive, each shareholder shall also receive a number of Units of Membership Interest in Star Pipe L.P.C., the General Partner of the converted entity. The number of Units of Membership Interest each shareholder will receive will be equal to the number of shares held by such shareholder in Star Pipe, Inc. on the date of conversion. The Units of Membership Interest will not be certificates.

1.4.2 Star Pipe Products, Ltd., the converted entity, by its execution and delivery hereof acknowledges and agrees that it has assumed and agreed to pay in accordance with the terms and conditions of the instruments evidencing, securing or pertaining to such liabilities and obligations, all the liabilities and obligations of the converting entity, Star Pipe, Inc. including but not limited to the subordinated promissory notes issued by Star Pipe, Inc. payable to the order of

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8/10

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the Shareholders of Star Pipe, Inc. and all fees and expenses as required by law. Star Pipe Products, Ltd. further agrees that it shall have the net returns for the calendar years 2000, 2001, and 2002 of Star Pipe, Inc. amended to allocate the R&D tax credits for those tax years to the shareholders in accordance with their share holdings.

There were 50,740 shares outstanding. All shares voted for the conversion.

Article 2. Copies of the Plan.

2.1 An executed Plan is on file at the principal place of business of the converting entity, Star Pipe, Inc, 4010 Westchase Parkway, Houston TX 77062.

2.2 An executed Plan will be on file soon and after the conversion at the principal place of business of the converted entity, Star Pipe Products, Ltd., 4010 Westchase Parkway, Houston TX 77062.

2.3 A copy of the Plan will be furnished by the converting entity (prior to the conversion) or the converted entity (after the conversion) on written request and without cost to any shareholder of the converting or the converted entity.

In witness whereof, the parties hereto set their hands as of the 1st day of January, 2004.

Star Pipe, Inc. (converting entity)

By: [Signature]
Vice President

Star Pipe Products, Ltd. (converted entity)

By: [Signature]
Vice President Agent of Star Pipe, LLC

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T-588 P.12/12 P-377

**Certificate of Limited Partnership for
Star Pipe Products, Ltd.**

FILED
In the Office of the
Secretary of State of Texas

JAN 07 2004

Corporations Section

- 1. The name of this Limited Partnership is **Star Pipe Products, Ltd. a Texas Limited Partnership.**
- 2. The address of the registered office and the name and address of the registered agent for service of process pursuant to Section 106 of the Texas Revised Limited Partnership Act is:

**Registered Office: 4018 Westhollow Parkway
Houston, Texas 77062**
Registered Agent: Ramon Estrada

- 3. The address of the principal office in the United States where records are to be kept and made available under Section 1.07 of the Texas Revised Limited Partnership Act is:

**4018 Westhollow Parkway
Houston, Texas 77062**

- 4. The name, mailing address, and the street address of the business address of each general partner is as follows:

**STAR PIPE, LLC
4018 Westhollow Parkway
Houston, Texas 77062**

- 5. This limited partnership is being formed pursuant to a Plan of Conversion and Reorganization a copy of which Plan is attached hereto marked Exhibit "A" and by this instrument made a part hereof for all purposes under Section 2.15 of the Texas Revised Limited Partnership Act.

- 6. The name, address, date of formation, and jurisdiction of incorporation of the converting entity are as follows:

**Name: Star Pipe, Inc
Address: 4018 Westhollow Parkway
Houston, Texas 77062
Date of Formation: November 30, 1981**

The converting entity was organized under the laws of the state of Texas.

Executed as of the 1st day of January, 2004.

Star Pipe, L.L.C., GENERAL PARTNER

**By Viggo K. Patten
Viggo Patten, Agent**

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