

08-14-2003

FORM PTO-1595
1-31-92

8-11-03

RE



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Docket No. 7248-100 (3)

102525023

To the Honorable Commissioner of Patent. 102525023 ~~is~~ attached original documents or copy thereof.

1. Name of conveying party(ies): WILDEN PUMP AND ENGINEERING COMPANY

Individual Association
 General Partnership Limited Partnership
 Corporation State: Delaware
 Other (Joint Stock Company)

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

2. Name and address of receiving party:
Name: WILDEN PUMP AND ENGINEERING LLC
Internal Address: Suite 400
City: _____ State: _____ Zip: _____
Street Address: 2711 Centerville Road
City: Wilmington State: Delaware Zip: 19805

Individual(s) Citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation State
 Other (Delaware Limited Liability Company)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Certificate of Conversion
Execution Date: December 23, 2002

4. Application number(s) or Trademark number(s):
If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No(s): _____ B. Trademark No(s): 1,713,064

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John D. McConaghy
Internal Address: Fulbright & Jaworski L.L.P.
865 South Figueroa Street, 29th Floor
Los Angeles, CA 90017-2576
Phone: (213) 892-9200

6. Total number of applications and trademarks involved: 12

7. Total fee (37 CFR 3.41): \$ 40.00 X 12 = \$480
 Enclosed
 Charge this Deposit Account for fee or if any additional fee is required

8. Deposit Account Number: 50-0337

DO NOT USE THIS SPACE

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.

Date: August 8, 2003

John D. McConaghy, Reg. No. 26,773

Total number of pages including cover sheet: 4

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

08/13/2003 6T0N11 00000031 500337 1713064

01 FC:0521 40.00 DA
02 FC:0522 275.00 DA

Mail Stop Assignment
Recordation Services
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Alexandria, Virginia 22312-1450

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4. B. Additional Trademark No(s):

2,738,467

1,906,861

2,070,997

2,159,860

2,237,958

1,480,476

2,620,562

2,638,759

2,262,082

1,462,518

2,070,998

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM
WILDEN PUMP AND ENGINEERING COMPANY
TO
WILDEN PUMP AND ENGINEERING LLC

Pursuant to Section 246 of the General Corporation Law of the State of Delaware and Section 18-214 of the Limited Liability Company Act of the State of Delaware

Wilden Pump and Engineering Company, a business corporation of the State of Delaware duly organized and existing under the laws of the State of Delaware, in order to convert itself to a limited liability company of the State of Delaware, does hereby certify as follows:

FIRST: Wilden Pump and Engineering Company was formed as a corporation of the State of Delaware pursuant to a Certificate of Incorporation filed on May 27, 1998 with the Secretary of State of the State of Delaware.


SECOND: The name of the limited liability company immediately after the filing of this Certificate of Conversion shall be Wilden Pump and Engineering LLC.

THIRD: The conversion of Wilden Pump and Engineering Company to Wilden Pump and Engineering LLC has been approved, in accordance with Section 206 of the General Corporation Law of the State of Delaware, by resolution adopted by the Board of Directors of Wilden Pump and Engineering Company, dated December 22, 2002, and by unanimous written consent of the Stockholders of Wilden Pump and Engineering Company, dated December 22, 2002.

FOURTH: The conversion shall become effective at 11:59 p.m., Eastern Standard Time, on December 30, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of December 22, 2002.

WILDEN PUMP AND ENGINEERING
COMPANY

By: 
Name: Bruce A. Jurek
Title: Chief Executive Officer

NEWYORK 06130102

CERTIFICATE OF FORMATION
OF
WILDEN PUMP AND ENGINEERING LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplementary thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "Company") is Wilden Pump and Engineering LLC.

SECOND: The address of the Company's registered office in the State of Delaware is 2711 Cantorville Road, Suite 400, Wilmington, Delaware, 19808, County of New Castle. The name of the registered agent at such address is Corporations Services Company.

THIRD: The effective time and date of the formation of Wilden Pump and Engineering LLC is 11:59 p.m., Eastern Standard Time, on December 30, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of December 31, 2002.

Joseph Lenetto
Joseph Lenetto
Authorized Person

NEWYORK 4241364v1