

08-14-2003



FORM PTO-1595  
1-31-92  
8-11-03

RECORD

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

102525094

Docket No. 7248-100 (2)  
To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies): DOVER RESOURCES PUMP AND ENGINEERING COMPANY  
  
 Individual                       Association  
 General Partnership           Limited Partnership  
 Corporation                      State: California  
 Other (Joint Stock Company)  
  
Additional name(s) of conveying party(ies) attached?  
 Yes                                   No

2. Name and address of receiving party:  
Name: WILDEN PUMP ENGINEERING COMPANY  
Internal Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_  
Street Address: 1013 Centre Road  
City: Wilmington State: Delaware Zip: 19805  
  
 Individual(s) Citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation State Delaware  
 Other ( \_\_\_\_\_ )  
Additional name(s) & address(es) attached?  Yes  No

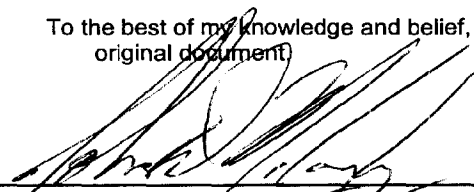
3. Nature of conveyance:  
  
 Assignment                       Merger  
 Security Agreement           Change of Name  
 Other  
Execution Date: August 6, 1998

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, 29<sup>th</sup> 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. 28,773  
Total number of pages including cover sheet: 8

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

Do not detach this portion  
Mail documents to be recorded with required cover sheet information to:  
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2003 AUG 11 PM 5:18  
OPR/FINANCE

*20428773 (out)*  
**AGREEMENT OF MERGER**

**OF**

**WILDEN PUMP AND  
 ENGINEERING COMPANY**

**(a Delaware Corporation)**

**AND**

**DOVER RESOURCES PUMP AND ENGINEERING COMPANY**

**(a California Corporation)**

**FILED**  
 In the office of the Secretary of State  
 of the State of California

**NOV 18 1988**

*Bill Jones*  
 SLL, SLL, Secretary of State

**AGREEMENT AND PLAN OF MERGER (the "Plan of Merger")** between

Wilden Pump and Engineering Company, a Delaware corporation (the "Corporation"), and  
 Dover Resources Pump and Engineering Company, a California corporation ("DR Engineering",  
 together with the Corporation, the "Parties").

**WHEREAS**, the Corporation is a Delaware corporation with its registered office  
 located at 1013 Centre Road, Wilmington, Delaware 19805, and the name of the registered  
 agent thereof is Corporation Services Company and the total number of shares of stock  
 authorized is 1,000, all of which are of one class and have a par value of \$1.00; and

**WHEREAS**, DR Engineering is a California corporation with its principal  
 executive office located at 22069 Van Buren Street, Grand Terrace, CA 92313-5651, and the  
 total number shares of stock authorized is 1,000,000 shares of common stock, with a par value of  
 \$0.0133 <sup>1</sup>/<sub>100</sub>, per share, all of which are of one class and 750,000 of which are issued and  
 outstanding; and

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2. At the Effective Date (as hereinafter defined), by virtue of the merger and without any action on the part of the holders thereof, each share of DR Engineering common stock, issued and outstanding immediately prior to the Effective Date will be automatically canceled and no stock of DR Engineering shall remain outstanding.

3. The Certificate of Incorporation of the Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation and such Certificate of Incorporation shall continue in full force and effect until changed, altered or amended in the manner described by the provisions of the DGCL.

4. The present bylaws of the surviving corporation will continue in full force and effect until changed, altered or amended in the manner prescribed by such bylaws and the provisions of the DGCL.

5. The directors and officers in office of the surviving corporation at the Effective Date shall continue to be the directors and the officers of the surviving corporation, all of whom shall hold their positions as directors and officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. The Corporation and DR Engineering will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Corporation and DR Engineering will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of California, and

will cause to be performed all necessary acts within the State of California and elsewhere to effectuate the merger herein provided for.

8. The proper officers of the Corporation and DR Engineering, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger and the merger herein provided for.

9. The effective time of the Plan of Merger shall be August 6, 1998 (the "Effective Date").

IN WITNESS WHEREOF, this Plan of Merger is hereby signed and attested on behalf of each of the constituent parties thereto.

Wilden Pump and Engineering Company  
(a Delaware corporation)

Dated: August 6, 1998

By: Loren R. Armstrong  
Name: Loren R. Armstrong  
Title: Vice President

Dover Resources Pump and Engineering Company  
(a California corporation)

Dated: August 6, 1998

By: Loren R. Armstrong  
Name: Loren R. Armstrong  
Title: President

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**WHEREAS**, the Corporation and DR Engineering and its board of directors deem it advisable and to the advantage, welfare and best interests of the Parties to merge DR Engineering with and into the Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL") and the California General Corporation Law (the "CGCL") upon the terms and conditions hereinafter set forth;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreement of the Parties hereto, being thereto duly approved by a resolution adopted by the Board of Directors of the Corporation and duly approved by a resolution adopted by the sole shareholder of DR Engineering, this Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter in this Plan of Merger set forth.

1. The Corporation and DR Engineering shall, pursuant to the provisions of Section 252 of the DGCL and Section 1108 of the CGCL, be merged with and into a single corporation, to wit, the Corporation, which shall be the corporation from and after the effective time of the merger (sometimes hereinafter referred to as the "surviving corporation") and which shall continue to exist as said surviving corporation under the name "Wilden Pump and Engineering Company" pursuant to the provisions of the DGCL. The Corporation shall continue to be governed by the laws of the State of Delaware. The Corporation hereby appoints The Prentice-Hall Corporation System, Inc. as its lawful agent in the State of California to receive any process on its behalf.



STATE OF CALIFORNIA  
FRONTIER TAX BUREAU  
PO BOX 1040  
SACRAMENTO CA 95812-1040

# TAX CLEARANCE CERTIFICATE

EXPIRATION DATE: February 11, 1999

November 18, 1998

OKL CORPORATE/SEARCH INC  
915 L ST STE 1250  
SACRAMENTO CA 95814

ISSUED TO : DOVER RESOURCES PUMP AND ENGINEERING COMPANY  
ENTITY ID : 0420773

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By H. Hermanson  
Tax Clearance Unit  
Special Audit Section  
Telephone (916) 845-4124

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