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FORM PTO-1595
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HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Docket No. 7248-117

102525106

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
- General Partnership
- Corporation
- Other (Joint Stock Company)
- Association
- Limited Partnership
- State: California

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

2. Name and address of receiving party:

Name: WILDEN PUMP AND 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
- Security Agreement
- Other
- Merger
- Change of Name

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): 76/336,384

B. Trademark No(s): _____

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: 1

7. Total fee (37 CFR 3.41):

\$ 40.00

- 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 7, 2003

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

Total number of pages including cover sheet: 7

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

Do not detach this portion

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

Director — U.S. Patent and Trademark Office

Box Assignments

Washington, D.C. 20231

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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

CO428793 (aut)
AGREEMENT OF MERGER

OF

**WILDEN PUMP AND
 ENGINEERING COMPANY**
 (a Delaware Corporation)

FILED
 in the office of the Secretary of State
 of the State of California

NOV 18 1986

Bill Jones
 BILL JONES, Secretary of State

AND

DOVER RESOURCES PUMP AND ENGINEERING COMPANY

(a California Corporation)

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 thereat 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 ¹/₂, per share, all of which are of one class and 750,000 of which are issued and outstanding; and

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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 thereunto 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.

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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**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Jeremiah T. Mulligan certifies that:

- 1. He is the Vice-President and the Assistant Secretary, respectively, of Dover Resources Pump and Engineering Company, a California corporation.**
- 2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.**
- 3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.**
- 4. There is only one class of shares and the number outstanding is 750,000.00**

I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: August 5, 1998


**Jeremiah T. Mulligan, Vice President and
Assistant Secretary**

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TRADEMARK
REEL: 002801 FRAME: 0083



STATE OF CALIFORNIA
FRENCH TAX BOARD
PO BOX 1468
SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

November 18, 1998

EXPIRATION DATE: February 11, 1999

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

ISSUED TO : DOVER RESOURCES PUMP AND ENGINEERING COMPANY
ENTITY ID : 0428773

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 W. Hermansen
Tax Clearance Unit
Special Audit Section
Telephone (916) 848-4124

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