

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Petrodyne Corporation		12/31/1994	CORPORATION: TEXAS

RECEIVING PARTY DATA	
Name:	The Oilgear Company
Street Address:	2300 South 51st Street
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53234
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1291972	PETRODYNE

CORRESPONDENCE DATA	
Fax Number:	(414)978-8789
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	tm-dept@quarles.com
Correspondent Name:	Marta S. Levine
Address Line 1:	411 East Wisconsin Avenue
Address Line 4:	Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	720001.90135
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NAME OF SUBMITTER:	Cheryl M. Smukowski
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Total Attachments: 10
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DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: JUL 26 2004

BY:

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

ARTICLES AND CERTIFICATE OF MERGER
 OF
 OILGEAR TOWLER, INC.
 AND
 PETRODYNE CORPORATION
 INTO
 THE OILGEAR COMPANY

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 DEC 30 12:00PM
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The undersigned, Oilgear Towler, Inc., an Ohio corporation ("Towler"), and Petrodyne Corporation, a Texas corporation ("Petrodyne"), and The Oilgear Company, a Wisconsin corporation ("Oilgear"), each desiring to give notice of corporate action effectuating the merger of Towler and Petrodyne into Oilgear, and acting by their respective officers and pursuant to Sections 1701.79 and 1701.80 of the Ohio General Corporation Law, Sections 5.01, 5.03 and 5.16 of the Texas Business Corporation Act, and Sections 180.1101 to 180.1107 of the Wisconsin Business Corporation Law, hereby certify, each with respect to the facts and acts relating to it, the following:

1. Plan and Agreement of Merger. Towler, Petrodyne and Oilgear have entered into a Plan and Agreement of Merger, which was approved and adopted pursuant to Section 1701.80 of the Ohio General Corporation Law, Section 5.16 of the Texas Business Corporation Act, and Section 180.1104 of the Wisconsin Business Corporation Law, respectively. The parties, terms, conditions and signatures are all set forth on Exhibit A attached hereto and made a part hereof. The name of the Surviving Corporation shall remain The Oilgear Company, and it shall be governed by the laws of the State of Wisconsin

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2. Towler's outstanding shares consist of 600 shares of common stock, all of which are owned by Oilgear. Petrodyne's outstanding shares consist of 2,081 shares of common stock, all of which are owned by Oilgear. The Plan and Agreement of Merger duly authorized by all action required by the laws of Ohio, Texas and Wisconsin and by the Articles of Incorporation and Regulations or Bylaws of Towler, Petrodyne, and Oilgear.

3. Effective Date. The merger shall be effective at 11:59 on December 31, 1994, or as soon thereafter as possible.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles and Certificate of Merger to be executed in its name by its respective President or Vice President and attested by its Secretary or Assistant Secretary, this 27th day of December, 1994.

OILGEAR TOWLER, INC.
an Ohio corporation

By: 
David A. Zuege, President

Attest:


Thomas J. Price, Secretary

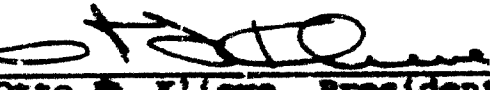
PETRODYNE CORPORATION,
a Texas corporation

By: 
David A. Suege, President


Attest:


Thomas J. Price, Secretary

THE OILGEAR COMPANY,
& Wisconsin corporation

By: 
Otto Klieve, President

Attest:


Thomas J. Price, Vice President
and Secretary

This instrument drafted by:

Joseph D. Masterson
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee WI 53202

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REEL: 002904 FRAME: 0010

EXHIBIT A
PLAN AND AGREEMENT OF MERGER
MERGING
OILGEAR TOWLER, INC.
AND
PETRODYNE CORPORATION
INTO
THE OILGEAR COMPANY

PLAN AND AGREEMENT OF MERGER, dated as of December 27, 1994 between and among Oilgear Towler, Inc., an Ohio corporation ("Towler"), Petrodyne Corporation, a Texas corporation ("Petrodyne"), and The Oilgear Company, a Wisconsin corporation ("Oilgear" or "Surviving Corporation") (Petrodyne and Towler being collectively referred to as the "Subsidiaries" and Petrodyne, Towler and Oilgear being collectively referred to as the "Constituent Corporations").

WHEREAS, the authorized capital stock of Towler and Petrodyne consist of 600 shares of Common Stock and 2,081 shares of Common Stock, respectively, of which 600 shares and 2,081 shares, respectively, are issued and outstanding, and all of such issued and outstanding shares are owned by Oilgear; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations that the Subsidiaries be merged into Oilgear pursuant to this Plan and Agreement of Merger and the applicable provisions of the laws of the States of Ohio, Texas and Wisconsin;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the States of Ohio, Texas and Wisconsin, respectively, that Towler and Petrodyne shall be merged into Oilgear, which shall continue its corporate existence, and the terms and conditions of the merger hereby agreed upon (the "Merger") which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereinafter set forth:

ARTICLE I

Merger

Upon the date herein designated as the effective date of the Merger (the "Effective Date"), the separate existence of Petrodyne and Towler shall cease, and the Subsidiaries shall be merged into Oilgear. The Effective Date of the Merger is hereby

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designated as 11:59 p.m. on December 31, 1994, or as soon thereafter as possible.

ARTICLE II

Name: Articles of Incorporation: Bylaws

The name of the Surviving Corporation shall remain The Oilgear Company. The Articles of Incorporation of Oilgear as in effect on the date hereof shall remain the Articles of Incorporation of the Surviving Corporation. The Bylaws of Oilgear as then in effect shall on the Effective Date of the merger remain the Bylaws of the Surviving Corporation.

ARTICLE III

Directors and Officers

The Directors of Oilgear on the Effective Date of the Merger shall remain the Directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the Bylaws of the Surviving Corporation, the officers of Oilgear on the Effective Date of the Merger shall remain the officers of the Surviving Corporation.

ARTICLE IV

Conversion and Exchange of Shares

The manner of converting and exchanging the shares of Towler, Petrodyne and Oilgear shall be as follows:

1. Upon the Effective Date, all issued and outstanding shares of Common Stock of Towler and Petrodyne shall by virtue of the Merger and without any action on the part of the holder thereof, be retired and canceled and no shares shall be issued in exchange therefor.
2. Upon the Effective Date, each issued and outstanding share of stock of Oilgear shall remain one issued and outstanding share of stock of the same class and series of the Surviving Corporation.

ARTICLE V

Effect of the Merger

Upon the Effective Date of the Merger the separate existence of Towler and Petrodyne shall cease, and Towler and Petrodyne shall each be merged into Oilgear, which shall be the Surviving Corporation, in accordance with the provisions of this Plan and

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Agreement of Merger, which corporation shall possess all of the rights, privileges, powers and franchises of a public and private nature and be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations, and all and singular rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to said corporations on whatever account; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real or personal property, whether by deed or otherwise, vested in any of the corporate parties hereto, shall not revert or be in any way impaired by reasons of this Merger, provided that all rights of creditors and parties to leases (assignors, assignees, sublessees) and all liens upon and leases (including assignments and subleases) involving the properties of such corporate parties hereto shall be preserved unimpaired, limited in lien or lease rights to the property affected by such liens or leases immediately prior to the time of the Merger, and all debts, liabilities and duties of the Constituent Corporations shall henceforth attach to the Surviving Corporation and be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

ARTICLE VI

Reorganization

The parties intend this Plan and Agreement of Merger to be a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986.

ARTICLE

Registered Office of Constituent Corporations

The registered offices of the Constituent Corporations at the Effective Date of the Merger are as follows:

(a) Towler

c/o Richard Hersberger
32915 Aurora Road, Suite
Cleveland, Ohio 44139

(b) Petrodyne

c/o Ian G. Murdoch
211 East Industrial Blvd.
Longview, Texas 75601

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(c) Oilgear

c/o Thomas J. Price
2300 South 51st Street
Milwaukee, Wisconsin 53219

The registered and principal office of the Surviving Corporation after the Effective Date shall be:

c/o Thomas J. Price
2300 South 51st Street
Milwaukee, Wisconsin 53219

IN WITNESS WHEREOF, the parties hereto have executed this Plan and Agreement of Merger, pursuant to authority duly given by their respective Boards of Directors, as of the 27th day of December, 1994.

OILGEAR TOWLER, INC.,
an Ohio corporation

By: 
David A. Zuege, President

Attest:


Thomas J. Price, Secretary

PETRODYNE CORPORATION,
a Texas corporation

By: 
David A. Zuege, President


Attest:


Thomas J. Price, Secretary

THE OILGEAR COMPANY,
an Wisconsin corporation

By: 
Otto F. Klieve, President

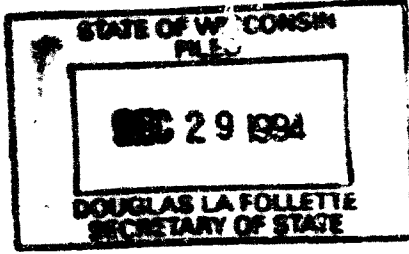
Attest:


Thomas J. Price, Vice President
& Secretary

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Mergers Two (2) Unincorporated Foreign Corporations
Into: The Oilgear Company (Domestic) (Survivor)

Note
Mergers
Effective
12/31/94



\$ 50.00 plus \$25 Equ. Fee

Susan T. Barker, Legal Ass't,
Quarles & Brady
411 East Wisconsin Ave
Milwaukee, WI 53202-4497