

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Name: Coleman Powermate Compressors Inc.

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

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

2. Name and Address of receiving party(ies)

Name: Coleman Powermate, Inc

Address: 3901 Liberty Street Road, Aurora, IL 60504

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation (Nebraska)
- 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

3. Nature of conveyance:

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

Execution Date: December 30, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) See Attached Schedule

Additional numbers attached? Yes No

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

Hayley M. Smith
Senior Legal Assistant
Kirkland & Ellis
153 East 53rd Street
New York, NY 10022-4675
Phone (212) 446-4800, Facsimile (212) 446-4900

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)..... \$ 115

- Enclosed
- Authorized to be charged to Deposit Account

8. Deposit Account No. 111098

(Attach duplicate copy of this page if paying by deposit account)

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.

Hayley Smith Hayley Smith 8/24/99
Name of Person Signing Signature Date

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

CH \$115.00 111098 1517773

SCHEDULE TO RECORDATION COVER SHEET**REGISTRATIONS**

<u>COUNTRY</u>	<u>FILE#</u>	<u>FILED</u>	<u>APPL#</u>	<u>REGDT</u>	<u>REG#</u>	<u>STATUS</u>	<u>CLASSES</u>
BLACK MAX							
UNITED STATES	Powermc-4-0619	8/4/1987	73/677,792	12/27/1988	1,517,778	REGISTERED	07
PRO-FORCE							
UNITED STATES	Powermc-4-3018	8/3/1987	73/676,573	3/15/1988	1,480,485	REGISTERED	07
SANBORN							
UNITED STATES	Powermc-4-3023	12/4/1986	73/633,813	3/1/1988	1,478,299	REGISTERED	07
TOPS							
UNITED STATES	Powermc-4-7407	8/3/1999	75/767,609	12/5/2000	2,410,319	REGISTERED	07

State of Delaware
Office of the Secretary of State

PAGE 1

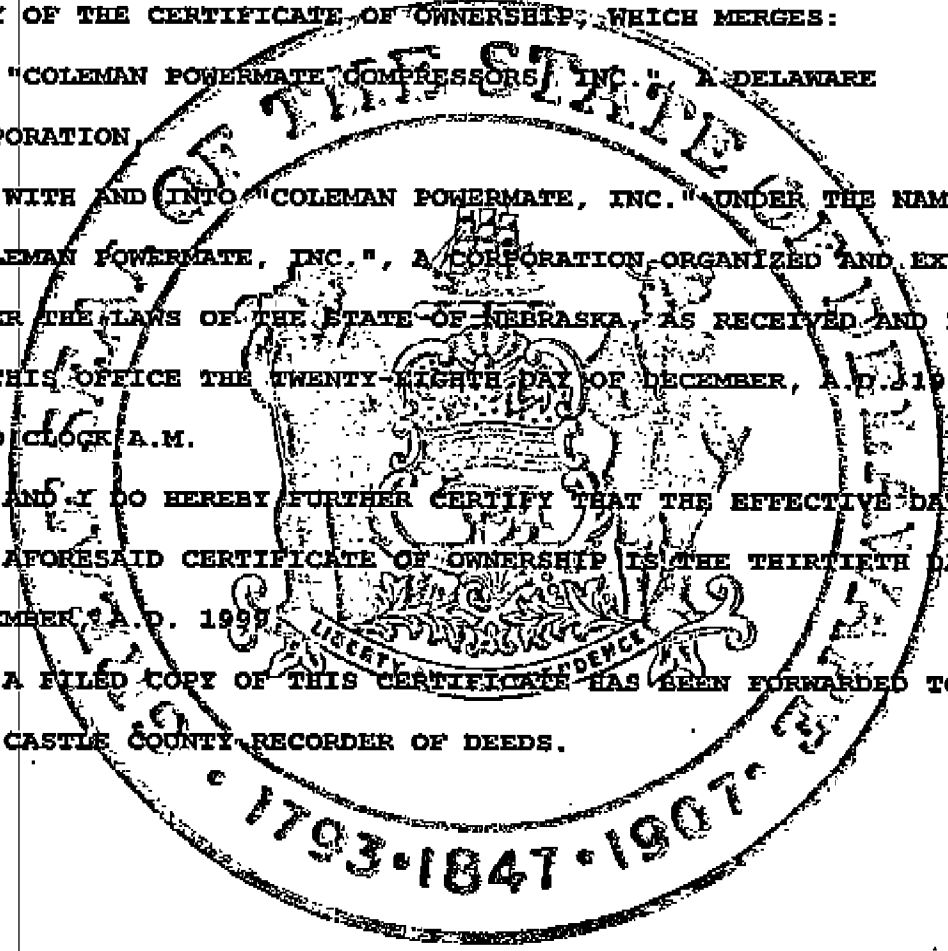
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"COLEMAN POWERMATE COMPRESSORS, INC." A DELAWARE CORPORATION

WITH AND INTO "COLEMAN POWERMATE, INC." UNDER THE NAME OF "COLEMAN POWERMATE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEBRASKA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3150107 8100M

991564003

AUTHENTICATION: 0169360

DATE: 12-29-99

TRADEMARK
REEL: 002929 FRAME: 0948

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
COLEMAN POWERMATE COMPRESSORS, INC.
INTO
COLEMAN POWERMATE, INC.

COLEMAN POWERMATE, INC., a corporation organized and existing under the laws of the State of Nebraska,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the twelfth day of February, 1965, pursuant to the Nebraska Business Corporation Act of the State of Nebraska, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares of the stock of **COLEMAN POWERMATE COMPRESSORS, INC.**, a corporation incorporated on the eighth day of April, 1994, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members on the 27th day of December, 1999, determined to merge into itself said **COLEMAN POWERMATE COMPRESSORS, INC.**

RESOLVED, that COLEMAN POWERMATE, INC. merge, and it hereby does merge into itself COLEMAN POWERMATE COMPRESSORS, INC., and assumes all of its obligations;

and

FURTHER RESOLVED, that the merger shall be effective on December 30, 1999.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of COLEMAN POWERMATE COMPRESSORS, INC. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 2381 Executive Center Drive, Boca Raton, Florida 33431, Attention: General Counsel until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made personally by delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to COLEMAN POWERMATE, INC. at the above address.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of COLEMAN POWERMATE, INC. at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said COLEMAN POWERMATE, INC. has caused this Certificate to be signed by Steven R. Isko, its Vice President and General Counsel, this 27th day of December, 1999.

COLEMAN POWERMATE, INC.

By Steven R. Isko
Name: Steven R. Isko
Its: Vice President
and General Counsel

K:\law\form\cert of merger pcomp into cpl.doc

Exhibit A

MERGER AGREEMENT

COLEMAN POWERMATE, INC., a Nebraska corporation (the "Parent") is the owner of all of the outstanding shares of COLEMAN POWERMATE COMPRESSORS, INC. a Delaware corporation (the "Subsidiary").

In accordance with this Merger Agreement, Parent hereby merges the Subsidiary into the parent pursuant to the laws of Nebraska.

The separate existence of the Subsidiary shall cease upon the effective date of the Merger, and the Parent, as the surviving corporation, shall continue its existence pursuant to the provisions of the Nebraska Business Corporation Act.

Inasmuch as the Parent owns all of the issued and outstanding shares of stock of the Subsidiary, said shares of stock shall be converted into shares of the Parent and no securities, cash, property or rights shall be issued, paid, delivered or granted by the Parent for said shares of Subsidiary, but each said share of stock of the Subsidiary which is issued and outstanding as of the effective date of the Merger shall be surrendered and extinguished. The Parent shall assume all of the liabilities and obligations of the Subsidiary.

(Parent)
COLEMAN POWERMATE, INC.


by: Steven R. Isko
its: Vice President and General Counsel

(Subsidiary)
COLEMAN POWERMATE
COMPRESSORS, INC.


by: Steven R. Isko
its: Vice President and General Counsel

g:\wpdata\elk\subsidiaries\coleman\coleman powermate compressors, inc\plan of merger.doc

TRADEMARK
REEL: 002929 FRAME: 0952



ARTICLES OF MERGER

OF

COLEMAN POWERMATE COMPRESSORS, INC.
(Subsidiary Corporation)

INTO

COLEMAN POWERMATE, INC.
(Parent Corporation)

Pursuant to the provisions of the Nebraska Business Corporation Act, **COLEMAN POWERMATE, INC.**, (Parent Corporation), a corporation organized under the laws of the State of Nebraska, hereby executes the following Articles of Merger:

1. The name of the surviving corporation is: **Coleman Powermate, Inc.**
2. The name of the subsidiary corporation is: **Coleman Powermate Compressors, Inc.**
3. The surviving corporation owns at least ninety per cent of the outstanding shares of each class of the subsidiary corporation.
4. The plan of merger is as follows:

Coleman Powermate, Inc. is the owner of all of the outstanding shares of stock of **Coleman Powermate Compressors, Inc.**;

The Board of Directors of **Coleman Powermate, Inc.** deems it to be in the best interests that **Coleman Powermate Compressors, Inc.** be merged with and into **Coleman Powermate, Inc.**;

Coleman Powermate, Inc., as the sole stockholder of **Coleman Powermate Compressors, Inc.**, a Delaware corporation, authorizes the merger of **Coleman Powermate Compressors, Inc.** with and into the **Coleman Powermate, Inc.**, with **Coleman Powermate, Inc.** to be the surviving corporation in such merger, and that all of the estate, property, rights, privileges, powers, and franchises of **Coleman Powermate Compressors, Inc.** be vested in and held and enjoyed by the Parent as fully and entirely and without change or diminution as the same were before held;

FURTHER RESOLVED, that the Parent shall assume all of the obligations of **Compressors** in the **Compressors Merger**;

NE019 - CT System Online

FURTHER RESOLVED, that this Board of Directors does hereby approve the Compressors Merger Agreement attached hereto as Exhibit A for the purpose of merging Compressors with and into Parent;

FURTHER RESOLVED, that the officers of Parent be, and each of them hereby is, authorized to execute, deliver, acknowledge, file and/or record, in the name and on behalf of Parent, the documents prescribed by the laws of the State of Nebraska and the laws of any other appropriate jurisdiction, in accordance with the Nebraska Business Corporation Act, and to cause the same to be filed with the Secretary of State of Nebraska and a certified copy recorded in the office of the Recorder of Deeds of Adams County, Nebraska and to do all further acts and things whatsoever, whether within or without the State of Nebraska, which may be in any way necessary or proper to effect said merger.

Coleman Powermate, Inc.
(Parent Corporation)



By: Steven R. Isko
Vice President and General Counsel
(Name & Title)

Exhibit A

MERGER AGREEMENT

COLEMAN POWERMATE, INC., a Nebraska corporation (the "Parent") is the owner of all of the outstanding shares of **COLEMAN POWERMATE COMPRESSORS, INC.**, a Delaware corporation (the "Subsidiary").


In accordance with this Merger Agreement, Parent hereby merges the Subsidiary into the parent pursuant to the laws of Nebraska.

The separate existence of the Subsidiary shall cease upon the effective date of the Merger, and the Parent, as the surviving corporation, shall continue its existence pursuant to the provisions of the Nebraska Business Corporation Act.

Inasmuch as the Parent owns all of the issued and outstanding shares of stock of the Subsidiary, said shares of stock shall be converted into shares of the Parent and no securities, cash, property or rights shall be issued, paid, delivered or granted by the Parent for said shares of Subsidiary, but each said share of stock of the Subsidiary which is issued and outstanding as of the effective date of the Merger shall be surrendered and extinguished. The Parent shall assume all of the liabilities and obligations of the Subsidiary.

(Parent)
COLEMAN POWERMATE, INC.

(Subsidiary)
**COLEMAN POWERMATE
COMPRESSORS, INC.**


by: Steven R. Isko
its: Vice President and General Counsel


by: Steven R. Isko
its: Vice President and General Counsel

g:\wpdata\kirk\subsidiaries\coleman\coleman powermate compressors, inc\plan of merger.doc