

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/15/1997

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Berwind Industries, Inc.		10/09/1997	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Berwind Corporation
Street Address:	1500 Market Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19102
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1559434	WHEEL PROTECTORS

CORRESPONDENCE DATA

Fax Number: (215)655-2317
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215.994.2317
 Email: hal.borden@dechert.com
 Correspondent Name: Hal E. Borden
 Address Line 1: 4000 Bell Atlantic Tower
 Address Line 2: 1717 Arch Street
 Address Line 4: Philadelphia, PENNSYLVANIA 19103-2793

NAME OF SUBMITTER:	Hal E. Borden
Signature:	/Hal Borden/
Date:	04/13/2005

CH \$40.00 1559434

Total Attachments: 4

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S ///STATE OF DELAWARE///
T ///SECRETARY OF STATE///
A DIVISION OF CORPORATIONS///
M FILED 10/09/1997 04:30 PM
P ///971341530-2171886///
BY April Wright

CERTIFICATE OF OWNERSHIP AND MERGER

of

BERWIND INDUSTRIES, INC.
(a Delaware corporation)

into

BERWIND CORPORATION
(a Pennsylvania corporation)

It is hereby certified that:

1. BERWIND CORPORATION (hereinafter sometimes referred to as the "Corporation") is a business corporation in the Commonwealth of Pennsylvania.
2. The Corporation is the owner of all of the outstanding shares of stock of BERWIND INDUSTRIES, INC., which is a business corporation of the State of Delaware.
3. The laws of the jurisdiction of organization of BERWIND CORPORATION permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges BERWIND INDUSTRIES, INC. into the Corporation.
5. The following is a copy of the resolutions adopted on September 11, 1997, by the Board of Directors of the Corporation to merge the said BERWIND INDUSTRIES, INC. into the Corporation.

RESOLVED, that the Plan of Merger (attached as Exhibit A), merging Berwind Industries, Inc., a Delaware corporation, with and into this Corporation, to be effective as of the close of business on the date of filing, is hereby approved; and

FURTHER RESOLVED, that upon consummation of the merger pursuant to the Plan of Merger, this Corporation, as the surviving corporation, assume all the obligations and liabilities of Berwind Industries, Inc.; and

FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is directed to make and execute a Certificate of Ownership and Merger merging Berwind Industries, Inc. into this corporation, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of new Castle County and to do all acts and things whatsoever whether within or without the State of Delaware, which may be necessary or proper to effect said merger; and

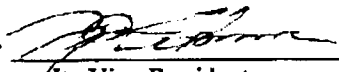
FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is directed to make and execute Articles of Merger and to cause such Articles to be filed with the Secretary of State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware which may be necessary or proper to effect such merger; and

FURTHER RESOLVED, that this Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of BERWIND INDUSTRIES, INC., as well as for enforcement of any obligation of this Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware: 3000 Centre Square West, 1500 Market St., Philadelphia, PA 19102; and

FURTHER RESOLVED, that each of the President and any Vice President of this Corporation is hereby authorized and directed to take whatever further action and to execute and deliver whatever further documents and instruments which he or she may deem to be necessary or desirable to consummate and carry out the foregoing resolutions.

Executed on *Sept. 15*, 1997.

BERWIND CORPORATION

By 
Its Vice President
William J. Ekenrude

PLAN OF COMPLETE LIQUIDATION BY MERGER

of

BERWIND INDUSTRIES, INC.

into

BERWIND CORPORATION

THIS IS A PLAN OF COMPLETE LIQUIDATION BY MERGER (the "Plan of Merger") of Berwind Industries, Inc., a Delaware Corporation adopted pursuant to Section 332 of the Internal Revenue Code of 1986, as amended and Section 275 of the Delaware General Corporation Law. The Plan was approved on September 11, 1997 by BERWIND CORPORATION, a business corporation incorporated under the laws of the Commonwealth of Pennsylvania, and by resolution adopted by its Board of Directors on said date.

1. BERWIND CORPORATION, a Pennsylvania Corporation, owns all of the outstanding stock of BERWIND INDUSTRIES, INC. BERWIND INDUSTRIES, INC. shall, pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and pursuant to the provisions of the Delaware General Corporation Law, be merged into BERWIND CORPORATION, which shall be the surviving corporation upon the effective date of the merger in the Commonwealth of Pennsylvania and which is sometimes hereinafter referred to as the "parent corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania. The separate existence of BERWIND INDUSTRIES, INC., which is a wholly-owned subsidiary of BERWIND CORPORATION, and which is sometimes hereinafter referred to as the "subsidiary corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Delaware General Corporation Law, and the parent corporation shall assume all of the liabilities of the subsidiary corporation.

2. The Articles of Incorporation of the parent corporation upon the effective date of the merger in the Commonwealth of Pennsylvania shall be the Articles of Incorporation of said parent corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania.

3. The issued shares of the subsidiary corporation shall not be converted or exchanged in any manner inasmuch as the parent corporation presently owns all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued shares of the subsidiary corporation shall be surrendered and extinguished upon the effective date of the merger in the jurisdiction of its organization. The issued shares of the

parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger in the State of Delaware shall continue to represent one issued share of the parent corporation.

4. This Plan of Merger having been duly approved and adopted on behalf of the parent corporation in accordance with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and the merger of the subsidiary corporation into the parent corporation having been fully authorized in accordance with the provisions of said Business Corporation Law of 1988 of the Commonwealth of Pennsylvania, and, this Plan of Merger having been fully approved on behalf of the subsidiary corporation in the manner prescribed by the provisions of the Delaware General Corporation Law, the parent corporation and the subsidiary corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document prescribed by the laws of the State of Delaware and the laws of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

5. Any officer of the parent corporation and any officer of the subsidiary corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania; and the Board of Directors and the proper officers of the parent corporation and of the subsidiary corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 or of the merger herein provided for.

6. Notwithstanding the full approval and adoption of this Plan of Merger upon behalf of the parent corporation in accordance with the provisions of the Business Corporation law of 1988 of the Commonwealth of Pennsylvania and the full authorization of the merger in accordance therewith, and notwithstanding the full approval of this Plan of Merger upon behalf of the subsidiary corporation in accordance with the provisions of the Delaware General Corporation Law, this Plan of Merger may be terminated at any time prior to the effective date of this Plan of Merger.

7. The effective date of this Plan of Merger and of the merger therein provided for shall be, insofar as the provisions of the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania shall govern, as of the close of business on the date of filing.