

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/02/1997

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Perfect Equipment Corp.		09/15/1997	CORPORATION: TENNESSEE

**RECEIVING PARTY DATA**

Name:	Berwind Industries, Inc.
Street Address:	1500 Market Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19102
Entity Type:	CORPORATION: DELAWARE

**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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ISSUANCE DATE: 03/22/2005  
REQUEST NUMBER: 05081505

**Secretary of State**  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

CHARTER/QUALIFICATION DATE: 02/28/1966  
STATUS: MERGED  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0024050  
JURISDICTION: TENNESSEE

TO:  
CFS  
8161 HWY 100  
NASHVILLE, TN 37221

REQUESTED BY:  
CFS  
8161 HWY 100  
NASHVILLE, TN 37221

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
-----  
"PERFECT EQUIPMENT CORP."

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WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE  
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE  
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3395-0042	10/02/1997	MERGER	NAM DUR STK PRN OFC AGT INC MAL FYC

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FOR: REQUEST FOR COPIES

ON DATE: 03/22/05

FROM:  
CFS  
8161 HIGHWAY 100  
#172  
NASHVILLE, TN 37221-0000

FEEES  
RECEIVED: \$40.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$40.00

RECEIPT NUMBER: 00003685469  
ACCOUNT NUMBER: 00101230



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE  
TRADEMARK

ARTICLES OF MERGER  
OF  
PERFECT EQUIPMENT CORP.  
AND  
BERWIND INDUSTRIES, INC.

To the Secretary of State  
State of Tennessee

Pursuant to the provisions of the Tennessee Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Tennessee, and which is subject to the provisions of the Tennessee Business Corporation Act is **PERFECT EQUIPMENT CORP.**
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware is **BERWIND INDUSTRIES, INC.**
3. The number of outstanding shares of **PERFECT EQUIPMENT CORP.** is 13,118, all of which are of one class, and all of which are owned by **BERWIND INDUSTRIES, INC.**
4. The following is the Plan of Merger for merging **PERFECT EQUIPMENT CORP.** into **BERWIND INDUSTRIES, INC.** as approved by resolution of the Board of Directors of **BERWIND INDUSTRIES, INC.** Approval by the shareholder was not required.

"1. **BERWIND INDUSTRIES, INC.**, which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of **PERFECT EQUIPMENT CORP.** which is a business corporation of the State of Tennessee and the subsidiary corporation, hereby merges **PERFECT EQUIPMENT CORP.** into **BERWIND INDUSTRIES, INC.** pursuant to the provisions of the Tennessee Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of **BERWIND INDUSTRIES, INC.**

"2 The separate existence of **PERFECT EQUIPMENT CORP.** shall cease at the effective time and date of the merger pursuant to the provisions of the Tennessee Business Corporation Act; and **BERWIND INDUSTRIES, INC.** shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of PERFECT EQUIPMENT CORP. shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and each of the President and any Vice President of BERWIND INDUSTRIES, INC. is 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."

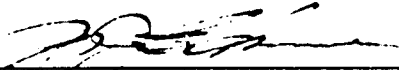
5. BERWIND INDUSTRIES, INC. is the owner of all of the issued shares of PERFECT EQUIPMENT CORP., AND BERWIND INDUSTRIES, INC. waived the mailing of a copy of the Plan of Merger.

6. The laws of the jurisdiction of the organization of BERWIND INDUSTRIES, INC. permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of BERWIND INDUSTRIES, INC.; and the merger of PERFECT EQUIPMENT CORP. into BERWIND INDUSTRIES, INC. is in compliance with the laws of the jurisdiction of organization of BERWIND INDUSTRIES, INC.


7. The effective time and date of the merger herein provided for in the State of Tennessee shall be the later of September 18, 1997 or filing.

Executed on September 15, 1997.

BERWIND INDUSTRIES, INC.

By   
Name: William J. Eckenrode  
Capacity: Vice President

PERFECT EQUIPMENT CORP.

By   
Name: James C. Cook  
Capacity: Vice President

## PLAN OF MERGER

1. BERWIND INDUSTRIES, INC., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of PERFECT EQUIPMENT CORP. which is a business corporation of the State of Tennessee and the subsidiary corporation, hereby merges PERFECT EQUIPMENT CORP. into BERWIND INDUSTRIES, INC. pursuant to the provisions of the Tennessee Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of BERWIND INDUSTRIES, INC.
2. The separate existence of PERFECT EQUIPMENT CORP. shall cease at the effective time and date of the merger pursuant to the provisions of the Tennessee Business Corporation Act; and BERWIND INDUSTRIES, INC. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of PERFECT EQUIPMENT CORP. shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of BERWIND INDUSTRIES, INC. 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."