

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/1998

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
API Ketema Inc.		12/01/1998	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	API Heat Transfer Inc.
Street Address:	2777 Walden Avenue
City:	Buffalo
State/Country:	NEW YORK
Postal Code:	14225
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2084573	HEATPRO
Registration Number:	1033773	WHITLOCK

CORRESPONDENCE DATA

Fax Number: (312)660-0471
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-861-6371
 Email: rprescan@kirkland.com
 Correspondent Name: Renee Prescan
 Address Line 1: 200 E. Randolph Drive
 Address Line 2: Kirkland & Ellis LLP
 Address Line 4: Chicago, ILLINOIS 60601

NAME OF SUBMITTER:	Renee M. Prescan
Signature:	/Renee M. Prescan/

CH \$65.00 2084573

Date:

07/15/2005

Total Attachments: 5

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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

July 11, 2005



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

FOBT208000587

CERTIFICATE OF MERGER

OF

Intercounty - 18

API BASCO INC.

AND

API KETEMA INC.

AND

API SCHMIDT-BRETEN INC.

INTO

API HEAT TRANSFER INC.

BILLED

UNDER SECTION 905 OF THE NEW YORK BUSINESS CORPORATION LAW

The undersigned, being the President and Secretary of API HEAT TRANSFER INC., do hereby certify:

1. The names of each corporation to be merged are API BASCO INC., API KETEMA INC., (which was originally formed under the name PRECISION ACQUISITION CORP. under the laws of the State of Texas) and API SCHMIDT-BRETEN INC. (collectively, the "Subsidiary Corporations") and API HEAT TRANSFER INC. ("Parent Corporation") which was originally formed under the name of API AIRTECH INC. under the laws of the State of New York, with API HEAT TRANSFER INC. as the surviving corporation.

2. The designation and number of outstanding shares of each constituent corporation are:

Name of Corporation Outstanding Shares

API Heat Transfer Inc.	100 shares of common stock, with a \$1.00 par value per share
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API Basco Inc. 100 shares of common stock, with a \$1.00 par value per share

API Ketema Inc. 1 share of common stock, with a \$.01 par value per share

API Schmidt-Bretten Inc. 100 shares of common stock, with a \$1.00 par value per share

3. All of the outstanding shares of the subsidiary Corporations are owned by the Parent Corporation.

4. The date on which and state where the certificate of incorporation of each constituent corporation was filed are:


Name	Certificate of Incorporation Filed	State
API Heat Transfer Inc.	September 20, 1996	New York
API Basco Inc.	September 20, 1996	New York
API Ketema Inc.	March 20, 1996	Texas
API Schmidt-Bretten Inc.	March 3, 1997	New York

5. API KETEMA INC., a corporation incorporated under the laws of the State of Texas, has not filed an application for authority to do business in New York State and does not use a fictitious name in New York State.

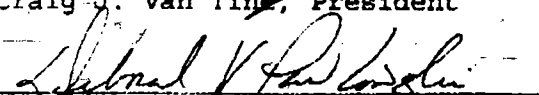
6. The Plan of Merger was adopted by the Board of Directors of the Parent Corporation.

7. The effective date of this merger shall be December 31, 1998.

IN WITNESS WHEREOF, the undersigned have signed this Certificate this 1st day of December 1998 and affirm the statements herein as true under the penalties of perjury.



Craig J. Van Tine, President



Deborah K. Pawlowski, Secretary

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12/31/98

Intercounty - 18

CERTIFICATE OF MERGER

OF

API BASCO INC.
AND
API KETEMA INC.
AND
API SCHMIDT-BRETTEN INC.

INTO

API HEAT TRANSFER INC.

Under Section 905 of the
Business Corporation Law

¹⁰⁰
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 08 1998
TAX S
BY: JAFFA
Erue

JAECKLE FLEISCHMANN & MUGEL, LLP
ATTORNEYS AT LAW

FLEET BANK BUILDING TWELVE FOUNTAIN PLAZA
BUFFALO, NEW YORK 14202-2292

BILLED

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TRADEMARK