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TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.108/08/2006
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Plan of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Harbison-Fischer, Inc.	FORMERLY Harbison-Fischer Manufacturing Co.	02/27/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Harbison-Fischer, L.P.		
Composed Of:	COMPOSED OF Harbison-Fischer Holdings, L.L.C., General Partner		
Street Address:	901 North Crowley Road		
City:	Crowley		
State/Country:	TEXAS		
Postal Code:	76036		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	0651326	BEST PUMPS IN THE OIL PATCH
Registration Number:	1107027	BEST PUMPS IN THE OIL PATCH
Registration Number:	0648219	FLEXITE
Registration Number:	0660320	DUMORE
Registration Number:	1118074	HF
Registration Number:	0698948	DOUBLE-DISPLACEMENT
Registration Number:	0712485	TUFF-TEMPER
Registration Number:	0890061	LOC NO
Registration Number:	2691528	VARIABLE SLIPPAGE PUMP
Registration Number:	2691529	VSP
Registration Number:	2631621	PAMPA GAS PUMP
Registration Number:	2870188	PRO-ALIGN
Registration Number:	2784917	FLAP-TITE

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Registration Number:	2760552	QUIK-SEAL
Registration Number:	2870189	HTC 75+
Registration Number:	2721154	TUFFR
Registration Number:	2721155	TUFFR PLUS
Registration Number:	2865162	INJECTA-PAK
Registration Number:	2853876	INJECTA-BOX
Registration Number:	2950236	ENVIRO-GUARD
Registration Number:	3046828	#9 CARBIDE
Registration Number:	3122680	ADJUSTA-GUIDE

CORRESPONDENCE DATA

Fax Number: (214)200-0853
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 214-651-5917
 Email: lpdocketing@haynesboone.com
 Correspondent Name: Purvi J. Patel
 Address Line 1: 901 Main Street, Suite 3100
 Address Line 4: Dallas, TEXAS 75202-3789

ATTORNEY DOCKET NUMBER:	11209.1
NAME OF SUBMITTER:	Purvi J. Patel
Signature:	/purvijpatel/
Date:	08/08/2006

Total Attachments: 5
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**PLAN OF CONVERSION FOR
HARBISON-FISCHER, INC.**

This Plan of Conversion is entered into on February 27, 2006, by HARBISON-FISCHER, INC., a Delaware corporation, which is converting to a limited partnership organized under the laws of the State of Delaware.

1. HARBISON-FISCHER, INC. hereby adopts this Plan of Conversion, in order to convert to HARBISON-FISCHER, L. P.

2. By the conversion, HARBISON-FISCHER, INC. will be continuing its existence in the form of a Delaware limited partnership.

3. Shares of stock in HARBISON-FISCHER, INC. (the "Corporation") will be converted into partnership interests in HARBISON-FISCHER, L. P., a Delaware limited partnership (the "Partnership"), and into membership interests in HARBISON-FISCHER HOLDINGS, L. L. C., a Delaware limited liability company ("the Company"), as follows:

(a) Each share of Class A Common stock shall be converted into an equivalent number of Voting Partnership Units in the Partnership and Voting Member Units in the Company, and each share of Class B Common stock shall be converted into an equivalent number of Nonvoting Partnership Units in the Partnership and Nonvoting Member Units in the Company.

(b) The Company shall serve as the General Partner of the Partnership, but it shall own no partnership interest in the Partnership.

(c) The Voting and Nonvoting Partnership Units issued to all shareholders of the Corporation shall represent limited partnership interests in the Partnership.

(d) The managers and officers of the Company shall be the same as the current directors and officers, respectively, of the Corporation.

4. The Certificate of Limited Partnership and Limited Partnership Agreement for the Partnership are attached as Exhibits "A" and "B", respectively, to this Plan. The Limited Liability Company Agreement of the Company is attached as Exhibit "C" to this Plan.

5. Upon approval of this Plan of Conversion, certificates representing each shareholder's interest in the Partnership and in the Company shall be issued to each shareholder upon surrender of his stock certificates representing his shares in the Corporation.

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6. The conversion will become effective at the close of business on February 28, 2006, or if later, upon the issuance of the Certificate of Conversion by the Secretary of State of Delaware.

Dated: February 27, 2006

HARBISON-FISCHER, INC.

By: David G. Fischer
David G. Fischer, President

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**UNANIMOUS WRITTEN CONSENT OF
THE SHAREHOLDERS OF
HARBISON-FISCHER, INC.**

Pursuant to Section 228 of the Delaware General Corporation Law, the undersigned, being all of the Shareholders of HARBISON-FISCHER, INC., a Delaware corporation (the "Corporation"), hereby consent in writing to the following resolutions and to the waiver of all notices required for and the holding of a meeting for the purpose of considering the same:

RESOLVED: That the Corporation convert into a Delaware limited partnership in accordance with the Plan of Conversion attached hereto.

DATED: February 27, 2006.



C. K. Fischer, individually and as
Trustee of the C. A. Fischer
Testamentary Trust, the David G.
Fischer 1976 Trust, the Teresa M.
Fischer 1976 Trust, and the Patrick
N. Fischer 1976 Trust

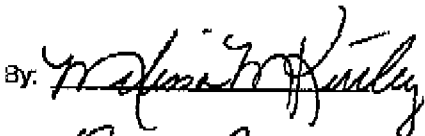


David G. Fischer

Teresa Fischer Howard

Patrick N. Fischer

BUS & CO.

By: 


C. K. Fischer, Jr.

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**UNANIMOUS WRITTEN CONSENT OF
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Fischer 1976 Trust, the Teresa M.
Fischer 1976 Trust, and the Patrick
N. Fischer 1976 Trust

David G. Fischer

Teresa Fischer Howard



Patrick N. Fischer

BUS & CO.

By: _____

C. K. Fischer, Jr.

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**UNANIMOUS WRITTEN CONSENT OF
THE SHAREHOLDERS OF
HARBISON-FISCHER, INC.**

Pursuant to Section 228 of the Delaware General Corporation Law, the undersigned, being all of the Shareholders of HARBISON-FISCHER, INC., a Delaware corporation (the "Corporation"), hereby consent in writing to the following resolutions and to the waiver of all notices required for and the holding of a meeting for the purpose of considering the same:

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Fischer 1976 Trust, the Teresa M.
Fischer 1976 Trust, and the Patrick
N. Fischer 1976 Trust

David G. Fischer



Teresa Fischer Howard

BUS & CO.

Patrick N. Fischer

By: _____

C. K. Fischer, Jr.

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