

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
P.L. Porter Co.		12/28/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Hydro-Aire, Inc.
Street Address:	C/O CRANE CO. 100 First Stamford Place
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	03902
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	0904259	HYDROLOK
Serial Number:	78192915	IMOTION
Registration Number:	1448140	MECHLOK
Registration Number:	1456111	P. L. PORTER CO.
Registration Number:	1456113	PLP
Registration Number:	2417472	PLP
Registration Number:	2605074	SPINLOK

CORRESPONDENCE DATA

Fax Number: (626)577-8800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: pto@cph.com
 Correspondent Name: Christie, Parker & Hale, LLP
 Address Line 1: P.O. Box 7068

CH \$190.00 0904259

Address Line 4: Pasadena, CALIFORNIA 91109-7068

ATTORNEY DOCKET NUMBER:

P621:40.6*2

NAME OF SUBMITTER:

Mark Garscia

Signature:

/Mark Garscia/

Date:

11/06/2006

Total Attachments: 6

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State of California
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 30 2005

BRUCE McPHERSON
Secretary of State

DEC 29 2005

AGREEMENT OF MERGER

OF

P.L. PORTER CO.

(a California corporation),

and

HYDRO-AIRE, INC.

(a California corporation)

AGREEMENT OF MERGER, dated as of December 29, 2005 (this "Agreement"), between P.L. Porter Co., a California corporation, ("P.L. Porter") and Hydro-Aire, Inc., a California corporation ("Hydro-Aire").

1. **The Merger.** At the Effective Date (as defined below), P.L. Porter shall be merged with and into Hydro-Aire (the "Merger") in accordance with the General Corporation Law of the State of California. At the Effective Date, the separate corporate existence of P.L. Porter shall cease and Hydro-Aire shall continue as the surviving corporation of the Merger (the "Surviving Corporation"). The Surviving Corporation shall continue its existence under its present name pursuant to the provisions of the General Corporation Law of the State of California.
2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall be the Articles of Incorporation and Bylaws of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.
3. **Directors and Officers.** The directors and officers of the Surviving Corporation immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified or until the earlier of their death, resignation or removal.
4. **Cancellation of Shares.** Upon the Effective Date, each issued share of P.L. Porter shall be cancelled without consideration. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the Merger.
5. **Effective Date.** The Merger shall become effective on December 31, 2005 (the "Effective Date") immediately following the merger of P.L. Porter Controls, Inc., a California corporation, with and into P.L. Porter in accordance with the provisions of the General Corporation Law of the State of California.
6. **Approval.** This Agreement shall be submitted to the sole shareholder of P.L. Porter for its approval or rejection as required by Section 1202(a) of the General Corporation Law of the

State of California. Approval of the sole shareholder of Hydro-Aire is not required pursuant to Section 1201(b) of the General Corporation Law of the State of California. The respective boards of directors of P.L. Porter and Hydro-Aire shall approve this Agreement in accordance with the provisions of the General Corporation Law of the State of California.

7. Further Action. In the event that this Agreement shall have been approved by the sole shareholder of P.L. Porter in the manner prescribed by the provisions of the General Corporation Law of the State of California, P.L. Porter and Hydro-Aire hereby agree that they will cause to be executed and filed and/or recorded, any document or documents prescribed by the laws of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

8. Additional Action. The Board of Directors and the proper officers of P.L. Porter and of Hydro-Aire, 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 Agreement or of the Merger.

IN WITNESS WHEREOF, P.L. Porter and Hydro-Aire have caused this Agreement to be executed as of the date first written above.

HYDRO-AIRE, INC.

By: Greg Ward
Greg Ward, President

By: Christopher Dee
Christopher Dee, Asst. Secretary

P.L. PORTER CO.

By: Greg Ward
Greg Ward, President

By: Christopher Dee
Christopher Dee, Asst. Secretary

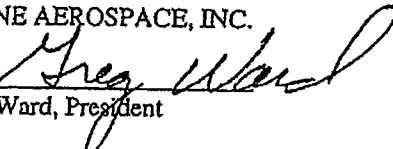
CRANE AEROSPACE, INC.

DECEMBER 28, 2005

Crane Aerospace, Inc., a Delaware corporation (the "Corporation"), owns all of the issued and outstanding capital stock of each of Hydro-Aire, Inc., a California corporation ("Hydro-Aire"), and P.L. Porter Co., a California corporation ("P.L. Porter"). The Corporation, in its capacity as the sole stockholder of P.L. Porter, hereby approves the merger of P.L. Porter with and into Hydro-Aire pursuant to that certain Agreement of Merger attached hereto as Exhibit A.

This approval is made as of the date first above written.

CRANE AEROSPACE, INC.

By: 
Greg Ward, President

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

HYDRO-AIRE, INC.

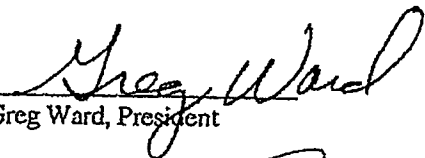
Greg Ward and Christopher Dee state and certify that:

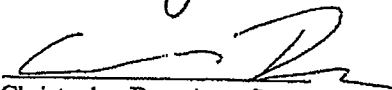
1. They are the President and the Assistant Secretary, respectively, of Hydro-Aire, Inc., a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors of the Corporation.
3. There is only one class of shares and the total number of outstanding shares is 1,000.
4. The Agreement of Merger was entitled to be and was approved by the Board of Directors of the Corporation alone under the provisions of Section 1201 of the General Corporation Law of the State of California.

On the date set forth below, each of the undersigned does hereby declare under penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

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DATE: December, 2005

By: 
Greg Ward, President

By: 
Christopher Dee, Asst. Secretary

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

P.L. PORTER CO.

Greg Ward and Christopher Dee state and certify that:

1. They are the President and the Assistant Secretary, respectively, of P.L. Porter Co., a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the Corporation.
3. There is only one class of shares and the total number of outstanding shares is 100.
4. The shareholder percentage vote required for the aforesaid approval was 100 percent of the outstanding shares.
5. The principal terms of the Agreement of Merger in the form attached were approved by the Corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, each of the undersigned does hereby declare under penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

DATE: December ²⁸, 2005

By: Greg Ward
Greg Ward, President

By: Christopher Dee
Christopher Dee, Asst. Secretary

PI-1490475 v2

