

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/29/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Hastings Filters, Inc.		11/29/2002	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Baldwin Filters, Inc.
Street Address:	4400 East Highway 30
City:	Kearney
State/Country:	NEBRASKA
Postal Code:	68848-6010
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2138935	H

**CORRESPONDENCE DATA**

Fax Number: (815)654-5770  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 815-633-5300  
 Email: aheinisc@reinhardt.com  
 Correspondent Name: Andrew J. Heinisch  
 Address Line 1: 2215 Perrygreen Way  
 Address Line 4: Rockford, ILLINOIS 61107

ATTORNEY DOCKET NUMBER:	505835
NAME OF SUBMITTER:	Andrew J. Heinisch
Signature:	/andrew j. heinisch/

CH \$40.00 2138935

Date:

01/19/2007

**Total Attachments: 3**

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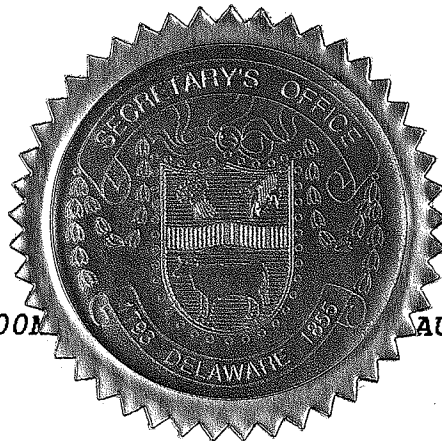
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HASTINGS FILTERS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "BALDWIN FILTERS, INC." UNDER THE NAME OF  
"BALDWIN FILTERS, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE FIFTH DAY OF DECEMBER, A.D. 2002, AT 4:30  
O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2535931 8100M

AUTHENTICATION: 5363630

070057546

DATE: 01-18-07

TRADEMARK  
REEL: 003463 FRAME: 0985

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
HASTINGS FILTER, INC.  
INTO  
BALDWIN FILTERS, INC.**

It is hereby certified that:

1. Baldwin Filters, Inc., (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Hastings Filters, Inc., incorporated under the laws of Delaware on August 23, 1995.
3. Baldwin Filters, Inc. and Hastings Filters, Inc., are the constituent corporations in this merger.
4. The Corporation hereby merges Hastings Filters, Inc. into the Corporation.
5. On November 15, 2002, the Board of Directors of the Corporation adopted the following resolutions to merge Hastings Filters, Inc. into the Corporation:

**WHEREAS**, the Corporation is the owner of all of the outstanding shares of Hastings Filters, Inc. (the "Non-Surviving Corporation"); and

**WHEREAS**, the Corporation deems it advisable to merge into itself the Non-Surviving Corporation; therefore be it

**RESOLVED**, that the Corporation merge, and it hereby does merge into itself, the Non-Surviving Corporation (the "Merger"); and

**FURTHER RESOLVED**, that on the Effective Date (as hereinafter defined), the separate existence of the Non-Surviving Corporation shall cease and the Non-Surviving Corporation shall be merged with and into the Corporation. The Corporation shall, from and after the Effective Date, possess all the rights, privileges, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of the Non-Surviving Corporation; all rights, privileges, powers and franchises of the Non-Surviving Corporation, and all property, real, personal and mixed, of and debts due of the Non-Surviving Corporation on whatever account including stock subscriptions and all other things in action or belonging to the Non-Surviving Corporation shall be vested in the Corporation; and all property, rights, privileges, powers and franchises, and all other interests of the Non-Surviving Corporation shall be thereafter the property of the Corporation and the title to and any real estate vested by deed or otherwise in the Non-Surviving Corporation shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Non-Surviving Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Non-Surviving Corporation shall thenceforth attach to the Corporation, and may be enforced against it to the same extent as if

said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against the Non-Surviving Corporation may be prosecuted to judgment or decree as if the Merger had not taken place, or the Corporation may be substituted in such action or proceeding; and

**FURTHER RESOLVED**, that the issued shares of the Non-Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the Effective Date of the Merger shall be surrendered and cancelled; and

**FURTHER RESOLVED**, that the preparation and execution of any filings related to the Merger required to be made with the Delaware and South Dakota Secretaries of State and the consummation of the transactions contemplated thereby be, and hereby are approved; and

**FURTHER RESOLVED**, that the Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware

**FURTHER RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of the Corporation, to execute and deliver any and all other documents, and to do or cause to be done all acts as such officers may deem necessary or appropriate to effect the transactions contemplated by the Merger documentation referred to above, without limitation, to effect the transfer of any real or personal property, all such acts, whether heretofore or hereafter performed, that are in conformity with the intent of these resolutions being hereby ratified, confirmed and approved in all respects;

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Ownership and Merger to be signed by Norman E. Johnson, its Chairman and Chief Executive Officer, this 29th day of November, 2002.

**BALDWIN FILTERS, INC.**

By: Norman E. Johnson  
Name: Norman E. Johnson

Title: Chairman and Chief Executive Officer