

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/29/1987

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Farr Company		05/29/1987	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Farr Company
Street Address:	2221 Park Place
City:	El Segundo
State/Country:	CALIFORNIA
Postal Code:	90245
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	0808489	F
Registration Number:	1449507	RIGA-FLO

CORRESPONDENCE DATA

Fax Number: (732)530-9808
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 732-530-9404
 Email: tcarter@pattersonsheridan.com
 Correspondent Name: Keith Taboada
 Address Line 1: 595 Shrewsbury Avenue
 Address Line 2: Patterson & Sheridan, LLP
 Address Line 4: Shrewsbury, NEW JERSEY 07702

ATTORNEY DOCKET NUMBER:	CMFL/1253; 1259
NAME OF SUBMITTER:	Keith Taboada

CH \$65.00 0808489

Signature:	/Keith Taboada/
Date:	06/07/2007
Total Attachments: 9 source=CMFL_CALDELMerger#page1.tif source=CMFL_CALDELMerger#page2.tif source=CMFL_CALDELMerger#page3.tif source=CMFL_CALDELMerger#page4.tif source=CMFL_CALDELMerger#page5.tif source=CMFL_CALDELMerger#page6.tif source=CMFL_CALDELMerger#page7.tif source=CMFL_CALDELMerger#page8.tif source=CMFL_CALDELMerger#page9.tif	

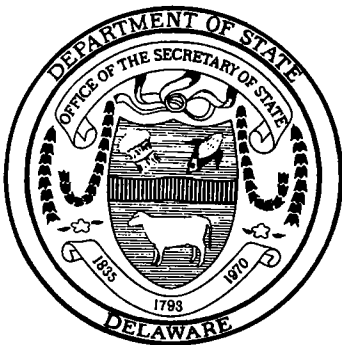


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER (DELAWARE & FOREIGN) OF "FARR COMPANY" FILED IN THIS OFFICE ON THE FIFTH DAY OF JUNE, A.D. 1987, AT 11:17 O'CLOCK A.M.

* * * * *

REEL 5971 FRAME 704



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3262389

DATE: 12/09/1991

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Merger Agreement"), is made as of May 29, 1987, by and between Farr Company, a California corporation ("Farr California"), and Farr Company, a Delaware corporation ("Farr Delaware"); formerly Farr International, Inc. Farr California and Farr Delaware are sometimes referred to herein as the "Constituent Corporations."

The authorized capital stock of Farr California consists of 5,000,000 shares of Common Stock, \$1.00 par value, and the authorized capital stock of Farr Delaware consists of 5,000,000 shares of Common Stock, \$.10 par value. The directors of the Constituent Corporations deem it advisable and to the advantage of said corporations that Farr California merge into Farr Delaware upon the terms and conditions herein provided.

NOW, THEREFORE, the parties hereby adopt the plan of reorganization encompassed by this Merger Agreement and hereby agree that Farr California shall merge into Farr Delaware on the following terms, conditions and other provisions:

I

TERMS AND CONDITIONS

1.1 *Merger.* Farr California shall be merged with and into Farr Delaware, and Farr Delaware shall be the surviving corporation (the "Surviving Corporation") effective upon the date when this Merger Agreement is filed with the Secretary of State of the State of Delaware (the "Effective Date").

1.2 *Succession.* On the Effective Date, Farr Delaware shall succeed to all of the rights, privileges, powers and property, including without limitation all rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description, of Farr California in the manner of and as more fully set forth in Section 259(a) of the General Corporation Law of the State of Delaware.

1.3 *Common Stock of Farr California and Farr Delaware.* Upon the Effective Date, by virtue of the merger and without any further action on the part of the Constituent Corporations or their shareholders, (i) each share of Common Stock of Farr California, \$1.00 par value, issued and outstanding immediately prior to the Effective Date shall be changed and converted into and become one fully paid and nonassessable share of the Common Stock of Farr Delaware, \$.10 par value; and (ii) each share of Common Stock of Farr Delaware, \$.10 par value, issued and outstanding immediately prior to the Effective Date shall be cancelled and returned to the status of authorized but unissued shares, without the payment of any consideration therefor.

1.4 *Stock Certificates.* On and after the Effective Date, all of the outstanding certificates that prior to that time represented shares of the Common Stock of Farr California shall be deemed for all purposes to evidence ownership of and to represent the shares of Farr Delaware into which the shares of Farr California represented by such certificates have been converted as herein provided and shall be so registered on the books and records of Farr Delaware or its transfer agents. The registered owner of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to Farr Delaware or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of Farr Delaware evidenced by such outstanding certificate as provided above.

1.5 *Options.* On the Effective Date, Farr Delaware will assume and continue Farr California's 1983 Stock Option Plan for Key Employees, and the outstanding and unexercised portions of all options to buy Common Stock of Farr California shall become options for the same number of shares of Common Stock of Farr Delaware with no other changes in the terms and conditions of such options, including exercise prices, and effective upon the Effective Date, Farr Delaware hereby assumes the outstanding and unexercised portions of such options and the obligations of Farr California with respect thereto.

REEL 5971 FRAME 705

II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 *Certificate of Incorporation and By-Laws.* The Certificate of Incorporation and By-Laws of Farr Delaware as in effect immediately prior to the Effective Date shall remain the Certificate of Incorporation and By-Laws of Farr Delaware after the Effective Date.

2.2 *Directors and Officers.* The directors and officers of Farr California immediately prior to the Effective Date shall become the directors and officers of Farr Delaware after the Effective Date.

III

MISCELLANEOUS

3.1 *Further Assurances.* From time to time, and when required by Farr Delaware or by its successors and assigns, there shall be executed and delivered on behalf of Farr California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate and necessary in order to vest or perfect, or to conform of record or otherwise, in Farr Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Farr California and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of Farr Delaware are fully authorized in the name and on behalf of Farr California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3.2 *Amendment.* At any time before or after approval by the shareholders of Farr California, this Merger Agreement may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of Farr Delaware and Farr California to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement, including, without limitation, changing Farr Delaware's name to Farr Company or a similar name in the event that such name becomes available in Delaware.

3.3 *Abandonment.* At any time before the Effective Date, this Merger Agreement may be terminated and the merger may be abandoned by the Board of Directors of Farr California, notwithstanding the approval of this Merger Agreement by the shareholders of Farr California, or the consummation of the merger may be deferred for a reasonable period if, in either case, in the opinion of the Board of Directors of Farr California, such action would be in the best interests of such corporation, including, without limitation, the failure by the Company to obtain (i) any and all consents or approvals from any governmental agency having jurisdiction and other third parties that are required for the lawful consummation of the merger and (ii) the approval by the requisite vote of the shareholders of Farr California in accordance with California law.

3.4 *Governing Law.* This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Boards of Directors of Farr California and Farr Delaware, is hereby executed on behalf of each said corporation and attested by their respective officers thereunto duly authorized.

FARR COMPANY
A California corporation

By: 

Allan B. Foy
President

ATTEST:



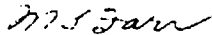
M. S. Farr
Secretary

FARR COMPANY
A Delaware corporation

By: 

Allan B. Foy
President

ATTEST:

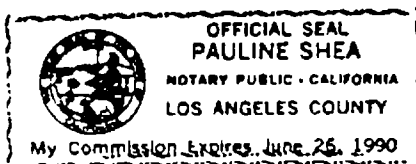


M. S. Farr
Secretary

STATE OF CALIFORNIA)
) SS:
COUNTY OF LOS ANGELES)

On this 29th day of May, 1987, before me, the undersigned, a notary public in and for the State of California, personally appeared Allan B. Foy and M. S. Farr known to me to be the President and Secretary, respectively, of Farr Company, a California corporation, one of the corporations that executed the within instrument, and acknowledged to me that such corporation executed the within instrument.

WITNESS my hand and official seal.

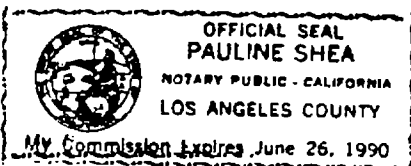


Pauline Shea
Notary Public in and for
the State of California

STATE OF CALIFORNIA)
) SS:
COUNTY OF LOS ANGELES)

On this 29th day of May, 1987, before me, the undersigned, a notary public in and for the State of California, personally appeared Allan B. Foy and M. S. Farr known to me to be the President and Secretary, respectively, of Farr Company, a Delaware corporation, one of the corporations that executed the within instrument, and acknowledged to me that such corporation executed the within instrument.

WITNESS my hand and official seal.



Pauline Shea
Notary Public in and for
the State of California

REEL 5971 FRAME 708

FARR COMPANY
(CALIFORNIA)
OFFICER'S CERTIFICATE
AS TO MERGER PROCEEDING

Pursuant to Section 1103 of the California Corporation Code, the undersigned, Allan B. Foy and M. S. Farr, do hereby certify that they are and have been at all times hereinafter mentioned the duly elected and acting President and Secretary, respectively, of Farr Company, a California corporation, and do further hereby certify that:

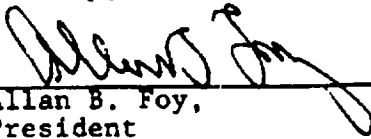
1. The only class of shares of said corporation entitled to vote on the merger which is the subject of the attached Merger Agreement was Common Stock, \$1.00 par value per share, of said corporation.

2. The total number of outstanding shares of such class entitled to vote on the merger was 2,833,662 shares.

3. The percentage vote required for such class was a majority, that is, more than 50%.

4. The said Agreement and Plan of Merger in the form attached was approved by said corporation by the affirmative vote of a number of shares of such class which equaled or exceeded the vote required.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 29th day of May, 1987.


Allan B. Foy,
President


M. S. Farr,
Secretary

REEL 5971 FRAME 709

CERTIFICATE OF THE SECRETARY
OF
FARR COMPANY
(DELAWARE)

The undersigned, M. S. Farr, Secretary of Farr Company, a Delaware corporation, hereby certifies, in accordance with Section 251(c) of the General Corporation Law of the State of Delaware, that the foregoing Agreement and Plan of Merger to which this Certificate is attached was duly executed on behalf of said corporation by the President and attested to by the Secretary and was duly approved and adopted on May 14, 1987 by written consent of the sole holder of all the outstanding shares of capital stock of said corporation which would have been entitled to vote on such matter had a meeting been called for such purpose, pursuant to Section 228 of the General Corporation Law of the State of Delaware which authorizes such action to be so taken.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 29th day of May, 1987,

M.S. Farr
Secretary

RECORDED
PATENT AND TRADEMARK
OFFICE

DEC 30 1991

REEL 5971 FRAME 710

SCHEDULE B
FARR COMPANY

REGISTERED TRADEMARKS

<u>Docket No.</u>	<u>Reg. No.</u>	<u>Issued</u>	<u>Mark</u>
116/271	813,439	08-23-66	DYNAVANE
116/272	812,147	08-02-66	MAGNAMEDIA
116/274	813,440	08-23-66	GLIDE PACK
116/277	795,562	09-07-65	ROTOPAMIC
117/1	796,740	09-28-65	HP 100
117/2	796,739	09-28-65	HP 200
117/3	814,475	09-06-66	FARR
117/20	795,563	09-07-65	PAMIC
118/183	808,489	05-17-66	F & Design
120/230	867,894	04-08-69	DYNACELL
126/173	882,853	12-23-69	UNIPAMIC
134/77	981,602	04-02-74	ECO
159/204	1,219,891	12-14-82	ECO II
165/145	1,316,599	01-29-85	SUPERCLONE
165/146	1,324,324	03-12-85	30/30
165/147	1,324,345	03-12-85	UHD
165/148	1,449,507	07-28-87	RIGA-FLO
165/149	1,290,904	08-21-84	ECOLITE
165/150	1,320,548	02-19-85	TENKAY
173/231	1,414,138	10-21-86	HP-2A
185/7	1,591,908	04-17-90	PURIFARR
185/8	1,576,098 ✓	01-09-90	SMART PULSE
187/286	1,585,511	03-06-90	30/30 & Design
189/271	1,618,651	10-23-90	MICRO-SORB

REEL 5971 FRAME 702

SCHEDULE B

FARR COMPANY

PENDING TRADEMARKS

<u>Docket No.</u>	<u>Serial No.</u>	<u>Filed</u>	<u>Mark</u>
189/269	026,570	02-07-90	SPIN ON
186/287	799,104	05-10-89	2020 AND DESIGN
189/270	026,058	02-06-90	RIGA SORB

REEL 5971 FRAME 703