

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	03/10/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
WHEELock, INC.		03/10/2006	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

Name:	COOPER WHEELock, INC.
Street Address:	820 BEAR TAVERN ROAD
City:	WEST TRENTON
State/Country:	NEW JERSEY
Postal Code:	08628
Entity Type:	CORPORATION: NEW JERSEY

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	75166020	WHEELock

**CORRESPONDENCE DATA**

Fax Number: (713)209-8991  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 7132098783  
 Email: LUPE.YRUEGAS@COOPERINDUSTRIES.COM  
 Correspondent Name: LUPE YRUEGAS  
 Address Line 1: 600 TRAVIS, SUITE 5600  
 Address Line 4: HOUSTON, TEXAS 77002

ATTORNEY DOCKET NUMBER:	(027724) WHEELock
NAME OF SUBMITTER:	LUPE YRUEGAS
Signature:	/LUPE YRUEGAS/

CH \$40.00 75166020

Date:

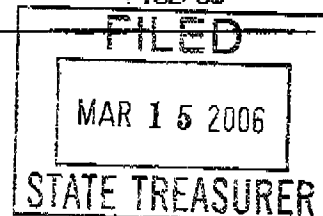
09/14/2007

**Total Attachments: 2**

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**RESTATED CERTIFICATE OF INCORPORATION**  
of  
**WHEELLOCK, INC.**

Pursuant to the provisions of Section 14A:9-5, Corporations, General, of the New Jersey Statutes, the undersigned corporation hereby executes the following Restated Certificate of Incorporation:

1. The name of corporation is Cooper Wheelock, Inc.
2. The purposes for which the corporation is organized is to engage in any and all lawful act or activity for which corporations may be organized under the New Jersey Business Corporation Act.
3. The aggregate number of shares which the corporation shall have authority to issue is 5,500 shares all of which shall be Class A common stock, without par value.
4. The address of the corporation's current registered office is 820 Bear Tavern Road, West Trenton, New Jersey 08628 and the name of its current registered agent at such address is: The Corporation Trust Company.
5. The number of directors constituting the current board of directors is three. The names and addresses of the directors are as follows:

NAMES	ADDRESSES
Grant L. Gawronski	600 Travis, Suite 5800 Houston, Texas 77002
Terry A. Klebe	600 Travis, Suite 5800 Houston, Texas 77002
Diane K. Schumacher	600 Travis, Suite 5800 Houston, Texas 77002

6. The duration of the corporation is perpetual.

Signature: *[Signature]*

Date: March 10, 2006

Name: James T. Burrell

Title: Vice President

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**Restated Certificate of Incorporation  
of  
WHELLOCK, INC.**

Pursuant to N.J.S.A. 14A:9-5 (5), the undersigned corporation hereby executes the following certificate:

1. Name of Corporation: Cooper Wheelock, Inc.
2. Restated Certificate of Incorporation was adopted on the day of 10<sup>th</sup> day of March, 2006.
3. At the time of adoption of the Restated Certificate of Incorporation, the number of outstanding shares or each class or series entitled to vote thereon as a class and the vote of such shares, was:

<u>Class or Series</u>	<u>Total Number of Shares Entitled to Vote</u>	<u>Number of Shares Voted</u>	
		<u>For</u>	<u>Against</u>
Class A Common	1,000	1,000	-0-

4. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation as follows:

The first article is amended to change the name of the corporation to Cooper Wheelock, Inc. The new article reads as follows:

1. The name of corporation is Cooper Wheelock, Inc.

The corporation's purposes clause, previously set forth in article three, is simplified. The new article reads as follows:

2. The purposes for which the corporation is organized is to engage in any and all lawful act or activity for which corporations may be organized under the New Jersey Business Corporation Act.

The corporation's authorized capital, previously set forth in article fourth, is amended to reclassify all of the authorized shares to Class A common shares. The new article reads as follows:

3. The aggregate number of shares which the corporation shall have authority to issue is 5,500 shares all of which shall be Class A common stock, without par value.

Signature: James T. Burrell

Date: March 10, 2006

Name: James T. Burrell

Title: Vice President

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