

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
N-C ACQUISITION LLC		06/30/2007	LIMITED LIABILITY COMPANY:

RECEIVING PARTY DATA

Name:	RECTUS-TEMA CORPORATION
Street Address:	164 POINTE SOUTH DR.
City:	RANDLEMAN
State/Country:	NORTH CAROLINA
Postal Code:	27317
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1167285	NYCOIL
Registration Number:	0796395	NYCOIL
Registration Number:	1889886	SUPERCOIL
Registration Number:	1547383	SUPERSLICK

CORRESPONDENCE DATA

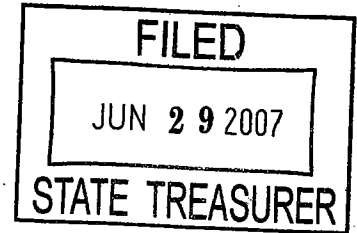
Fax Number: (216)896-4027
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 216 896 2212
 Email: ssieger@parker.com
 Correspondent Name: PARKER-HANNIFIN CORPORATION
 Address Line 1: 6035 PARKLAND BLVD.
 Address Line 4: CLEVELAND, OHIO 44124

NAME OF SUBMITTER:	JOHN A. MOLNAR, ESQ.
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CH \$115.00 1167285

Signature:	/JOHN MOLNAR/
Date:	11/05/2007
Total Attachments: 5 source=NJ Cert of Merger NCAcquisition into Rectus Tema#page1.tif source=NJ Cert of Merger NCAcquisition into Rectus Tema#page2.tif source=NJ Cert of Merger NCAcquisition into Rectus Tema#page3.tif source=NJ Cert of Merger NCAcquisition into Rectus Tema#page4.tif source=NJ Cert of Merger NCAcquisition into Rectus Tema#page5.tif	

New Jersey Division of Revenue
Certificate of Merger/Consolidation
(Profit Corporations)



This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the State Treasurer. Applicants are advised to seek out private legal advice before submitting filings to the Department of the Treasury, Division of Revenue's office.
*pursuant to NJSA 42:2A

1. Type of Filing (check one): Merger Consolidation

2. Name of Surviving Business Entity: Rectus-Tema Corp.

3. Name(s)/Jurisdiction(s) of All Participating Business Entities including Surviving Entity:

Name	Jurisdiction	Identification # Assigned by Treasurer (if applicable)
N-C Acquisition LLC	New Jersey	0600086730
Rectus-Tema Corp.	New Jersey	0100112875

4. Date Merger/Consolidation adopted: 6/28/07

5. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name N-C Acquisition LLC Outstanding Shares
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-b Corp. Name Rectus-Tema Corp. Outstanding Shares 350
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

-c Corp. Name _____ Outstanding Shares _____
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Voting For _____ Voting Against _____ ; OR

Merger/consolidation plan was adopted by the unanimous written consent of the shareholders without a meeting (check)

6. Service of Process Address (For use if the surviving business entity is not authorized or registered by the State Treasurer: Parker-Hannifin Corporation, 6035 Parkland Blvd., Cleveland, OH 44124 Attn: Secretary)

The surviving business entity agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger/consolidation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the surviving business entity at the Service of Process address stated above.

The Surviving Business Entity also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.

7. Effective Date (see inst.): June 30, 2007

at 12:01 a.m. eastern time for accounting purposes

Signature	Name	Title	Date
<u>Thomas A. Piraino, Jr.</u>	<u>Thomas A. Piraino, Jr.</u>	<u>Vice President & Secretary</u>	<u>6/29/07</u>
<u>Thomas A. Piraino, Jr.</u>	<u>Thomas A. Piraino, Jr.</u>	<u>Vice President & Secretary</u>	<u>6/29/07</u>

Thomas A. Piraino, Jr. is signing for both N-C Acquisition LLC and Rectus-Tema Corp. _____

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, a Tax Clearance Certificate for each participating corporation.

NJ Division of Revenue, PO Box 308, Trenton NJ 08646

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 28th day of June, 2007, by and between Rectus-Tema Corp., a New Jersey Corporation ("Tema"), and N-C Acquisition, LLC, a New Jersey limited liability company ("NC"), said entities hereinafter collectively referred to as the "Constituent Entities."

WHEREAS, the sole Member of NC and the Board of Directors of Tema deem it advisable that NC be merged into Tema in accordance with the applicable provisions of the New Jersey Business Corporation Act.

NOW, THEREFORE, the Constituent Entities in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: NC shall be merged with and into Tema with Tema surviving the merger.

SECOND: The Amended Articles of Incorporation of NC, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of Tema until they shall be amended or repealed as provided therein.

THIRD: The manner of converting the outstanding interests of the sole Member of NC into the share or other securities of Tema shall be as follows:

(a) On the Effective Date (hereinafter defined), the outstanding interests of the sole Member of NC shall be deemed cancelled.

(b) The present holders of NC's common stock shall continue to hold the same share certificates in Tema that they now hold, and such share certificates shall continue to represent the like number of shares of Tema from and after the Effective Date (hereinafter defined).

FOURTH: The terms and conditions of the merger are as follows:

(a) The Code of Regulations of Tema as it shall exist on the effective date of this Agreement shall be and remain the Code of Regulations of Tema until the same shall be altered, amended or repealed as therein provided.

(b) The Directors and Officers of Tema shall continue in office until the next Annual Meeting of Shareholders and until their successors shall have been elected and qualified.

(c) This merger shall be effective on June 30, 2007 at 12:01 a.m. eastern time (the "Effective Date").

(d) On the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of NC shall be transferred to, vested in and devolve upon Tema without further act or deed and all property, rights, and every other interest of Tema and NC shall be as effectively the property of Tema as they were of Tema and NC, respectively. NC hereby agrees from time to time, as and when requested by Tema or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Parker may deem necessary or desirable in order to vest in and confirm to SFI title to and possession of any property of NC acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the sole Member of NC and the proper officers and Directors of Tema are fully authorized in the name of NC or otherwise to take any and all such action.

IN WITNESS WHEREOF, the Constituent Entities have duly executed this Agreement and Plan of Merger.

RECTUS-TEMA CORP.

By: Thomas A. Piraino, Jr.
Thomas A. Piraino, Jr.
Vice President and Secretary

N-C ACQUISITION, LLC

By: Rectus-Tema Corp., its Sole Member

By: Thomas A. Piraino, Jr.
Thomas A. Piraino, Jr.
Vice President and Secretary