

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
Harbison-Fischer, L.P.		06/25/2007	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Harbison-Fischer, Inc.
Street Address:	901 Crowley Street
City:	Crowley
State/Country:	TEXAS
Postal Code:	76036
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	0651326	BEST PUMPS IN THE OIL PATCH
Registration Number:	1107027	BEST PUMPS IN THE OIL PATCH
Registration Number:	0698948	DOUBLE-DISPLACEMENT
Registration Number:	0660320	DUMORE
Registration Number:	2950236	ENVIRO-GUARD
Registration Number:	2784917	FLAP-TITE
Registration Number:	0648219	FLEXITE
Registration Number:	1118074	HF
Registration Number:	2870189	HTC 75+
Registration Number:	2853876	INJECTA-BOX
Registration Number:	2865162	INJECTA-PAK
Registration Number:	0890061	LOC NO

CH \$615.00 0651326

Registration Number:	2631621	PAMPA GAS PUMP
Registration Number:	2870188	PRO-ALIGN
Registration Number:	2780552	QUIK-SEAL
Registration Number:	2721154	TUFFR
Registration Number:	2721155	TUFFR PLUS
Registration Number:	0712485	TUFF-TEMPER
Registration Number:	2691528	VARIABLE SLIPPAGE PUMP
Registration Number:	2691529	VSP
Serial Number:	78971623	HARBISON-FISCHER
Serial Number:	78971624	SAND-PRO
Registration Number:	3046828	#9 CARBIDE
Registration Number:	3122680	ADJUSTA-GUIDE

CORRESPONDENCE DATA

Fax Number: (214)200-0853
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 214.651.5248
Email: david.bell@haynesboone.com
Correspondent Name: David A. Bell
Address Line 1: 901 Main Street
Address Line 2: Suite 3100
Address Line 4: Dallas, TEXAS 75202-3789

ATTORNEY DOCKET NUMBER:	11209.1
NAME OF SUBMITTER:	David A. Bell
Signature:	/David A. Bell/
Date:	11/19/2007

Total Attachments: 7
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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 MERGER, WHICH MERGES:

"HARBISON-FISCHER, L.P.", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "HARBISON-FISCHER, INC." UNDER THE NAME OF "HARBISON-FISCHER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 2007, AT 12:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2007.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4377629 8100M

070744769



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5789906

DATE: 06-25-07

TRADEMARK
REEL: 003662 FRAME: 0718

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED PARTNERSHIP
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 263(a) of the Delaware General Corporation Law and Title 6, Section 17-211 of the Delaware Limited Partnership Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is HARBISON-FISCHER, INC., a Delaware Corporation, and the name of the limited partnership being merged into this surviving corporation is HARBISON-FISCHER, L. P.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited partnership.

THIRD: The name of the surviving corporation is HARBISON-FISCHER, INC.

FOURTH: The merger is to become effective at the close of business on June 30, 2007.

FIFTH: The Agreement of Merger is on file at 901 Crowley Street, Crowley, Texas 76036, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or partner of any constituent limited partnership.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 25 day of June, 2007.

HARBISON-FISCHER, INC.

By: 
David G. Fischer, President

2250.08119/274813

*State of Delaware
Secretary of State
Division of Corporations
Delivered 12:33 PM 06/25/2007
FILED 12:34 PM 06/25/2007
SRV 070744769 - 4377629 FILE*

**TRADEMARK
REEL: 003662 FRAME: 0719**

Delaware

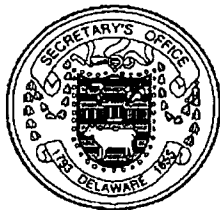
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The First State

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 INCORPORATION OF "HARBISON-FISCHER, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JUNE, A.D. 2007, AT 7:36 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4377629 8100
070743660



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5789721

DATE: 06-25-07

TRADEMARK
REEL: 003662 FRAME: 0720

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A CLOSE CORPORATION

First: The name of the corporation is HARBISON-FISCHER, INC.

Second: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of the registered agent is The Corporation Trust Company.

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Fourth: The amount of the total stock of this corporation that it is authorized to issue is Five Thousand (5,000) shares with a par value of \$.10 per share. Twenty-Five hundred (2,500) of the authorized shares shall be designated as Class A Common Stock, and Twenty-Five Hundred (2,500) of the authorized shares shall be designated as Class B Common Stock. The two classes of common stock shall be identical in all respects, except that the holders of Class B Common Stock shall have voting power only as may be authorized by this Certificate of Incorporation or by law. Except as so authorized, the holders of Class A Common Stock shall have full voting power for all purposes to the exclusion of the holders of Class B Common Stock.

Fifth: The name and mailing address of the incorporator are as follows:

James L. Stripling
801 Cherry Street, Unit 46
Fort Worth, Texas 76102

Sixth: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

Seventh: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

Eighth: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

Ninth: The affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of each class of authorized shares shall be required in the following cases, and in each such case the holders of Class B Common Stock shall have voting rights:

(a) Any merger involving the corporation, other than a merger referred to in Section 251(f) of the Delaware General Corporation Law.

(b) The sale, lease, or other transfer of substantially all of the assets of the corporation.

(c) The dissolution of the corporation.

(d) Any amendment to the Certificate of Incorporation, except that holders of Class B Common Stock shall be entitled to vote as a class upon a proposed amendment only to the extent permitted by Section 242(b)(2) of the Delaware General Corporation Law.

Tenth: The name and mailing address of each person who is to serve as a director until the first annual meeting of the shareholders or until a successor is elected and qualified, are as follows:

C. K. Fischer	P.O. Box 2477 Fort Worth, Texas 76113-2477
Jill A. Fischer	P.O. Box 2477 Fort Worth, Texas 76113-2477
C. K. Fischer, Jr.	P.O. Box 2477 Fort Worth, Texas 76113-2477
David G. Fischer	P.O. Box 2477 Fort Worth, Texas 76113-2477
Teresa Fischer Howard	P.O. Box 2477 Fort Worth, Texas 76113-2477
Patrick N. Fischer	P.O. Box 2477 Fort Worth, Texas 76113-2477

Eleventh: The written consent of the corporation shall be required for any transfer of shares, except for transfers to any of the following persons or entities:

(a) Any person who is, as of the date the Certificate of Incorporation is filed, a partner of HARBISON-FISCHER, L. P., a Delaware limited partnership.

(b) Any person who is a spouse, ancestor, descendant, sibling, or descendant of a sibling of a person referred to in (a) or of a person who is the beneficiary of a trust that is a partner of HARBISON-FISCHER, L. P.

(c) Any trust all the beneficiaries of which are persons referred to in (a) or (b).

(d) Any charitable organization described in Section 170(c) of the Internal Revenue Code of 1986, as amended.

I, **The Undersigned**, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the

facts herein stated are true, and I have accordingly hereunto set my hand this 22^d day of June, 2007.


James L. Stripling, Incorporator

2250.08119/274738

Harbison-Fischer, L.P.
901 Crowley Road
Crowley, TX 76036
Ph: 817-336-2400

CONSENT TO USE OF NAME

HARBISON-FISCHER, L.P., a Delaware limited partnership, hereby consents to the use of the name "HARBISON-FISCHER, INC." by a Delaware corporation of that name.

Dated: June 20, 2007

HARBISON-FISCHER, L.P.

By: Harbison-Fischer Holdings, L.L.C.
General Partner

By: 
David G. Fischer, President

2250.081 18/275275