

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/13/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tomco Products, Inc.		11/13/2003	CORPORATION:

RECEIVING PARTY DATA

Name:	Hoke Incorporated
Street Address:	405 Centura Court
City:	Spartanburg
State/Country:	SOUTH CAROLINA
Postal Code:	29303
Entity Type:	CORPORATION: SOUTH CAROLINA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2676636	TOMCO

CORRESPONDENCE DATA

Fax Number: (717)237-5300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 717-232-8000
 Email: trademarks@mwn.com
 Correspondent Name: Holly J. Lawrence
 Address Line 1: 100 Pine Street, P.O. Box 1166
 Address Line 4: Harrisburg, PENNSYLVANIA 17108-1166

ATTORNEY DOCKET NUMBER:	22026-0001
NAME OF SUBMITTER:	Holly J. Lawrence
Signature:	/Holly J. Lawrence/

Date:

01/02/2008

Total Attachments: 7

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WRITTEN CONSENT OF THE SOLE STOCKHOLDER OF
TOMCO PRODUCTS, INC.
PURSUANT TO PROVISION 1701.78 OF THE
GENERAL CORPORATION LAW OF THE
STATE OF OHIO

CIRCOR International, Inc., a Delaware corporation, and the sole stockholder of all the issued and outstanding shares of common stock of Tomco Products, Inc., an Ohio corporation ("Tomco Products"), does hereby consent to the adoption of, and does hereby adopt and approve, the following resolution by written consent pursuant to Provision 1701.78 of the General Corporation Law of the State of Ohio.

RESOLVED that Tomco Products enter into and perform the transactions contemplated by the Agreement and Plan of Merger dated as of November 13, 2003, between Tomco Products and Hoke, Inc., a New York corporation.

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the 13th day of November, 2003.

CIRCOR INTERNATIONAL, INC.

By: _____

Name:

Title:

Alan J. Glass

Secretary

TRADEMARK

REEL: 003687 FRAME: 0671

TOMCO PRODUCTS, INC.**Unanimous Written Consent of the Board of Directors**

November 13, 2003

The undersigned, being all of the Directors of Tomco Products, Inc., an Ohio corporation ("Tomco Products" or "Merging Corporation"), do hereby take and consent to the taking of the following actions as of the date above written as though said actions had been taken at a meeting of the Board of Directors duly called and held, at which a quorum was present and acting throughout:

Approval of Agreement and Plan of Merger

RESOLVED: That the Agreement and Plan of Merger by and among Hoke, Inc., a New York corporation ("Hoke" or "Surviving Corporation"), and Tomco Products, in substantially the form attached hereto as Exhibit A (the "Agreement and Plan of Merger"), pursuant to which, among other things, (i) Tomco Products will merge with and into Hoke, with Hoke being the surviving corporation (the "Merger"), and (ii) each issued and outstanding share of the capital stock of Tomco Products shall be cancelled, and the transactions contemplated thereby, with such changes therein as may be hereafter approved by the Authorized Officers (as defined below), are hereby approved and adopted subject to approval and adoption by the stockholders of Tomco Products.

RESOLVED: That the Agreement and Plan of Merger be submitted to the sole stockholder of Tomco Products for its consideration, approval and adoption.

RESOLVED: That the proper authorized officers of Tomco Products (the "Authorized Officers") be, and each of them with full power to act without the others hereby is authorized and empowered to negotiate, execute and deliver, in the name and on behalf of Tomco Products, the Agreement and Plan of Merger in such form, and with, to the extent permitted by law, such changes as the Authorized Officer executing the same may approve, such approval to be conclusively evidenced by such Authorized Officer's execution and delivery of the Agreement and Plan of Merger.

RESOLVED: That the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and empowered to execute and deliver for filing with the Secretary of State of each of the States of Ohio and New York at such time as is contemplated by the Agreement and Plan of Merger, in the name and on behalf of Tomco Products, a certificate of merger in such form as the Authorized Officer executing the same may approve, such approval to be conclusively evidenced by such Authorized Officer's execution and delivery thereof.

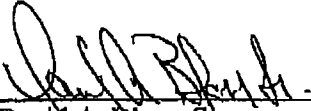
Omnibus Resolutions

LIBC/1841000.1

RESOLVED: To authorize, empower and direct the Authorized Officers, and each of them acting singly, (i) to execute and deliver in the name of and on behalf of Tomco Products any and all documents referred to in any of the foregoing resolutions and any and all additional documents, including, without limitation, agreements, certificates and other instruments necessary to effectuate any of the foregoing resolutions or any of the transactions contemplated thereby, all with such changes therein as any said Authorized Officer may deem necessary or desirable, and (ii) to take such action, or to cause others to take such action in the name of and on behalf of Tomco Products as may in the judgment of the Authorized Officer so acting be necessary or desirable in connection with, or in the furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby, and the execution and delivery of any such document, agreement, certificate, or other instrument or the taking of any such action shall conclusively establish such Authorized Officer's authority hereunder to so act.

RESOLVED: To ratify, confirm and approve any and all actions taken, filings made, expenses paid or things done by the Authorized Officers, or any of them acting singly, in connection with any of the foregoing resolutions.

RESOLVED: That this consent be filed with the records of Tomco Products.



David A. Bloss, Sr.

Alan R. Carlsen



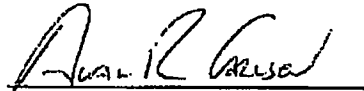
Kenneth W. Smith

RESOLVED: To authorize, empower and direct the Authorized Officers, and each of them acting singly, (i) to execute and deliver in the name of and on behalf of Tomco Products any and all documents referred to in any of the foregoing resolutions and any and all additional documents, including, without limitation, agreements, certificates and other instruments necessary to effectuate any of the foregoing resolutions or any of the transactions contemplated thereby, all with such changes therein as any said Authorized Officer may deem necessary or desirable, and (ii) to take such action, or to cause others to take such action in the name of and on behalf of Tomco Products as may in the judgment of the Authorized Officer so acting be necessary or desirable in connection with, or in the furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby, and the execution and delivery of any such document, agreement, certificate, or other instrument or the taking of any such action shall conclusively establish such Authorized Officer's authority hereunder to so act.

RESOLVED: To ratify, confirm and approve any and all actions taken, filings made, expenses paid or things done by the Authorized Officers, or any of them acting singly, in connection with any of the foregoing resolutions.

RESOLVED: That this consent be filed with the records of Tomco Products.

David A. Bloss, Sr.



Alan R. Carlsen

Kenneth W. Smith

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), is dated as of November 13, 2003, by and between Hoke, Inc, a New York corporation ("Hoke" or "Surviving Corporation"), and Tomco Products, Inc., an Ohio corporation, formerly incorporated as Commercial Screw Products, Inc. ("Tomco Products" or "Merging Corporation").

WITNESSETH:

WHEREAS, Hoke is a corporation duly organized and existing under the laws of the State of New York; and

WHEREAS, Tomco Products is a corporation duly organized and existing under the laws of the State of Ohio; and

WHEREAS, the principal office of Hoke is located at 405 Centura Court, Spartanburg, South Carolina 29303; and

WHEREAS, Hoke has outstanding 6,000 shares of common stock, 3,000 shares of series 1 preferred stock, 6,000 shares of series 2 preferred stock, and 1,380 shares of series 3 preferred stock; and

WHEREAS, Tomco Products has outstanding 2,270 shares of Class A common stock and 2,166 shares of Class B common stock; and

WHEREAS, the Boards of Directors of the parties hereto deem it desirable, upon the terms and subject to the conditions herein stated, that Tomco Products be merged with and into Hoke and that Hoke be the Surviving Corporation, pursuant to and in accordance with the provisions of Title 17 of the Ohio General Corporation Law and Article 9 of the New York Business Corporation Law; and

WHEREAS, the Boards of Directors of the parties hereto have adopted and approved this Agreement and have resolved to submit this Agreement to the stockholders of Hoke and the stockholders of Tomco Products, having further resolved that the adoption and approval of this Agreement by such stockholders is desirable.

NOW, THEREFORE, it is agreed as follows:

SECTION 1 - TERMS

1.1 At the Effective Time of the Merger (as hereinafter defined), Tomco Products shall be merged with and into Hoke in accordance with the provisions of applicable law and this Agreement, with Hoke remaining in existence as the Surviving Corporation (the "Merger").

1.2 As of the Effective Time of the Merger:

(a) The Certificate of Incorporation of Hoke as in effect immediately prior to the Effective Time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation from and after the Effective Time of the Merger until further amended in accordance with the laws of the State of New York.

(b) The Bylaws of Hoke as in effect immediately prior to the Effective Time of the Merger shall be the Bylaws of Hoke from and after the Effective Time of the Merger until further amended in accordance with the laws of the State of New York, the Certificate of Incorporation, and the Bylaws of Hoke.

(c) Each share of Tomco Products capital stock prior to the Effective Time of the Merger shall be cancelled as of the Effective Time of the Merger, and no such shares or other securities shall be issued in respect thereof.

(d) The Directors of Hoke as of the Effective Time of the Merger shall continue in office as Directors of the Surviving Corporation until the next annual meeting of stockholders and until their successors shall have been duly elected and qualified or until their earlier resignation or removal.

(e) The officers of Hoke as of the Effective Time of the Merger shall continue in office as officers of the Surviving Corporation until their successors are duly elected and qualified or until their earlier resignation or removal.

(f) Each share of Hoke common stock issued and outstanding before the Effective Time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

1.3 Certain Effects of the Merger. The separate existence and the corporate organization of Tomco Products shall cease at the Effective Time of the Merger except insofar as it may be continued by law, and thereupon Tomco Products and Hoke shall be a single corporation, sometimes referred to as the "Surviving Corporation." At the Effective Time of the Merger, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, powers, and franchises, both public and private in nature, and all the property, real, personal and mixed, and all debts due on whatever account, including, subscriptions for shares, and all other things in action or belonging to Tomco Products shall be vested in the Surviving Corporation, and all property, rights, privileges, powers, and franchises, and every other interest shall be thereafter the property of the Surviving Corporation. All rights of creditors and all liens upon any property of Tomco Products shall be preserved unimpaired, and all debts, liabilities, and duties of Tomco Products shall attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties had been incurred or contracted by it.

SECTION 2 - EFFECTIVE TIME

2.1 This Agreement shall be submitted to the stockholders entitled to vote thereon of each of Hoke and Tomco Products as provided by the applicable laws of the States of New York and Ohio, respectively. If this Agreement is duly adopted by the requisite votes of such stockholders and is not terminated as contemplated by Section 3 of this Agreement, (i) a Certificate of Merger, executed in accordance with the laws of the State of New York, shall be

filed with the Secretary of State of New York, and (ii) a Certificate of Merger, executed in accordance with the laws of the State of Ohio, shall be filed with the Secretary of State of Ohio. The merger shall become effective immediately upon the filing of such Certificates of Merger with the Secretary of State of New York and the Secretary of State of Ohio, respectively, herein sometimes referred to as the "Effective Time of the Merger."

SECTION 3 - AMENDMENT, TERMINATION AND GOVERNING LAW

3.1 At any time prior to the Effective Time of the Merger, this Agreement may be amended by the Boards of Directors of Hoke and Tomco Products to the extent permitted by New York and Ohio law, respectively, notwithstanding favorable action on the merger by the stockholders of either or both of Hoke and Tomco Products.

3.2 At any time prior to the Effective Time of the Merger, this Agreement may be terminated and abandoned by the Boards of Directors of Hoke and Tomco Products, notwithstanding favorable action on the merger by the stockholders of either or both of Hoke and Tomco Products.

3.3 This Agreement shall be governed by and construed in accordance with the laws of the States of New York and Ohio.

IN WITNESS WHEREOF, each of Hoke and Tomco Products have caused this Agreement to be executed and each corporate seal affixed as of the date first above written.

HOKE, INC.

By: _____
Name:
Title:

TOMCO PRODUCTS, INC.

By: _____
Name:
Title: