

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	DISSOLUTION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Powell-ESCO Company		12/21/2005	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Powell Industries, Inc.		
Street Address:	P.O. Box 12818		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77217		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2642838	ARCWHIPPER	
CORRESPONDENCE DATA			
Fax Number:	(214)745-5390		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2147455226		
Email:	awalker@winstead.com		
Correspondent Name:	Andrea Walker, Winstead PC		
Address Line 1:	P.O. Box 50784		
Address Line 4:	DALLAS, TEXAS 75250-0784		
ATTORNEY DOCKET NUMBER:	10811-K000US1 ARCWHIPPER		
NAME OF SUBMITTER:	Andrea Walker		
Signature:	/Andrea Walker/		
Date:	02/06/2008		

OP \$40.00 2642838

Total Attachments: 5

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FILED
In the Office of the
Secretary of State of Texas

DEC 21 2005

**ARTICLES OF DISSOLUTION
OF
POWELL-ESCO COMPANY**

Corporations Section

Pursuant to the provisions of Article 6.06 of the Texas Business Corporations Act, the undersigned corporation, Powell-ESCO Company (the "Corporation"), hereby adopts the following articles of dissolution:

I.

The name of the corporation is Powell-ESCO Company, and the file number of the corporation is 118501600.

II.

The names and addresses of the officers of the Corporation are as follows:

Name	Office Held	Address
Thomas W. Powell	President	8550 Mosley Drive Houston, Texas 77075
Don R. Madison	Vice President, Secretary and Treasurer	8550 Mosley Drive Houston, Texas 77075
Milburn E. Honeycutt	Assistant Secretary and Assistant Treasurer	8550 Mosley Drive Houston, Texas 77075

III.

The names and addresses of the directors of the Corporation are as follows:

Name	Address
Thomas W. Powell	8550 Mosley Drive Houston, Texas 77075
Don R. Madison	8550 Mosley Drive Houston, Texas 77075

IV.

A written consent to dissolve the Corporation was signed by the Corporation's sole shareholder on December 16, 2005.

V.

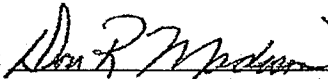
All debts, liabilities and obligations of the Corporation have been paid, satisfied and discharged.

VI.

The remainder of the properties and assets of the Corporation have been distributed to the Corporation's sole shareholder.

Executed the 16th day of December, 2005.

POWELL-ESCO COMPANY

By: 
Don R. Madison, Vice President

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF
POWELL-ESCO COMPANY
IN LIEU OF A SPECIAL MEETING**

December 16, 2005

The undersigned, who is the sole shareholder of Powell-Esco Company, a Texas corporation (the "Company"), does hereby vote for, approve, adopt and consent to the following resolutions:

RESOLVED, that the Plan of Dissolution of the Company, attached hereto as Exhibit A, be and the same hereby is approved and adopted.

RESOLVED FURTHER, that the dissolution of the Company, as contemplated by said Plan of Dissolution, be and hereby is authorized, and the Board of Directors and the proper officers be and they hereby are authorized and directed on behalf of the Company to do and perform any and all acts and things and execute and deliver or file any and all instruments, articles or other documents which they may, in their discretion, deem to be necessary or desirable to effectuate said Plan of Dissolution and such dissolution of the Company, including but not limited to Articles of Dissolution pursuant to Article 6.06 of the Texas Business Corporation Act, and to cause the Company to be dissolved and its assets to be distributed to its sole shareholder (or, at its direction, to its wholly-owned subsidiary) in cancellation of all the outstanding stock.

IN WITNESS WHEREOF, the undersigned has executed this consent, effective as of December 16, 2005

POWELL INDUSTRIES, INC.

By:



Don R. Madison, Vice President
and Chief Financial Officer

EXHIBIT A
PLAN OF DISSOLUTION
OF
POWELL-ESCO COMPANY

December 16, 2005

This Plan of Dissolution (the "Plan") is for the purpose of effecting the dissolution of Powell-Esco Company, a Texas corporation (the "Company"), in accordance with the Texas Business Corporation Act pursuant to the following:

1. The Plan as hereby submitted shall be effective upon its approval by a written consent of sole shareholder of the Company (the "Shareholder").

2. Upon adoption of this Plan by the Shareholder, the Company will cease to perform business activities as of the close of business on December 16, 2005 and will terminate its existence as a going concern. The only activities which shall be conducted by the Company are those required for the winding up of its affairs, preserving the value of its assets, and distributing its assets in accordance with this Plan.

3. The Company will give written notice of its intent to dissolve, to be mailed by registered mail, to each known creditor of or claimant against the Company.

4. The Company will satisfy or provide for the satisfaction of its liabilities and will then liquidate and distribute to the Shareholder (or, at the Shareholder's direction, a wholly-owned subsidiary) all assets, subject to any remaining liabilities of the Company to the extent of such assets. The distribution of assets and dissolution is to be effected as promptly as is practicable.

5. The said distribution of assets shall be in exchange for, and in complete redemption and cancellation of, and in payment for, all of the outstanding capital stock of the Company.

6. The officers and directors of the Company shall proceed with the voluntary dissolution of the Company under the laws of the State of Texas as promptly as practicable, and at such time as they may deem appropriate.

7. Within thirty (30) days of the adoption of this Plan by the Shareholder of the Company, the officers of the Company are instructed to file Treasury Form 966 with the District Director of Internal Revenue in Austin, together with a certified copy of this resolution.

8. The officers and directors of the Company are authorized, empowered and directed to execute and file all other documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of Dissolution pursuant to the Texas Business Corporation Act and any tax returns, certificates, documents and other information required to be filed by reason of the dissolution of the Company.

9. The officers and directors of the Company are authorized to execute and consummate this Plan, and to adopt all resolutions, execute all documents, and take all action they deem necessary or desirable for the dissolution of the Company.