

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/18/2000

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Abel Pumps Corporation		08/18/2000	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	AHC, Inc.
Street Address:	7 Overlook
City:	Sewickley
State/Country:	PENNSYLVANIA
Postal Code:	15143
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1478313	ABEL

CORRESPONDENCE DATA

Fax Number: (215)751-1142
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (215) 567-2010
 Email: pnorris@crbcp.com
 Correspondent Name: Caesar, Rivise, Bernstein et al.
 Address Line 1: 1635 Market Street
 Address Line 2: 11th Floor - Seven Penn Center
 Address Line 4: Philadelphia, PENNSYLVANIA 19103-2212

ATTORNEY DOCKET NUMBER:	A1210/30001
NAME OF SUBMITTER:	Eric S. Marzuf
Signature:	/E.S. Marzluf/

CH \$40.00 1478313

Date:

08/29/2008

Total Attachments: 7

source=MERGER Abel Pumps Corp into AHC 081800#page1.tif

source=MERGER Abel Pumps Corp into AHC 081800#page2.tif

source=MERGER Abel Pumps Corp into AHC 081800#page3.tif

source=MERGER Abel Pumps Corp into AHC 081800#page4.tif

source=MERGER Abel Pumps Corp into AHC 081800#page5.tif

source=MERGER Abel Pumps Corp into AHC 081800#page6.tif

source=MERGER Abel Pumps Corp into AHC 081800#page7.tif

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

24

ABEL PUMPS CORP.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0651670

MICROFILM NUMBER: 2000064

0672-0677

X
X

200064-672

553141

Filed in the Department of State on AUG 23 21

[Signature]
Secretary of the Commonwealth

ARTICLES OF MERGER

OF

ABEL PUMPS CORPORATION
(a Pennsylvania corporation)

WITH AND INTO

AHC, INC.
(a Pennsylvania corporation)

AHC, Inc., a Pennsylvania corporation, and Abel Pumps Corporation, a Pennsylvania corporation, pursuant to Section 1926 of the Pennsylvania Consolidated Statutes Annotated (the "Code"), hereby certify that:

1. The name and location of the registered office, including street and number, of AHC, Inc., the domestic surviving corporation, is: 7 Overlook, Sewickley, Allegheny County, Pennsylvania 15143.
2. The name and address, including street and number, of the registered office of Abel Pumps Corporation, the other domestic business corporation that is a party to the merger, is: 7 Overlook, Sewickley, Allegheny County, Pennsylvania 15143.
3. The plan is to be effective upon the filing of these Articles of Merger.
4. The plan of merger, set forth in an Agreement and Plan of Merger (the "Merger Agreement"), has been authorized, adopted, and approved by the directors and shareholders of each of AHC, Inc. and Abel Pumps Corporation, and executed by their duly authorized officers, in accordance with the provisions of Section 1922 and Section 1924 of the Code.
5. The plan of merger, set forth in the Merger Agreement, is attached hereto as Exhibit A and incorporated herein by reference.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

PAV-016-005 STATE

2000 AUG 23 PM 12:53

200064-673

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 15 day of ~~July~~, 2000.

August

AHC, INC.

By: *Larry K. Christensen*
Larry K. Christensen
President

ABEL PUMPS CORPORATION

By: *M.S. Headley*
Martin S. Headley
Vice President

200064 - 674

Exhibit A
Merger Agreement

ODMAPCDOCSATLW048671

200064 - 875**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of July ^{August} 18, 2000, is by and among AHC, Inc., a Pennsylvania corporation, and Abel Pumps Corporation, a Pennsylvania corporation (collectively, the "Constituent Corporations").

RECITALS

The directors of the Constituent Corporations deem it advisable and to the advantage of the Constituent Corporations to merge according to the terms and conditions of this Plan.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The merging corporations are:
 - a. AHC, Inc., a Pennsylvania corporation (the "Surviving Corporation"); and
 - b. Abel Pumps Corporation, a Pennsylvania corporation (the "Predecessor Corporation").
2. Terms and Conditions of the Merger.
 - a. Upon the filing of Articles of Merger with the Secretary of Commonwealth of Pennsylvania pursuant to the laws of the Commonwealth of Pennsylvania (the time at which such filing is completed shall be referred to herein as the "Effective Time"), the Predecessor Corporation shall be merged with and into the Surviving Corporation (the "Merger") and the existence of the Predecessor Corporation shall cease.
 - b. The Articles of Incorporation of the Surviving Corporation as in effect prior to the Merger shall be the Articles of Incorporation of the Surviving Corporation.
 - c. The bylaws of the Surviving Corporation at the Effective Time shall be the bylaws of the Surviving Corporation after the Merger. The directors and officers of the Surviving Corporation at the Effective Time shall be the directors and officers of the Surviving Corporation after the Merger, which persons shall hold office from the Effective Time until their respective successors are duly elected or appointed and qualify in the manner provided in the Articles of Incorporation and bylaws of the Surviving Corporation or as otherwise provided by applicable law.
 - d. At the Effective Time, by virtue of the Merger, and without any further action on the part of the Constituent Corporations or their shareholders, the issued and outstanding shares of capital stock of the Predecessor Corporation shall be cancelled in consideration of the receipt by

::ODMA\PCDOCS\ATL\40484\1\1

200064 - 676

the Surviving Corporation of the property and assets of the Predecessor Corporation, subject to the liabilities and obligations of the Predecessor Corporation.

3. The Plan of Merger shall be submitted to the sole shareholder of the Predecessor Corporation and to the sole shareholder of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the laws of the jurisdiction of incorporation of the Surviving Corporation and the Predecessor Corporation.

4. In the event that the Plan of Merger is approved by the sole shareholder entitled to vote of the Predecessor Corporation in the manner prescribed by the laws of the Commonwealth of Pennsylvania and by the sole shareholder entitled to vote of the Surviving Corporation in the manner prescribed by the laws of the Commonwealth of Pennsylvania, the Predecessor Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Pennsylvania, and that they will cause to be performed all necessary acts to effectuate the merger.

5. The Board of Directors and the proper officers of the Predecessor Corporation and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

200064 - 677

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first above written.

AHC, INC.
(a Pennsylvania corporation)

By: Larry K. Christensen
Larry K. Christensen
President

ABEL PUMPS CORPORATION
(a Pennsylvania corporation)

By: Martin S. Headley
Martin S. Headley
Vice-President, Secretary and Treasurer

ODMA\FPCDOCS\ATLW04841\1