

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/17/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WEBCO, INC.		12/17/2008	CORPORATION:
MAMMOTH, INC.		12/17/2008	CORPORATION:
RECEIVING PARTY DATA			
Name:	MAMMOTH-WEBCO, INC.		
Street Address:	50 KENNEDY PLAZA		
City:	PROVIDENCE		
State/Country:	RHODE ISLAND		
Postal Code:	02903		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3221948	WEBCO INC.	
Registration Number:	1069798	HYDROBANK	
Registration Number:	0924261	MAMMOTH	
Registration Number:	1552577	VARI-CONE	
Registration Number:	2717141	VARIZONE	
Registration Number:	2621223	GOVERNAIR	
CORRESPONDENCE DATA			
Fax Number:	(646)848-4455		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	212-848-4455		
Email:	jlik@shearman.com		
Correspondent Name:	Gloria Jung		
Address Line 1:	599 Lexington Avenue		

CH \$165.00 3221948

900129741

TRADEMARK
REEL: 003955 FRAME: 0713

Address Line 2: Shearman & Sterling LLP
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 3232/615

NAME OF SUBMITTER: GLORIA JUNG

Signature: /GLORIA JUNG/

Date: 03/19/2009

Total Attachments: 4

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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:

"WEBCO, INC.", A MISSOURI CORPORATION,

WITH AND INTO "MAMMOTH, INC." UNDER THE NAME OF "MAMMOTH-WEBCO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2008, AT 2:36 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2009, AT 12:05 O'CLOCK A.M.

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



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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7035562

DATE: 12-18-08

CERTIFICATE OF MERGER

OF

WEBCO, INC.

AND

MAMMOTH, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) WEBCO, INC., which is incorporated under the laws of the State of Missouri; and

(ii) MAMMOTH, INC., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by WEBCO, INC. in accordance with the laws of the State of its incorporation and by MAMMOTH, INC. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is MAMMOTH, INC., which will continue its existence as said surviving corporation under the name MAMMOTH-WEBCO, INC. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of MAMMOTH, INC. is to be amended and changed by reason of the merger herein certified by striking out articles I thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following articles:

"The name of the corporation is: MAMMOTH-WEBCO, INC.

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

c/o Nortek, Inc.
50 Kennedy Plaza
Providence, RI 02903

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

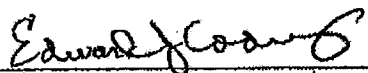
7. The authorized capital stock of WEBCO, INC. consists of 22,000 shares of a par value of \$1.00 each.

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on January 1, 2009, at 12:05 a.m.

Dated: December 17, 2008

WEBCO, INC.

By:


Edward J. Cooney, VP & Treasurer

MAMMOTH, INC.

By:


Edward J. Cooney, VP & Treasurer

I. Patents:

None

II. Trademarks:

Trademark	Registration No.	Owner
WEBCO	3,221,948	Webco, Inc.
GOVERNAIR	2,621,223	Mammoth, Inc.
HYDROBANK	1,069,798	Mammoth
MAMMOTH	924,261	Mammoth
VARI-CONE	1,552,577	Mammoth
VARI-ZONE	2,717,141	Mammoth

III. Copyrights:

None