

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/1998		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Hoover Containment, Inc.		12/31/1998	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
Name:	Containment Solutions, Inc.		
Street Address:	5150 Jefferson Chemical Road		
City:	Conroe		
State/Country:	TEXAS		
Postal Code:	77301		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	2693605	FUELMASTER	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(713)266-8510		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	713-266-1130		
Email:	docket@madanlaw.com		
Correspondent Name:	Paul S. Madan		
Address Line 1:	Madan & Sriram PC		
Address Line 2:	2603 Augusta Drive, Suite 700		
Address Line 4:	Houston, TEXAS 77057-5662		
ATTORNEY DOCKET NUMBER:	DNI-4011US		
NAME OF SUBMITTER:	Paul S. Madan		
Signature:	/Paul S. Madan/		

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**TRADEMARK**  
**REEL: 003979 FRAME: 0796**

Date:

04/30/2009

**Total Attachments: 8**

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State of Delaware  
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"HOOVER CONTAINMENT, INC.", A DELAWARE CORPORATION, WITH AND INTO "CONTAINMENT SOLUTIONS, INC." UNDER THE NAME OF "CONTAINMENT SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9453727

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P.02/02

**CERTIFICATE OF MERGER  
MERCING  
HOOVER CONTAINMENT, INC.  
INTO  
CONTAINMENT SOLUTIONS, INC.**

Containment Solutions Inc., a Delaware corporation (the "Company"), does hereby certify:

1. The Company is incorporated pursuant to the General Corporation Law of the State of Delaware and Hoover Containment, Inc. is incorporated pursuant to the General Corporation Law of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the Company and Hoover Containment, Inc. in accordance with Article 8, § 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Containment Solutions, Inc.
4. The executed Agreement of Merger is on file at the office of the Company at 5150 Jefferson Chemical Rd., Conroe, Texas 77301.
5. The Certificate of Incorporation of Containment Solutions, Inc. which will survive the merger, shall be the Certificate of Incorporation of the surviving company.
6. A copy of the Agreement of Merger will be furnished by the Company, on request and without cost, to any stockholder of either the Company or Hoover Containment, Inc.
7. This Certificate of Merger shall be effective December 31, 1998.

**CONTAINMENT SOLUTIONS, INC.  
A Delaware Corporation**

By:   
Cathy L. Smith, Secretary

Dated: 12/9/98

**AGREEMENT OF MERGER**

This Agreement of Merger ("Agreement of Merger"), dated December 8, 1998, pursuant to Section 251 of the General Corporation Law of Delaware, to be effective 11:59 p.m., C.S.T. December 31, 1998, is between Containment Solutions, Inc., a Delaware Corporation ("CSI" or "Surviving Corporation") and Hoover Containment, Inc., a Delaware corporation ("HCI") and evidences as follows:

WHEREAS, the Board of Directors of each CSI and HCI deem it advisable and in the best interest of such corporation that HCI be merged with and into CSI pursuant to the terms and conditions hereinafter set forth, and each such Board of Directors has fully approved this Plan of Merger;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, CSI and HCI do hereby agree, subject to the approval or adoption of this Plan of Merger by the requisite vote of the shareholders of each of CSI and HCI and subject to the conditions hereinafter set forth, as follows:

**ARTICLE I**

**The Constituent Corporation**

1.1. CSI. CSI was incorporated under the laws of the State of Delaware on September 24, 1997. The authorized common stock of CSI consists of 20,000 shares of \$.01 par value common stock, of which 1,000 shares are issued and outstanding (collectively, the "CSI Common Stock").

2.1. HCI. HCI was incorporated under the laws of the State of Delaware on October 19, 1995. The authorized capital stock of HCI consists of (i) 10,000 shares of common stock, par value \$.01 per share, of which 8,500 shares are issued and outstanding (collectively, the "HCI Common Stock") and (ii) 2,000 shares of preferred stock, par value \$.01 per share, of which no shares are issued and outstanding (the "HCI Preferred Stock").

**ARTICLE II**

**Shareholder Approval**

This Plan of Merger must be approved by the holders of two-thirds (2/3) of the issued and outstanding shares of the CSI Common Stock and the HCI Common Stock.

**ARTICLE III****The Merger**

3.1 **Effective Time of Merger; Surviving Corporation.** Subject to the adoption and approval of this Plan of Merger by the requisite vote of the shareholders of each of CSI and HCI and to the other conditions contained herein, CSI and HCI shall, upon the effective date of the merger contemplated by this Plan of Merger (the "Merger"), be merged into a single, surviving corporation, which shall be CSI, and shall continue its corporate existence and remain a corporation governed by the laws of the State of Delaware. At the Effective Time (as such term is defined in Section 3.3), the separate corporate existence of HCI shall cease.

3.2 **Shareholders Approval.** This Plan of Merger shall be submitted for adoption and approval by the requisite shareholders of each of CSI and HCI in accordance with the General Corporation Law of Delaware, as amended (the "Act").

3.3 **Effective Time.** The Merger shall become effective upon (i) the approval of this Plan of Merger by the Board of Directors and requisite shareholders of each of CSI and HCI in accordance with the applicable provisions of the Act and (ii) the issuance of a Certificate of Merger by the Office of the Secretary of State of the State of Delaware (the "Effective Time").

**ARTICLE IV****Name and Continuing Corporate  
Existence of Surviving Corporation**

4.1 **Name and Existence.** CSI shall continue as the surviving corporation, and its identity, existence, purpose, powers, franchises, rights and immunities shall continue unaffected and unimpaired by the Merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of HCI shall be wholly merged into CSI, the surviving corporation, and CSI shall be wholly vested therewith.

**ARTICLE V****Governing Law and Articles of  
Incorporation of Surviving Corporation**

5.1 **CSI Articles of Incorporation, as Amended, to Survive.** From and after the Effective Time, the Articles of Incorporation, as amended, of CSI shall be the Articles of Incorporation of the Surviving Corporation until further amended in the manner provided by applicable law. Upon the consummation of the Merger, the Articles of Incorporation of the Surviving Corporation shall be amended by the Articles of Amendment to Articles of Incorporation attached hereto as **Exhibit A**.

## ARTICLE VI

Bylaws of Surviving Corporation

6.1 CSI's Bylaws Survive. From and after the Effective Time, the Bylaws of CSI, as in effect at the Effective Time, shall be the Bylaws of the Surviving Corporation until such Bylaws shall be altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions of applicable law, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## ARTICLE VII

Directors and Officers of  
The Surviving Corporation

7.1 Directors and Officers of the Surviving Corporation. At and after the Effective Date, the directors of CSI holding office at the Effective Time shall constitute the directors of the Surviving Corporation, and after the Effective Time, Edward de Boer shall serve as Chairman, Robert Bennett shall serve as President, Ron Shaffer shall serve as Vice President, Marketing and Sales, R. Clay Findley shall serve as Vice President, Operations, Linda L. Glasgow shall serve as Vice President, Human Resources, Pete T. Sanchez shall serve as Treasurer/CFO, Cathy L. Smith shall serve as Secretary and Janice C. McCormick shall service as Assistant Secretary.

## ARTICLE VIII

Capital Stock of Surviving Corporation

8.1 Capital Stock as set forth in CSI Articles of Incorporation, as amended. The number of authorized shares of capital stock of the Surviving Corporation, the par value, designation, preferences, rights and limitations thereof and the express terms hereof, shall be as set forth in the Articles of Incorporation, as amended, of the Surviving Corporation.

## ARTICLE IX

Effect of the Merger on the Capital Stock  
of the Constituent Corporations  
Exchange of Certificates for Merger Consideration

9.1 Effect on Capital Stock. Each of CSI and HCI are wholly owned by Denali Incorporated. As of the Effective Time, by virtue of the Merger and without any action on the part of any holder of Common Stock of CSI or HCI:

(a) Capital Stock of HCI Canceled. Each share of HCI Common Stock and HCI Preferred Stock shall be canceled.

(b) Common Stock of CSI Remains Outstanding as Capital Stock of the Surviving Corporation. Each issued and outstanding share of CSI Common Stock immediately prior to the Effective Time shall continue to be issued and outstanding as a share of common stock of the Surviving Corporation. Each stock certificate of CSI evidencing ownership of any CSI Common Stock shall continue to evidence ownership of the outstanding shares of common stock of the Surviving Corporation.

9.2. Issuance of Certificates. No additional shares of CSI will be issued to Denali Incorporated as results of the merger.

#### ARTICLE X Assets and Liabilities

10.1 Assets and Liabilities of HCI Become Those of CSI. At the Effective Time, all rights, privileges, powers, immunities and franchises of HCI, and all property, real, personal, and mixed, and all debts due on whatever account, as well as stock subscriptions, if any, and all other choses of things in action, and all and every other interest of or belonging to or due to HCI, shall be taken by or deemed to be transferred to and shall vest in the Surviving Corporation without further act or deed, and all such rights, privileges, powers, immunities and franchises, property, debts, choses or things in action, and all and every other interest of HCI shall be thereafter the property of the Surviving Corporation, and the title to any real or other property and any interest therein, whether vested by deed or otherwise, in HCI shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens, if any, upon any property of HCI, shall be preserved unimpaired and all debts, liabilities, restrictions, obligations and duties of HCI shall thereafter attach to the Surviving Corporation and may be enforced against and by it to the same extent as if said debts, liabilities, restrictions, obligations and duties had been incurred or contracted by the Surviving Corporation. All actions or proceedings, if any, pending by or against HCI may be prosecuted to judgement as if the Merger had not taken place and the Surviving Corporation shall be substituted in place of HCI.

10.2 Transfer Documents. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of HCI acquired, or to be acquired, by the Surviving Corporation as a result of, or in connection with, the Merger, or to otherwise carry out this Plan of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver, in the name and on behalf of HCI or otherwise, all deeds, bills of sale, assignments and assurances, and to



take and to do, in the name and on behalf of HCI, or otherwise, all other actions and things necessary or desirable to vest, perfect or confirm any and all rights, title, and interest in, to and under those rights, properties or assets in the Surviving Corporation or to otherwise carry out this Plan of Merger.

**ARTICLE XI**  
**Other Provisions**  
**With Respect to Merger**

11.1 Filing Documents of Merger. After the approval of this Plan Merger by the requisite shareholders of each of CSI and HCI in accordance with the Act, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the Merger under the provisions of the Act.

11.2 Termination of the Plan of Merger. This Plan of Merger may be terminated at any time prior to the Effective Time, whether before or after action thereon by the requisite shareholders of CSI or HCI or by action of the Board of Directors of CSI or HCI.

11.3 Amending the Plan of Merger. This Plan of Merger may be amended at any time prior to the Effective Time by an instrument in writing signed on behalf of the parties hereto if the Board of Directors of each of CSI and HCI shall have approved such amendment hereto.

**ARTICLE XII**  
**Miscellaneous**

12.1 Successors and Assigns. This Plan of Merger shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

12.2 Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument.

12.3 Applicable Law. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Delaware.

12.4 Entire Agreement. This Plan of Merger constitutes the entire agreement and understanding between CSI and HCI with respect to the Merger and supersedes any prior agreement or understanding relating to the subject matter of this Plan of Merger.

IN WITNESS WHEREOF, CSI and HCI have caused this Plan of Merger to be signed as of the day and year first above written.

CONTAINMENT SOLUTIONS, INC.  
a Delaware corporation

By:   
Cathy L. Smith, Secretary

HOOVER CONTAINMENT, INC.  
a Delaware corporation

By:   
Cathy L. Smith, Secretary