

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Aerofin Corporation		12/23/2009	CORPORATION: NEW YORK
Buffalo Pumps, Inc.		12/23/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Air & Liquid Systems Corporation
Street Address:	600 Grant Street
Internal Address:	Suite 4600
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15219
Entity Type:	CORPORATION: PENNSYLVANIA

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Serial Number:	77701234	SPRAYGUARD
Registration Number:	2578540	AEROFIN
Registration Number:	2668131	AEROMIX
Registration Number:	2377091	ENERGY FLOW
Registration Number:	0833291	THRUST-O-MATIC
Registration Number:	0799481	CAN-O-MATIC

**CORRESPONDENCE DATA**

Fax Number: (412)355-6501  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 412-355-6423  
 Email: trademarks@kigates.com

CH \$165.00 77701234

Correspondent Name: Roberto Capriotti - K&L Gates LLP  
Address Line 1: 535 SMITHFIELD STREET  
Address Line 2: HENRY W. OLIVER BUILDING  
Address Line 4: Pittsburgh, PENNSYLVANIA 15222-2312

ATTORNEY DOCKET NUMBER:	0231380.00205
NAME OF SUBMITTER:	Roberto Capriotti
Signature:	/Roberto Capriotti/
Date:	02/05/2010

Total Attachments: 8  
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PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Articles/Certificate of Merger  
(15 Pa.C.S.)

Entity Number

- Domestic Business Corporation (§ 1926)  
 Domestic Nonprofit Corporation (§ 5926)  
 Limited Partnership (§ 8547)

Name

Corporation Service Company  
A-230052-25

Document will be returned to the name and address you enter to the left.



Fee: \$150 plus \$40 additional for each Party in additional to two

Commonwealth of Pennsylvania  
ARTICLES OF MERGER-BUSINESS 9 Page(s)



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In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:  
Air & Liquid Systems Corporation

2. Check and complete one of the following:  
 The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
<u>600 Grant Street, Suite 4600</u>	<u>Pittsburgh</u>	<u>Pennsylvania</u>	<u>15219</u>	<u>Allegheny</u>

(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_  
c/o \_\_\_\_\_

\_\_\_\_ The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
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(b) Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_  
 c/o \_\_\_\_\_

\_\_\_\_ The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

(a) Number and Street	City	State	Zip	County
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3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
<u>Aerofin Corporation</u>	<u>(not qualified)</u>		
<u>Buffalo Pumps, Inc.</u>	<u>(not qualified)</u>		

4. Check, and if appropriate complete, one of the following:

\_\_\_\_ The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: December 31, 2009 at 8:00 a.m. local time in Pittsburgh, PA

Date	Hour
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5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
<u>Air &amp; Liquid Systems Corporation</u>	<u>Adopted by the directors and shareholder pursuant to 15 Pa.C.S. §1924(a)</u>

6. *Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger.*  
 The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation /limited partnership (or each of the foreign business/nonprofit corporations/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a party hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

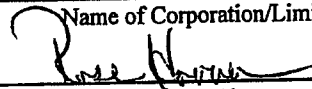
Number and street                      City                      State                      Zip                      County

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

23<sup>rd</sup> day of December, 2009.

AIR & LIQUID SYSTEMS CORPORATION

Name of Corporation/Limited Partnership



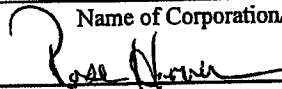
Signature

Senior Vice President

Title

AEROFIN CORPORATION

Name of Corporation/Limited Partnership



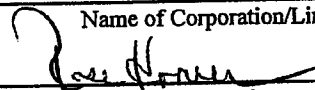
Signature

Senior Vice President

Title

BUFFALO PUMPS, INC.

Name of Corporation/Limited Partnership



Signature

Senior Vice President

Title

TRADEMARK

REEL: 004144 FRAME: 0811

**EXHIBIT A  
TO  
ARTICLES OF MERGER**

**(AIR & LIQUID SYSTEMS CORPORATION)**

**AGREEMENT AND PLAN OF MERGER**

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made as of December 23, 2009, by and among Air & Liquid Systems Corporation, a Pennsylvania corporation ("Air & Liquid Systems"), Aerofin Corporation, a New York corporation ("Aerofin"), and Buffalo Pumps, Inc., a Delaware corporation ("Buffalo Pumps", collectively with Air & Liquid Systems and Aerofin, the "Constituent Corporations"), in accordance with Section 1922 of the Pennsylvania Business Corporation Law of 1988, as amended (the "PBCL"), Section 902 of the New York Business Corporations Law, as amended (the "NYBCL"), and Section 252 of the Delaware General Corporation Law, as amended (the "DGCL").

WHEREAS, Ampco-Pittsburgh Corporation, a Pennsylvania corporation ("Ampco-Pittsburgh"), owns all of the issued and outstanding shares of Air & Liquid Systems, Aerofin and Buffalo Pumps; and

WHEREAS, Aerofin and Buffalo Pumps desire to merge with and into Air & Liquid Systems.

NOW, THEREFORE, in consideration of the agreements herein contained and intending to be legally bound, the parties hereto agree as follows:

1. Name. The names of the Constituent Corporations and the names under which each was formed are set forth below:

<u>Current Name</u>	<u>Name under which Entity Was Formed</u>
Air & Liquid Systems Corporation	Air & Liquid Systems Corporation
Aerofin Corporation	Buffalo Forge Company
Buffalo Pumps, Inc.	Buffalo Pumps, Inc.

2. The Merger. At the Effective Time (as defined below), (i) each of Aerofin and Buffalo Pumps will merge with and into Air & Liquid Systems, (ii) the separate existence of each of Aerofin and Buffalo Pumps will cease, and (iii) Air & Liquid Systems will be the surviving corporation of the merger (the "Surviving Corporation") and shall continue its existence under the laws of the Commonwealth of Pennsylvania (collectively, the "Merger"). The Merger shall have the effects specified by the PBCL, the NYBCL and the DGCL. Without limiting the generality of the preceding sentence, and subject thereto, the Surviving Corporation shall possess all rights, powers, privileges, immunities and franchises of each of the Constituent Corporations and all property, real, personal, and mixed, and all debts due each of each of the Constituent Corporations on whatever account, including subscriptions for shares and other choses in action belonging to any of the Constituent Corporations, and all debts, liabilities, and duties of each of the Constituent Corporations.
3. Articles of Incorporation and Bylaws of the Surviving Corporation. The Articles of Incorporation and Bylaws of Air & Liquid Systems that are in effect immediately prior to the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

4. Directors and Officers of the Surviving Corporation. The directors and officers of Air & Liquid Systems immediately prior to the Effective Time shall continue without change and shall be the directors and officers of the Surviving Corporation, until their successors have been duly elected and qualified.
5. Designation of Shares. The designation and number of outstanding shares of each class of the Constituent Corporations are as follows:

	<u>Designation</u>	<u>Number Outstanding</u>
Air & Liquid Systems	Common	100
Aerofin	Common	806,759
Buffalo Pumps	Common	10

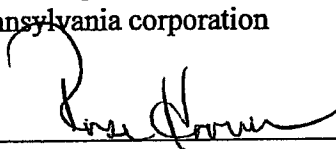
6. Cancellation and Continuance of Shares. At the Effective Time, each of the following transactions shall be deemed to occur simultaneously:
  - (a) Each share of capital stock of Air & Liquid Systems issued and outstanding immediately prior to the Effective Time, and each share of capital stock of Air & Liquid Systems held in the treasury immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of the holder thereof, continue as one share of capital stock of the Surviving Corporation having the same designations, preferences, limitations and rights as such share of capital stock of Air & Liquid Systems immediately prior to the Effective Time.
  - (b) Each share of capital stock of Aerofin issued and outstanding immediately prior to the Effective Time, and each share of capital stock of Aerofin held in the treasury immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor.
  - (c) Each share of capital stock of Buffalo Pumps issued and outstanding immediately prior to the Effective Time, and each share of capital stock of Buffalo Pumps held in the treasury immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor.
7. Approval.
  - (a) The Board of Directors and the sole shareholder of Air & Liquid Systems have approved and adopted this Agreement and the Merger in a manner in accordance with the PBCL.
  - (b) The Board of Directors and the sole shareholder of Aerofin have approved and adopted this Agreement and the Merger in a manner in accordance with the NYBCL.



- (c) The Board of Directors and the sole stockholder of Buffalo Pumps have approved and adopted this Agreement and the Merger in a manner in accordance with the DGCL.
8. Effective Time. Upon approval of this Agreement and the Merger as provided in Paragraph 7 herein, the parties shall promptly prepare and present for filing Articles of Merger in accordance with Section 1926 of the PBCL, a Certificate of Merger in accordance with Section 907 of the NYBCL, and a Certificate of Merger in accordance with Section 252 of the DGCL (collectively, the "Merger Filings"), which Merger Filings shall specify that the Merger shall become effective at 8:00 a.m. local time in Pittsburgh, Pennsylvania on December 31, 2009 (such time being referred to herein as the "Effective Time").
9. Termination. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time by mutual consent of the Boards of Directors of each of the Constituent Corporations.
10. Further Action. The Constituent Corporations each agree to take whatever corporate action may be necessary or desirable to consummate the Merger.
11. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.
12. Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the Commonwealth of Pennsylvania without regard to the conflict of laws provisions thereof, except to the extent that the laws of the States of New York and Delaware shall apply to the Merger.

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

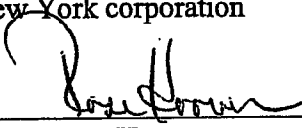
**AIR & LIQUID SYSTEMS CORPORATION,**  
a Pennsylvania corporation

By: 

Name: Rose Hoover

Title: Senior Vice President

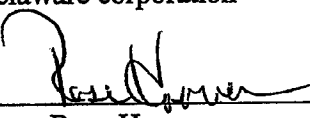
**AEROFIN CORPORATION,**  
a New York corporation

By: 

Name: Rose Hoover

Title: Senior Vice President

**BUFFALO PUMPS, INC.,**  
a Delaware corporation

By: 

Name: Rose Hoover

Title: Senior Vice President