

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion of corporation to LLC

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sullair Corporation		11/29/2012	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	Sullair, LLC
Street Address:	3700 E. Michigan Blvd.
City:	Michigan City
State/Country:	INDIANA
Postal Code:	46360
Entity Type:	LIMITED LIABILITY COMPANY: INDIANA

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	3210430	AIRMETRIX
Registration Number:	3487758	COMPASS
Registration Number:	3359125	S-ENERGY
Registration Number:	3956513	LOGAIR
Registration Number:	4097865	ALWAYS AIR. ALWAYS THERE.
Registration Number:	2370241	SULLAIR
Registration Number:	2749076	
Registration Number:	1724248	
Registration Number:	1718757	SULLAIR
Registration Number:	1745454	SULLUBE
Registration Number:	2524173	AWF
Registration Number:	1652109	SRF 1/4000
Registration Number:	1176850	
Registration Number:	1026489	24KT

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Registration Number:	1243509	EES
Registration Number:	1071297	SULLAIR
Registration Number:	0971264	SULLAIR
Registration Number:	2907721	SRF II/8000
Registration Number:	2668832	OPTIMALAIR

CORRESPONDENCE DATA

Fax Number: 2127514864
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-906-1200
Email: angela.amaru@lw.com
Correspondent Name: Angela M. Amaru c/o Latham & Watkins LLP
Address Line 1: 885 Third Avenue
Address Line 2: Suite 1000
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	017637-1199
NAME OF SUBMITTER:	Angela M. Amaru
Signature:	/s/ Angela M. Amaru
Date:	11/30/2012

Total Attachments: 7
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Indiana Secretary of State
Packet: 194458-083
Filing Date: 11/29/2012
Effective Date: 11/29/2012

State of Indiana
Office of the Secretary of State

CERTIFICATE OF CONVERSION
of
SULLAIR CORPORATION

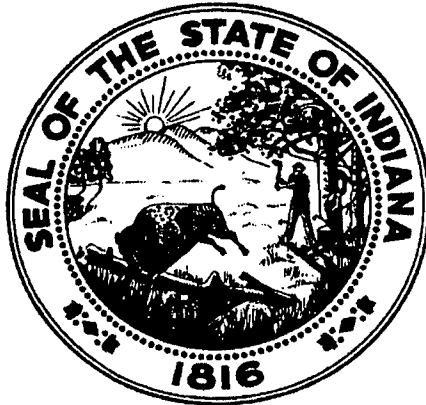
I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Conversion of the above Domestic Limited Liability Company (LLC) have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

The name following said transaction will be:

SULLAIR, LLC

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, November 29, 2012.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, November 29, 2012.



Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

194458-083 / 2012113058693

Wpu



ARTICLES OF ENTITY CONVERSION:
 Conversion of a Corporation into a Limited Liability Company
 State Form 11576 (R2 / 4-12)
 Approved by State Board of Accounts, 2004

APPROVED
AND
FILED

Connie Lawson
 IND. SECRETARY OF STATE

CONNIE LAWSON
 SECRETARY OF STATE
 CORPORATE DIVISION
 302 W. Washington Street, Rm. E018
 Indianapolis, IN 46204
 Telephone: (317) 232-6876

- INSTRUCTIONS:
1. Use 8 1/2" x 11" white paper for attachments.
 2. Present original and one (1) copy to the address in upper right corner of this form.
 3. Please TYPE or PRINT.
 4. Please visit our office on the web at www.sos.in.gov.

Indiana Code 23-1-18-3
 FILING FEE: \$30.00

ARTICLES OF CONVERSION
OF
Sullair Corporation
(hereinafter "Non-surviving Corporation")

INTO
Sullair LLC
(hereinafter "Surviving LLC")

2012 NOV 29 PM 4:10
 RECEIVED

ARTICLE I: PLAN OF ENTITY CONVERSION

a. Please set forth the Plan of Conversion, containing such information as required by Indiana Code 23-1-38.5-11 and Indiana Code 23-1-38.5-12, attach herewith, and designate it as "Exhibit A." The following is basic information that must be included in the Plan of Entity Conversion: (please refer to Indiana Code 23-1-38.5-12 for a more complete listing of requirements before submitting the plan).

- A statement of the type of business entity that Surviving LLC will be and, if it will be a foreign non-corporation, its jurisdiction of organization;
- The terms and conditions of the conversion;
- The manner and basis of converting the shares of Non-surviving Corporation into the interests, securities, obligations, rights to acquire interests or other securities of Surviving LLC following its conversion; and
- The full text, as in effect immediately after the consummation of the conversion, of the organic document (if any) of Surviving LLC.

• If, as a result of the conversion, one or more shareholders of Non-surviving Corporation would be subject to owner liability for debts, obligations, or liabilities of any other person or entity, those shareholders must consent in writing to such liabilities in order for the Plan of Merger to be valid.

b. Please read and sign the following statement.
 I hereby affirm under penalty of perjury that the plan of conversion is in accordance with the Articles of Incorporation or bylaws of Non-surviving Corporation and is duly authorized by the shareholders of Non-surviving Corporation as required by the laws of the State of Indiana.

Signature: [Signature] Printed Name: John J. Doucette Title: Executive President

ARTICLE II: NAME AND DATE OF INCORPORATION OF NON-SURVIVING CORPORATION

a. The name of Non-surviving Corporation immediately before filing these Articles of Entity Conversion is the following:
Sullair Corporation

b. The date on which Non-surviving Corporation was incorporated in the State of Indiana is the following (month, day, year): 7/27/65

ARTICLE III: NAME AND PRINCIPAL OFFICE OF SURVIVING LLC

a. The name of Surviving LLC is the following:
Sullair LLC

- (Please note pursuant to Indiana Code 23-18-2-8, this name must include the words "Limited Liability Company", "L.L.C.", or "LLC".)
- (If Surviving LLC is a foreign LLC, then its name must adhere to the laws of the state in which it is domiciled.)

b. The address of Surviving LLC's Principal Office is the following:

Street Address (number and street)	City	State	ZIP Code
3700 E. Michigan Boulevard	Michigan City	IN	46360

ARTICLE IV: REGISTERED OFFICE AND AGENT OF SURVIVING LLC			
Registered Agent: The name and street address of Surviving LLC's Registered Agent and Registered Office for service of process are the following:			
Name of Registered Agent			
CT Corporation System			
Address of Registered Office (number and street or building)	City	State	ZIP Code
251 E Ohio Street, Suite 1100	Indianapolis	Indiana	46204

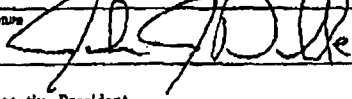
ARTICLE V - JURISDICTION OF SURVIVING LLC AND CHARTER SURRENDER OF NON SURVIVING CORPORATION	
JURISDICTION	Please state the jurisdiction in which Surviving LLC will be organized and governed. <u>Indiana</u>
CHARTER SURRENDER	(Please complete this section only if Surviving LLC is organized outside of Indiana).
If the jurisdiction stated above is not Indiana, please set forth the Articles of Charter Surrender for the Non-surviving Corporation and attach herewith as "Exhibit B."	
Pursuant to Indiana Code 23-1-38.5-14, the Articles of Charter Surrender must include:	
<ol style="list-style-type: none"> 1. The name of Non-surviving Corporation; 2. A statement that the Articles of Charter Surrender are being filed in connection with the conversion of Non-surviving Corporation into an LLC that will be organized in a jurisdiction other than the State of Indiana; 3. A signed statement under penalty of perjury that the conversion was duly approved by the shareholders of Non-surviving Corporation in a manner required by Indiana Law and consistent with the Articles of Incorporation or the bylaws of Non-surviving Corporation; 4. The jurisdiction under which the Surviving LLC will be organized; and 5. The address of Surviving LLC's executive office. 	

ARTICLE VI: DISSOLUTION OF SURVIVING LLC	
Please indicate when dissolution will take place in Surviving LLC:	
<input type="checkbox"/>	The latest date upon which Surviving LLC is to dissolve is _____ OR
<input checked="" type="checkbox"/>	Surviving LLC is perpetual until dissolution.

ARTICLE VII: MANAGEMENT OF SURVIVING LLC	
Surviving LLC will be managed by:	<input type="checkbox"/> The members of Surviving LLC. OR
	<input checked="" type="checkbox"/> A manager or managers

In Witness Whereof, the undersigned being an officer or other duly authorized representative of Non-surviving Corporation executes these Articles of Entity Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true.

this 29 day of November, 2012

Signature		Printed Name	John J. Doucette
Title	Executive President		

Indiana Secretary of State
Packet: 194458-083
Filing Date: 11/29/2012
Effective Date: 11/29/2012

EXHIBIT A

Indiana Secretary of State
Packet: 194458-083
Filing Date: 11/29/2012
Effective Date: 11/29/2012

PLAN OF ENTITY CONVERSION
OF
SULLAIR CORPORATION
an Indiana corporation

Sullair Corporation, an Indiana corporation, hereby submits the following Plan of Entity Conversion (the "Plan") as of November 29, 2012:

1. The name and address of the constituent entity is Sullair Corporation, an Indiana corporation (the "Constituent Entity"), whose business address is 3700 E. Michigan Boulevard, Michigan City, Indiana 46360.
2. The name and address of the resulting entity is Sullair, LLC, an Indiana liability company (the "Resulting Entity"), whose business address is 3700 E. Michigan Boulevard, Michigan City, Indiana 46360.
3. The jurisdiction of the law that governs the Constituent Entity is the State of Indiana.
4. The jurisdiction of the law that governs the Resulting Entity is the State of Indiana.
5. As soon as is practicable following the approval of the board of directors and shareholder of the Constituent Entity, the parties hereto will cause the conversion of the Constituent Entity into the Resulting Entity (the "Conversion") to be consummated by filing, in the office of the Secretary of State of Indiana (the "Indiana Secretary of State"), Articles of Entity Conversion substantially in the form attached hereto as Exhibit A (the "Articles of Conversion"), and Articles of Organization, substantially in the form attached hereto as Exhibit B (the "Articles of Organization"), in such form as required by and executed in accordance with the applicable provisions of the Indiana Business Corporation Law and the Indiana Business Flexibility Act. The date of such filing with the Indiana Secretary of State or such later date as may be set forth in the Articles of Conversion shall be the effective date of the Conversion (the "Effective Date").
6. Not in limitation of Sections 23-1-38.5-11 and 23-18-7-10 of the Indiana Code, at the Effective Date:
 - (a) The title to all other property, real and personal, both tangible and intangible, of the Constituent Entity shall remain in the Resulting Entity without reversion or impairment.
 - (b) The liabilities of the Constituent Entity shall remain the liabilities of the Resulting Entity.
 - (c) Any action or proceeding pending against the Constituent Entity may

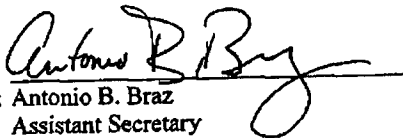
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Indiana Secretary of State
Packet: 194458-083
Filing Date: 11/29/2012
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IN WITNESS WHEREOF, the undersigned have caused this Plan to be duly executed as of the date first written above.

SULLAIR CORPORATION

By: 
Name: Antonio B. Braz
Title: Assistant Secretary

SULLAIR, LLC

By: _____
Name: John J. Doucette
Title: Executive President

[Sullair Corporation -- Plan of Entity Conversion]

TRADEMARK
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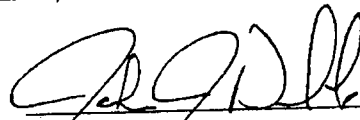
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IN WITNESS WHEREOF, the undersigned have caused this Plan to be duly executed as of the date first written above.

SULLAIR CORPORATION

By: _____
Name: Antonio B. Braz
Title: Assistant Secretary

SULLAIR, LLC

By: 
Name: John J. Doucette
Title: Executive President

[Sullair Corporation -- Plan of Entity Conversion]