

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion of corporation to Limited Liability Company		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Haskel International, Inc.		12/04/2012	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Haskel International, LLC		
Street Address:	100 East Graham Place		
City:	Burbank		
State/Country:	CALIFORNIA		
Postal Code:	91502		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3946662	BUTECH	
Registration Number:	1142255	HYDROSWAGE	
Registration Number:	1056449	HASKEL	
CORRESPONDENCE DATA			
Fax Number:	2127514864		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
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		

CH \$90.00 3946662

Signature:	/s/ Angela M. Amaru
Date:	12/11/2012
Total Attachments: 3 source=Articles of Conversion -- Haskel International Inc to LLC 017637-1199#page1.tif source=Articles of Conversion -- Haskel International Inc to LLC 017637-1199#page2.tif source=Articles of Conversion -- Haskel International Inc to LLC 017637-1199#page3.tif	



**State of California
Secretary of State**

LLC-1A

File # **201234210051**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 04 2012

01158022

**Limited Liability Company
Articles of Organization - Conversion**

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

Haskel International, LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

ONE MANAGER

MORE THAN ONE MANAGER

ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE

100 East Graham Place

CITY

Burbank

STATE ZIP CODE

CA 91502

5. NAME OF AGENT FOR SERVICE OF PROCESS (Item 5: Enter the name of the agent for service of process. The agent may be an individual residing in California or a corporation that has filed a certificate pursuant to California Corporations Code section 1505. Item 6: If the agent is an individual, enter the agent's business or residential address in California. Item 7: If the converting entity is a California limited partnership, enter the mailing address of the individual or corporate agent. Check the box and omit the mailing address if the agent's mailing address is the same as the address in Item 6.)

CT Corporation System

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

CITY

STATE ZIP CODE

CA

7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS

CITY

STATE ZIP CODE

THE MAILING ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IS THE SAME AS THE AGENT'S BUSINESS OR RESIDENTIAL ADDRESS IN ITEM 6.

Converting Entity Information

8. NAME OF CONVERTING ENTITY

Haskel International, Inc.

9. FORM OF ENTITY

Corporation

10. JURISDICTION

California

11. CA SECRETARY OF STATE FILE NUMBER, IF ANY

C1390539

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

20,000,000 shares of Class A Common Stock

50.1%

No shares of Class B Common Stock are outstanding.

Additional Information (see attached)

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

December 4, 2012

DATE

SIGNATURE OF AUTHORIZED PERSON

John J. Doucette, Executive President

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

Antonio B. Braz, Secretary

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

State of California
Secretary of State

Limited Liability Company

Articles of Organization – Conversion

Attachment to Form LLC-1A – Converted entity name; Haskel Holdings, LLC

Question 12 continued.

No shares of Preferred Stock are outstanding.

201234210051

TRADEMARK

REEL: 004916 FRAME: 0696



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 07 2012

Date: PS

Debra Bowen
DEBRA BOWEN, Secretary of State