

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TLT-BABCOCK, INC.		12/19/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Howden North America In.c		
Street Address:	7909 Parklane Road		
Internal Address:	Suite 300		
City:	Columbia		
State/Country:	SOUTH CAROLINA		
Postal Code:	29020		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1880387	TLT-BABCOCK	
CORRESPONDENCE DATA			
Fax Number:	4122025017		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	919-636-4767		
Email:	bjackson@kdbfirm.com		
Correspondent Name:	Daniel N. Daisak		
Address Line 1:	3120 Princeton Pike		
Address Line 2:	Kacvinsky Daisak Bluni PLLC		
Address Line 4:	Lawrenceville, NEW JERSEY 08648		
ATTORNEY DOCKET NUMBER:	1800TCH0602US2		
NAME OF SUBMITTER:	Daniel N. Daisak, Reg. No. 39160		

OP \$40.00 1880387

Signature:	/DND39160/
Date:	02/24/2014
Total Attachments: 3 source=TLT-Babcock Inc Evidence of Merger DE (2013)#page1.tif source=TLT-Babcock Inc Evidence of Merger DE (2013)#page2.tif source=TLT-Babcock Inc Evidence of Merger DE (2013)#page3.tif	

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TLT-BABCOCK, INC.", A DELAWARE CORPORATION,
WITH AND INTO "HOWDEN NORTH AMERICA INC." UNDER THE NAME OF "HOWDEN NORTH AMERICA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2013, AT 10:49 O'CLOCK A.M.

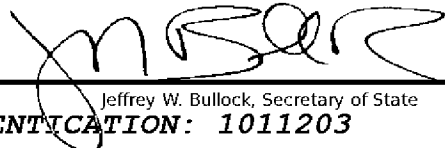
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.

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

0900697 8100M

131457307




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1011203

DATE: 12-24-13

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

TRADEMARK
REEL: 005222 FRAME: 0119

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**TLT-BABCOCK, INC.,
a Delaware corporation**

WITH AND INTO

**HOWDEN NORTH AMERICA, INC.,
a Delaware corporation**

Pursuant to Section 253 of the Delaware
General Corporation Law (the "**DGCL**")

THE UNDERSIGNED, Howden North America Inc., a Delaware corporation (the "**Corporation**"), does hereby certify the following information relating to the merger (the "**Merger**") of TLT-Babcock, Inc. (the "**Subsidiary**"), with and into the Corporation:

1. The Corporation owns all of the outstanding capital stock of the Subsidiary.
2. On December 19, 2013, the Board of Directors of the Corporation adopted the following resolutions to merge the Subsidiary into the Corporation pursuant to Section 253 of the DGCL:

RESOLVED, that the Corporation authorizes the merger of the Subsidiary with and into the Corporation, with the Corporation to be the surviving entity and that all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary;

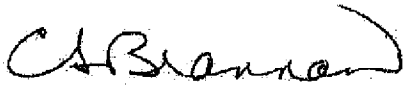
FURTHER RESOLVED, that the Corporation shall assume all of the obligations and liabilities of the Subsidiary; and

FURTHER RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

3. The Corporation shall be the surviving corporation of the Merger.
4. This Certificate of Ownership and Merger and the Merger shall become effective in accordance with the laws of the State of Delaware at 11:59 p.m. on December 31, 2013.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer the 19th of December, 2013.

Howden North America Inc.

By: 
C. Scott Brannan
Senior Vice President & CFO