

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM359705

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	12/31/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SULZER PUMPS HOUSTON INC		12/31/2009	CORPORATION: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
SULZER PUMPS (US) INC.	12/31/2009	CORPORATION: TEXAS	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	SULZER PUMPS (US) INC.		
Street Address:	800 Koomey Road		
City:	Brookshire		
State/Country:	TEXAS		
Postal Code:	77423		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1026087	LIQUI-SEAL	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	abaggett@giplaw.com		
Correspondent Name:	global ip counselors, llp		
Address Line 1:	1233 20th street n.w.		
Address Line 4:	Washington, D.C. 20036		
NAME OF SUBMITTER:	Michael T Murphy		
SIGNATURE:	/Michael T Murphy/		
DATE SIGNED:	10/23/2015		
Total Attachments: 6			

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Delaware

PAGE 1

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:


"SULZER PUMPS HOUSTON INC.", A DELAWARE CORPORATION,
WITH AND INTO "SULZER PUMPS (US) INC." UNDER THE NAME OF
"SULZER PUMPS (US) INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2009, AT 2
O'CLOCK P.M.

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

2095029 8100M

091155658




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7736901

DATE: 01-05-10

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

TRADEMARK
REEL: 005651 FRAME: 0230

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is dated as of December 31, 2009, by and between Sulzer Pumps Houston Inc., a Delaware corporation (the "Merging Corporation") and Sulzer Pumps (US) Inc., a Delaware corporation (the "Surviving Corporation"). (Said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of Constituent Corporations and their stockholders that the Constituent Corporations merge into a single corporation pursuant to this Plan, and the Constituent Corporations respectively desire to so merge pursuant to this Plan and pursuant to the applicable provisions of the laws of the State of Delaware;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of Delaware, that the Constituent Corporations shall be merged into a single corporation, namely Sulzer Pumps (US) Inc., a Delaware corporation, one of the Constituent Corporations, which is not a new corporation, and which shall continue its corporate existence and be the corporation surviving the merger, and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger"), which the parties covenant to observe, keep and perform and the mode of carrying the same into effect, are and shall be as hereinafter set forth:

1. Effective Time of the Merger

At the effective time of the Merger, the separate existence of Merging Corporation shall cease and Merging Corporation shall be merged into the Surviving Corporation. Consummation of this Plan shall be effected as of the date on which the Certificate of Merger is filed in the office of the Secretary of State of the State of Delaware.

2. Governing Law; Articles of Incorporation

The laws which are to govern the Surviving Corporation are the laws of the State of Delaware. The Articles of Incorporation of Sulzer Pumps (US) Inc. shall be the Articles of Incorporation of the Surviving Corporation and shall remain in effect after the effective time of the Merger until the same shall be amended or altered in accordance with the provisions thereof.

3. By-Laws

The By-Laws of Sulzer Pumps (US) Inc. at the effective time of the Merger shall be the By-Laws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

4. Directors and Officers

The Directors of Sulzer Pumps (US) Inc. at the effective time of the Merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by applicable law and the By-Laws of the Surviving Corporation, the officers of Sulzer Pumps (US) Inc. at the effective time of the Merger shall be the officers of the Surviving Corporation.

5. Cancellation of Shares in the Merger

(a) Stock of Surviving Corporation. All of the shares of common stock of the Surviving Corporation issued and outstanding at the effective time of the Merger shall remain issued shares of common stock of the Surviving Corporation.

(b) Stock of Merging Corporation. At the effective time of the Merger, each share of common stock of the Merging Corporation issued and outstanding, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and no consideration shall be issued in respect thereof. Each share of common stock of the Merging Corporation held in its treasury at the effective time of the Merger shall be cancelled and shall not be converted.

(c) Surrender of Certificates. As soon as practicable after the Merger becomes effective, the stock certificate representing common stock of the Merging Corporation issued and outstanding at the time the Merger becomes effective shall be surrendered for retirement and cancellation.

6. Effect of Merger

At the effective time of the Merger, the Merging Corporation shall be merged into the Surviving Corporation by the transfer to the Surviving Corporation of all of the assets of the Merging Corporation, subject to all of its liabilities and obligations, which liabilities and obligations the Surviving Corporation shall assume.

7. Approval of Stockholder, Board of Directors; Filing of Certificate of Merger

This Plan has been submitted to the stockholders and Board of Directors of each of the Constituent Corporations, as provided by law and their respective certificates of incorporation, and the stockholders and Board of Directors have approved this Plan and the subject Merger by the unanimous consent of the Directors and stockholders, all of even date herewith.

Under the laws of the State of Delaware action by the stockholders of the Surviving Corporation are not required.

After such adoption and approval, and subject to the conditions contained in this Plan, Certificate of Merger in substantially the form annexed hereto as Exhibit A shall be signed, verified, and delivered to the Secretary of State of the State of Delaware for filing.

TRADEMARK

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8. Miscellaneous

(a) Termination and Abandonment. Anything herein to the contrary notwithstanding, this Plan may be terminated and abandoned at any time before the effective time of the Merger, whether before or after adoption or approval of this Plan by the stockholders or Board of Directors of the Constituent Corporations by the mutual consent of the Boards of Directors of the Constituent Corporations.

(b) Amendments. Any of the terms or conditions of this Plan may be modified or waived at any time before the effective time of the Merger by the party which is, or the stockholders of which is, entitled to the benefit thereof upon the authority of the Board of Directors of such party, provided that any such modification or waiver shall in the judgment of the party making it not affect substantially or materially and adversely the benefits to such party or its stockholders intended under this Plan.

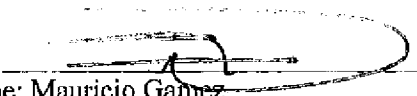
(c) Entire Agreement. This Plan constitutes the entire agreement and understanding of the parties and supersedes all prior agreements and understandings related hereto. There are no representations, warranties, promises, covenants or undertakings, oral or otherwise, other than those expressly set forth herein.

(d) Benefit. This Plan shall be binding upon and inure to the benefit of the parties hereto and their successors and assigns.

(e) Applicable Law. This Plan shall be governed by the laws of the State of Delaware.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date first set forth above.

SULZER PUMPS HOUSTON INC.

By: 
Name: Mauricio Gamez
Title: Vice President Finance

SULZER PUMPS (US) INC.

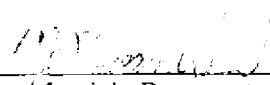
By: 
Name: Mauricio Bannwart
Title: President

EXHIBIT A
FORM OF CERTIFICATE OF MERGER

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is SULZER PUMPS (US) INC., and the name of the corporation being merged into this surviving corporation is SULZER PUMPS HOUSTON INC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is SULZER PUMPS (US) INC. a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

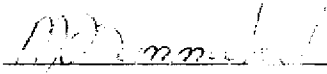
FIFTH: The merger is to become effective on December 31, 2009.

SIXTH: The Agreement of Merger is on file at 200 SW Market Street, 4th Floor, Portland, OR, 97201, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 15 day of December, 2009.

By:



Name:

Mauricio Bannwart

Title:

President