

Client Code

09-15-1999

9-13-99



NON FORM COVER SHEET
ADEMARKS ONLY

101145335

TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Newport Brass, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: California
- Other:

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

Name: Brasstech, Inc.
Internal Address:
Street Address: 3131 S. Standard Avenue
City: Santa Ana State: CA ZIP: 92705

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: California
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) December 31, 1994

4. Application number(s) or registration number(s):

- a. Trademark Application No(s):
- b. Trademark Registration No(s):
2086697

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Marguerite L. Gunn
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660
Attorney's Docket No.: BRASS.001T

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 1

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.

Marguerite L. Gunn
Name of Person Signing

Signature

9/13/99
Date

Total number of pages including cover sheet, attachments and document:

Mail documents to be recorded with required cover sheet information to:

09/15/1999 NTHA11 00000224 2086697
01 FC:481 40.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001957 FRAME: 0391

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 19 1999



Bill Jones

Secretary of State

A456106

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

1397013 sub

AGREEMENT OF MERGER

DEC 31 1994

Tony Miller
Acting Secretary of State

This Agreement of Merger is entered into between BRASSTECH, INC., a California corporation (herein "Surviving Corporation") and NEWPORT BRASS, INC., a California corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Each outstanding share of Merging Corporation shall be converted to 3055 shares of Surviving Corporation.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The merger shall become effective on December 31, 1994, which date is not more than ninety (90) days after the date of this filing.

IN WITNESS WHEREOF the parties have executed this Agreement as of December 31, 1994.

BRASSTECH, INC., a California corporation

By: *Ross Escalette*
Ross Escalette, President

By: *Phyllis Escalette*
Phyllis Escalette, Secretary

NEWPORT BRASS, INC., a California corporation

By: *Ross Escalette*
Ross Escalette, President

By: *Phyllis Escalette*
Phyllis Escalette, Secretary

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

ROSS ESCALETTE and PHYLLIS ESCALETTE certify that:

1. They are the president and secretary, respectively, of NEWPORT BRASS, INC., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is Four Thousand (4,000).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 12/22/98



Ross Escalette, President



Phyllis Escalette, Secretary

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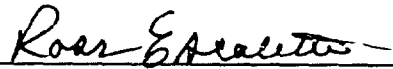
CERTIFICATE OF APPROVAL
OF
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ROSS ESCALETTE and PHYLLIS ESCALETTE certify that:

1. They are the president and secretary, respectively, of BRASSTECH, INC., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is Five Thousand (5,000).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 12/22/94



Ross Escalette, President



Phyllis Escalette, Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CA 94257-0541

TAX CLEARANCE CERTIFICATE

January 4, 1995

EXPIRATION DATE: April 14, 1995

NEWPORT BRASS, INC.
320 E ALTON AV
SANTA ANA CA 92707

ISSUED TO: NEWPORT BRASS, INC.
Corporate Number 1451143 NB11*

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid or are secured by bond deposit or other security.

A copy of this Tax Clearance Certificate has been sent to the Office of the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1230 J Street, Sacramento, CA 95814. The telephone number is (916) 445-0620.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

FRANCHISE TAX BOARD

By H. Hermansen
Special Audit Unit
Corporation Audit Section
Telephone (916) 845-4124



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