

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MSA Aircraft Products, Ltd.		12/29/2008	LIMITED PARTNERSHIP: TEXAS
RECEIVING PARTY DATA			
Name:	MSA Aircraft Products, Inc.		
Street Address:	4330 La Jolla Village Dr.		
Internal Address:	Ste. 270		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92122		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1929920	ACCORDIA	
Registration Number:	2439824	ULTRASLIM	
CORRESPONDENCE DATA			
Fax Number:	(210)242-3656		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	210-978-7714		
Email:	scrandallipdocket@jw.com		
Correspondent Name:	Sean C. Crandall		
Address Line 1:	112 E Pecan Ste 2400		
Address Line 4:	San Antonio, TEXAS 78205		
ATTORNEY DOCKET NUMBER:	301466.1		
NAME OF SUBMITTER:	Sean C. Crandall		
Signature:	/Sean C. Crandall/		

CH \$65.00 1929920

Date:

12/30/2008

Total Attachments: 15

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS LIMITED PARTNERSHIP UNDER THE NAME OF "MSA AIRCRAFT PRODUCTS, LTD" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "MSA AIRCRAFT PRODUCTS, LTD" TO "MSA AIRCRAFT PRODUCTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2008, AT 10:51 O'CLOCK A.M.

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

4638543 8100V

081231737

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7049531

DATE: 12-29-08

TRADEMARK
REEL: 003913 FRAME: 0542

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "MSA AIRCRAFT PRODUCTS, INC." FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2008, AT 10:51 O'CLOCK A.M.

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



4638543 8100V

081231737

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7049531

DATE: 12-29-08

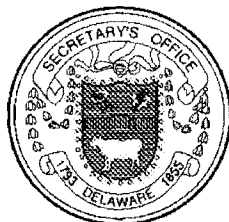
TRADEMARK
REEL: 003913 FRAME: 0543

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MSA AIRCRAFT PRODUCTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2008.



4638543 8300

081231737

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7049536

DATE: 12-29-08

**TRADEMARK
REEL: 003913 FRAME: 0544**

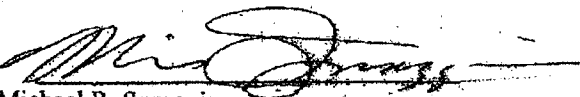
**CERTIFICATE OF CONVERSION
OF MSA AIRCRAFT PRODUCTS, LTD TO
MSA AIRCRAFT PRODUCTS, INC. PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW**

1. The name of the converting limited partnership is MSA Aircraft Products, Ltd.
2. The limited partnership was formed under the jurisdiction of the State of Texas on December 28, 1999.
3. The limited partnership has remained under the jurisdiction of the State of Texas since its formation.
4. The limited partnership's file number issued by the Texas Secretary of State is 0012892510.
5. The limited partnership named above is converting to a for-profit corporation which shall be formed under the laws of the State of Delaware.
6. The name of the limited partnership immediately prior to filing this Certificate is MSA Aircraft Products, Ltd.
7. The name of the corporation as set forth in the Certificate of Incorporation filed herewith is MSA Aircraft Products, Inc.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting limited partnership has executed this Certificate on the 29th day of December, 2008.

MSA HOLDINGS, LLC, general partner

By: 
Michael R. Spraggins,
President and Manager

DM31852152.1

1008352v2

CERTIFICATE OF INCORPORATION
OF
MSA AIRCRAFT PRODUCTS, INC.

FIRST: The name of the corporation is MSA Aircraft Products, Inc. (the "Corporation").

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 615 South Dupont Highway, in the City of Dover, County of Kent, 19901 and its registered agent at such address is National Corporate Research, Ltd.

THIRD: The nature of the business and the purposes to be conducted and promoted by the Corporation is to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The Corporation is authorized to issue a total of One Hundred (100) shares of common stock without par value.

FIFTH: The name and address of the incorporator is as follows:

Nancy A. Crane
101 West Broadway, Suite 900
San Diego, California 92101

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.


EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall

1008875v1

inure to the benefit of the heirs, executors, and administrators of such person.

NINTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article NINTH.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed, signed and acknowledged this certificate of incorporation this 29th day of December, 2008.


Nancy A. Crane,
Sole Incorporator

1008875v1

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

December 30, 2008

Graves Dougherty Hearon & Moody
P O Box 98
Austin, TX 78767 USA

RE: MSA Aircraft Products, Inc.
File Number: [Entity not of Record, Filing Number Not Available]

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Phone: (512) 463-5555
Prepared by: Stephanie Webb

Come visit us on the internet at <http://www.sos.state.tx.us/>

Fax: (512) 463-5709
TID: 10337

Dial: 7-1-1 for Relay Services
Document: 241144380002

TRADEMARK
REEL: 003913 FRAME: 0548



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

MSA AIRCRAFT PRODUCTS, LTD.
File Number: 12892510

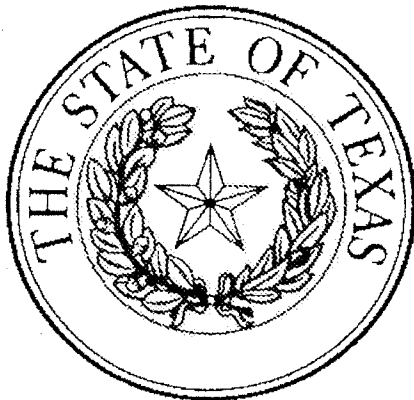
Converting it to

MSA Aircraft Products, Inc.
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 12/29/2008

Effective: 12/29/2008



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

DEC 29 2008

Corporations Section

**ARTICLES OF CONVERSION
CONVERTING
MSA AIRCRAFT PRODUCTS, LTD
INTO
MSA AIRCRAFT PRODUCTS, INC.**


Pursuant to the provisions of Article 2.15 of the Texas Revised Limited Partnership Act and Section 265 of the Delaware General Corporation Law, the undersigned Converting Entity hereby certifies this Certificate of Conversion for the purpose of effecting a conversion in accordance with the provisions of the Texas Revised Limited Partnership Act and the Delaware General Corporation Law:

1. A Plan of Conversion was approved and adopted in accordance with the provisions of the Texas Revised Limited Partnership Act providing for the conversion of MSA Aircraft Products, Ltd., a Texas limited partnership organized under the Texas Revised Limited Partnership Act (the "Converting Entity") into MSA Aircraft Products, Inc., a Delaware corporation (the "Converted Entity").
2. The Converting Entity was formed under the jurisdiction of the State of Texas on December 28, 1999.
3. The Converting Entity's file number issued by the Texas Secretary of State is 0012892510.
4. A signed plan of conversion is on file at the principal place of business of the limited partnership, the Converting Entity. The address of the principal place of business of the partnership is: c/o Carlisle MSA Investors, L.P., c/o Carlisle Enterprises, LLC, 4330 La Jolla Village Drive, Ste. 270, San Diego, CA 92122.
5. A signed copy of the plan of conversion is on file at the principal place of business of the corporation, the Converted Entity. The address of the principal place of business of the Converted Entity is: c/o Carlisle MSA Investors, L.P., c/o Carlisle Enterprises, LLC, 4330 La Jolla Village Drive, Ste. 270, San Diego, CA 92122.
6. A copy of the Plan of Conversion will be furnished by the Converting Entity (prior to the conversion) or by the Converted Entity (after the conversion) on written request and without cost to any partner in the Converting Entity or any member in the Converted Entity.
7. The approval of the Plan of Conversion was duly authorized by all action required by the laws of the jurisdiction under which the Converting Entity was formed or organized and by its constituent documents.
8. After the conversion, the Converted Entity will be liable for the payment of all franchise taxes.

9. This document becomes effective when the document is accepted and filed by the secretary of state.

Dated December 29, 2008

MSA HOLDINGS, LLC, general partner of
MSA Aircraft Products, Ltd.

By: 
Michael R. Spraggins,
President and Manager

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

December 30, 2008

Graves Dougherty Hearon & Moody
P O Box 98
Austin, TX 78767 USA

RE: MSA Aircraft Products, Inc.
File Number: 801067942

It has been our pleasure to file the application for registration and issue the enclosed certificate of filing evidencing the authority of the foreign for-profit corporation to transact business in Texas.

Unless exempted, the foreign entity is subject to state tax laws, including franchise tax laws. Shortly, the Comptroller of Public Accounts will be contacting the entity at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the foreign entity. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>.

The registered foreign entity is not required to file annual reports with the Secretary of State. An application for amended registration must be filed with the Secretary of State if the foreign entity changes its name, changes the purposes to be pursued in Texas, or changes the assumed name it elected to use on its application for registration. It is important for the foreign entity to continuously maintain a registered agent and office in Texas. Failure to maintain an agent or office or file a change to the information in Texas may result in the revocation of the entity's registration by the Secretary of State.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Phone: (512) 463-5555
Prepared by: Stephanie Webb

Come visit us on the internet at <http://www.sos.state.tx.us/>

Fax: (512) 463-5709
TID: 10292

Dial: 7-1-1 for Relay Services
Document: 241144380003

TRADEMARK
REEL: 003913 FRAME: 0552



Office of the Secretary of State

CERTIFICATE OF FILING OF

MSA Aircraft Products, Inc.
File Number: 801067942

The undersigned, as Secretary of State of Texas, hereby certifies that an Application for Registration for the above named Foreign For-Profit Corporation to transact business in this State has been received in this office and has been found to conform to the applicable provisions of law.

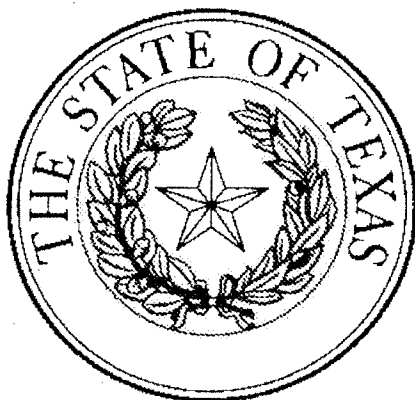
ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the authority of the entity to transact business in this State from and after the effective date shown below for the purpose or purposes set forth in the application under the name of

MSA Aircraft Products, Inc.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 12/29/2008

Effective: 12/29/2008



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Form 301
(Revised 1/06)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$750



**Application for
Registration of a
Foreign For-Profit
Corporation**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

DEC 29 2008

Corporations Section

1. The entity is a foreign for-profit corporation. The name of the entity is:

MSA Aircraft Products, Inc.

2A. The name of the corporation in its jurisdiction of formation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof). The name of the corporation with the word or abbreviation that it elects to add for use in Texas is:

2B. The corporation name is not available in Texas. The assumed name under which the corporation will qualify and transact business in Texas is:

3. Its federal employer identification number is: 74-2433772

Federal employer identification number information is not available at this time.

4. It is incorporated under the laws of: (set forth state or foreign country) Delaware

and the date of its formation in that jurisdiction is: 12/29/2008
mm/dd/yyyy

5. As of the date of filing, the undersigned certifies that the foreign corporation currently exists as valid corporation under the laws of the jurisdiction of its formation.

6. The purpose or purposes of the corporation that it proposes to pursue in the transaction of business in Texas are set forth below. The corporation also certifies that it is authorized to pursue such stated purpose or purposes in the state or country under which it is incorporated.

To transact any and all lawful business for which a for-profit corporation may be formed under the Texas Business Organizations Code.

7. The date on which the foreign entity intends to transact business in Texas, or the date on which the foreign entity first transacted business in Texas is: 12/29/2008
mm/dd/yyyy

8. The principal office address of the corporation is:

c/o Carlisle MSA Investors, L.P., c/o Carlisle Enterprises, LLC
4330 La Jolla Village Drive, Ste. 270 San Diego CA USA 92122
Address City State Country ZipCode

Complete item 9A or 9B, but not both. Complete item 9C.

9A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

9B. The initial registered agent is an individual resident of the state whose name is:

Michael	R.	Spraggins	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>

9C. The business address of the registered agent and the registered office address is:

10000 Iota Drive	San Antonio	TX	78217
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

10. The corporation hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in section 5.251 of the Texas Business Organizations Code.

11. The name and address of each person on the board of directors is:

Director 1				
Michael	R.	Spraggins		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>
10000 Iota Drive	San Antonio	TX	USA	78217
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>
Director 2				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>
Director 3				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>
Director 4				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

Supplemental Provisions Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

[Empty rectangular box for supplemental provisions information]

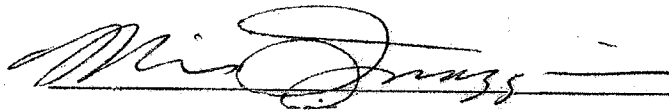
Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 12/29/2008



Michael R. Spraggins, President

Signature and title of authorized person on behalf of the foreign entity