

08-03-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101422094

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
 06082000

Name WPI Termiflex, Inc.

Formerly WPI Oyster Termiflex, Inc.

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization New Hampshire

Receiving Party

Mark if additional names of receiving parties attached

Name Warner Power, L.L.C.

DBA/AKA/TA

Composed of

Address (line 1) 40 Depot Street

Address (line 2)

Address (line 3) Warner

City

New Hampshire/U.S.

State/Country

03278

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other Limited Liability Company

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization New Hampshire

FOR OFFICE USE ONLY

08/02/2000 NTHAI1 00000176 1730697

01 FC:481
02 FC:482

40.00 OP
50.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002113 FRAME: 0872

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1730697"/>	<input type="text" value="1528008"/>	<input type="text" value="1193903"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

John M. Sullivan

Name of Person Signing

Signature

June 8, 2000

Date Signed

ASSIGNMENT OF TRADEMARK REGISTRATION

WHEREAS WPI Termiflex, Inc. ("Assignor") of 316 Daniel Webster Highway; Merrimack, New Hampshire has adopted, used and is using three marks which are registered in the United States Patent and Trademark Office as follows:

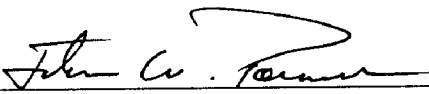
TERMIFLEX, Registration No. 1193903; Registration Date: April 20, 1982;

TOUCHGRAF, Registration No. 1528008, Registration Date: March 7, 1989;

HT, Registration No. 1730697, Registration Date: November 10, 1992.

WHEREAS Warner Power, L.L.C. of 40 Depot Street; Warner, New Hampshire, is desirous of acquiring said marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said WPI Termiflex, Inc. does hereby assign unto Warner Power, L.L.C. all right, title and interest in and to the said marks, and in the registrations thereof, together with the good will of the business in connection with which such marks are used.



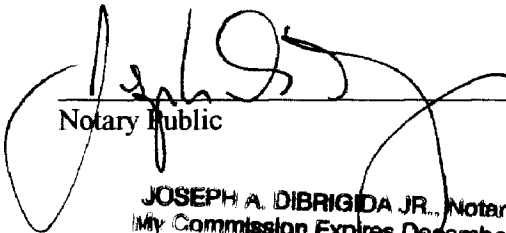
, duly authorized
WPI Termiflex, Inc.

State of New Hampshire)

) ss.

County of Hillsborough)

On this 8th day of June, 2000, before me appeared John W. Powers, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf (or on behalf of the identified corporation or other juristic entity with authority to do so).



Notary Public
JOSEPH A. DIBRIGIDA JR., Notary Public
My Commission Expires December 2004

STATE OF NEW HAMPSHIRE

Filing Fee: \$35.00
Use black print or type.
Leave 1" margins both sides

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

Form No. 14
SA 93-A 10.00
FILED
MAR 13 2000
WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: The name of the corporation is WPI Oyster Termiflex, Inc.

SECOND: The text of each amendment adopted is:

First: The name of the corporation is WPI Termiflex, Inc.

THIRD: If the amendment provides for an exchange, reclassification, or cancellation of issued shares the provisions for implementing the amendment(s) if not contained in the above amendment are:

Not applicable.

FOURTH: The amendment(s) were adopted on February 23, 2000.

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF WPI OYSTER TERMIFLEX, INC.

Form No. 14
(Cont.)

FIFTH: (Check one)

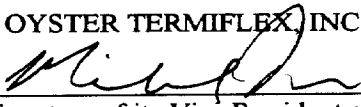
A. X The amendment(s) were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

B. _____ The amendment(s) were approved by the shareholders. (Note 1)

SIXTH: The number cast for the amendment(s) by each voting group was sufficient for approval by each voting group.

Dated: March 10, 2000

WPI OYSTER TERMIFLEX, INC. (Note 2)

By  (Note 3)
Signature of its Vice President and
General Counsel

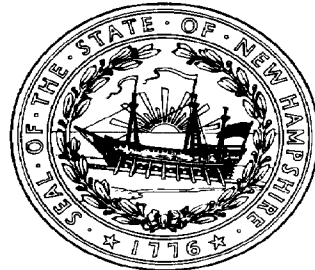
Michael Tule
Print or type name

- Notes:
- 1: All sections under "B" must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
 - 2: Exact corporation name of corporation adopting articles of amendment.
 - 3: Signature and title of person signing for the corporation. Must be signed by the chairman of the board of directors, president or another officer; or see RSA 293-A:1.20 (f) for alternative signatures.

Mail fee and ORIGINAL and ONE EXACT OR CONFORMED COPY to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989.

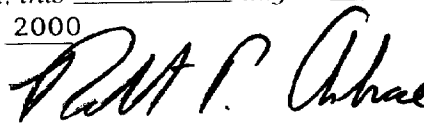
State of New Hampshire

OFFICE OF SECRETARY OF STATE



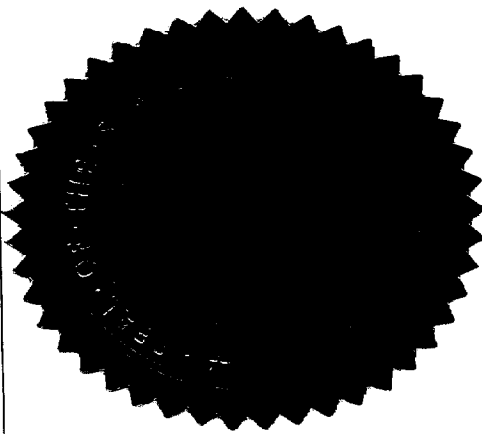
I, ROBERT P. AMBROSE, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the following and hereto attached is a true copy of the Articles of Amendment to the Articles of Incorporation of WPI OYSTER TERMIFLEX, INC. changing its name to WPI TERMIFLEX, INC. as filed in this office and held in the custody of the Secretary of State.

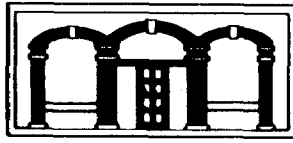
In Testimony Whereof, I hereto set my hand and cause to be affixed the Seal of the State, at Concord, this 7th day of June A.D. 2000



Robert P. Ambrose

Deputy Secretary of State





SULLOWAY & HOLLIS, P.L.L.C.
COUNSELORS AT LAW

REPLY TO: CAPITAL OFFICE
FAX NO: (603) 224-2557

June 22, 2000

FRANK J. SULLOWAY
(1883-1981)
FRANKLIN HOLLIS
(1904-1980)

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Re: Recording Documents

Dear Commissioner:

Please find enclosed the following:

1. Release of Security Agreement with Recordation Form Cover Sheet;
2. Change of Name with Recordation Form Cover Sheet; and
3. Assignment of Trademark Registration with Recordation Form Cover Sheet.

Thank you for your attention to this matter.

Sincerely,

Sarah S. Murdough

SSM:baf
Enclosures

CAPITAL OFFICE
9 Capitol Street
P.O. Box 1256
Concord, NH 03302-1256
Tel: 603-224-2341

Public Affairs Affiliate
S&H/Murphy Inc.
2 Eagle Square
Concord, NH 03301
Tel: 603-228-2966

RECORDED: 06/27/2000

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REEL: 002113 FRAME: 0879