

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Hypro Corporation		12/31/2003	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Hypro, LLC		
<b>Street Address:</b>	5500 Wayzata Boulevard		
<b>City:</b>	Golden Valley		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55416		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1888217	EMI EDWARDS MANUFACTURING INC.	
<b>Registration Number:</b>	1881877	EDWARDS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(330)376-4577		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	330-376-2700		
<b>Email:</b>	tlink@ralaw.com		
<b>Correspondent Name:</b>	Terrence H. Link II		
<b>Address Line 1:</b>	222 S Main St		
<b>Address Line 4:</b>	Akron, OHIO 44308		
<b>ATTORNEY DOCKET NUMBER:</b>	067920.1353		
<b>NAME OF SUBMITTER:</b>	Terrence H. Link II		
<b>Signature:</b>	/Terrence H. Link II/		
<b>Date:</b>	02/22/2006		

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**Total Attachments: 3**

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STATE OF DELAWARE  
CERTIFICATE OF CONVERSION OF  
HYPRO CORPORATION  
INTO  
HYPRO, LLC

THIS CERTIFICATE OF CONVERSION (this "Plan") dated as of December 23, 2003 is hereby adopted by HYPRO CORPORATION, a Delaware business corporation, in accordance with Sections 18-214 of the Delaware Limited Liability Company Act and 266 of the Delaware General Corporation Law.

RECITALS

A. Hypro Corporation (the "Corporation") is a corporation incorporated and existing under Title 8 of the Delaware General Corporation Law. The date on which the original Certificate of Incorporation was filed with the Secretary of State is January 13, 1987. The original name of the Corporation was LS Acquisition Corp. No.26.

B. The Corporation's authorized capital stock consists of 100 shares of common stock with a par value of \$.0005 per share (the "Common Stock"), of which 100 shares are issued and outstanding.

C. The sole shareholder and Board of Directors of the Corporation deem it advisable for the benefit of the Corporation and its shareholder that the Corporation be converted into a Delaware limited liability company under and pursuant to the Delaware General Corporation Law.

D. The Board of Directors and the sole shareholder of the Corporation have approved the conversion of the Corporation into a Delaware limited liability company in accordance with Section 266 of the Delaware General Corporation Law under the terms and conditions set forth below.

CERTIFICATE OF CONVERSION

In consideration of the Recitals, the Corporation hereby adopts the following Certificate of Conversion:

**ARTICLE I  
THE CONVERSION**

At the Effective Date (as defined below), upon the terms and subject to the conditions of this Certificate, and in accordance with the Delaware General Corporation Law, the Corporation shall be converted into a limited liability company organized and existing under the laws of Chapter 13 of the Delaware Limited Liability Company Act and shall be named Hypro, LLC as set forth in the Certificate of Formation (the "Conversion"). Following the Conversion, the Corporation shall cease to exist as a corporation of the State of Delaware and shall continue to exist as a limited liability company of the State of Delaware.

**ARTICLE II  
EFFECTIVE DATE**

Subject to the terms and conditions set forth in this Certificate, this Certificate of Conversion shall be duly executed and acknowledged by the Corporation and thereafter delivered to the Secretary of State of the State of Delaware for filing pursuant to the Section 18-214 Delaware Limited Liability Company Act. The Conversion shall become effective as of 11:59 p.m. on December 31, 2003.

**ARTICLE III  
EFFECTS OF THE CONVERSION**

The Conversion shall have the effects set forth in the Delaware General Corporation Law and Limited Liability Company Act. Without limiting the generality of the foregoing, at the Effective Date all the properties, rights, privileges, powers and franchises of the Corporation shall vest in Hypro, LLC and all debts, liabilities and duties of the Corporation shall become the debts, liabilities and duties of Hypro, LLC.

**ARTICLE IV  
CONVERSION OF SHARES**

At the Effective Date, each whole or fractional share of Common Stock which is issued and outstanding immediately prior to the Effective Date shall, by virtue of the Conversion and without any action on the part of the Corporation or the holder of the shares of Common Stock, be converted into and shall thereafter represent one limited liability company membership interest in Hypro, LLC, and

outstanding certificates representing shares of Common Stock shall thereafter represent limited liability company membership interests in Hypro, LLC. Such certificates may, but need not be, exchanged by the holders thereof after the Effective Date for new certificates for the appropriate number of limited liability company membership interests bearing the name of Hypro, LLC.

Dated as of the day and year first written above.

HYPRO CORPORATION

BY James C. Donnelly  
James C. Donnelly, Vice Chairman

BY Thomas M. Rettler  
Thomas M. Rettler, Corporate Secretary

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