

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pentron, Inc.		04/17/2000	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA	
Name:	Polar Corporation
Street Address:	1015 W. St. Germain Street, Suite 240
City:	St. Cloud
State/Country:	MINNESOTA
Postal Code:	56301
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1608152	POLAR

CORRESPONDENCE DATA	
Fax Number:	(614)461-4198
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	614-469-3939
Email:	tjhersch@jonesday.com
Correspondent Name:	Thomas J. Hersch
Address Line 1:	P.O. Box 165017
Address Line 4:	Columbus, OHIO 43216-5017

ATTORNEY DOCKET NUMBER:	089810-605002
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NAME OF SUBMITTER:	Thomas J. Hersch
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Total Attachments: 6
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ARTICLES OF MERGER
OF
PENTRON INC.
AND
POLAR CORPORATION

To the Secretary of State
State of Minnesota:

Pursuant to the provisions of the Minnesota Business Corporation Act governing the merger of a foreign wholly-owned subsidiary corporation for profit into its domestic parent corporation for profit, the domestic parent corporation hereinafter named does hereby adopt the following Articles of Merger.

1. Annexed hereto as Exhibit A, and made a part hereof, is the Agreement and Plan of Merger (the "Plan of Merger") for merging Pentron Inc., the subsidiary corporation, which is a corporation for profit organized under the laws of the State of Pennsylvania ("Pentron") into Polar Corporation, the parent corporation ("Polar"), with Polar being the surviving corporation, as set forth in resolutions approved by the affirmative vote of at least a majority of the Board of Directors of Polar under the provisions of Section 302A.621 of the Minnesota Business Corporation Act.
2. The number of outstanding shares of Pentron is 3,943, all of which are of one class, and all of which are owned by Polar.
3. Polar, as the holder of all outstanding shares of Pentron, waived the mailing of a copy of the Plan of Merger to itself.
4. The laws of the jurisdiction of organization of Pentron permit the merger of a corporation for profit of that jurisdiction with and into a corporation for profit of another jurisdiction; and the merger of Pentron with and into Polar is in compliance with the laws of the jurisdiction of organization of Pentron.
5. The merger of Pentron into Polar shall become effective in the State of Minnesota on the date on which the Secretary of State of the State of Minnesota files these Articles of Merger.

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I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48, Minnesota Statutes as if I had signed this document under oath.

Executed on ~~March~~ ^{April} 10, 2000

POLAR CORPORATION

By: Donald Stover
Name: Donald Stover
Title: Vice President, Secretary, Treasurer

EXHIBIT A
PLAN OF MERGER

[See Attached]

AGREEMENT AND PLAN OF MERGER**BETWEEN****PENTRON INC.****AND****POLAR CORPORATION**

This Agreement and Plan of Merger (this "Plan of Merger") is dated as of the 10th day of April, 2000, by and between Polar Corporation, a Minnesota corporation ("Polar"), and Pentron Inc., a Pennsylvania corporation ("Pentron").

WHEREAS, the respective Boards of Directors of Polar, the parent corporation, and Pentron, the subsidiary corporation, deem it advisable to combine the operations of Polar and Pentron by merging Pentron with and into Polar.

NOW THEREFORE, the parties hereto, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of such merger and the mode of carrying it into effect, as follows:

ARTICLE I**MERGER AND SURVIVING CORPORATION**

1.1 Upon the terms and subject to the conditions hereof and in accordance with the provisions pertaining to the merger of a domestic and a foreign corporation contained in the Business Corporation Law of 1988 of the Commonwealth of Pennsylvania and the Minnesota Business Corporation Act, at the Effective Time, as defined in Section 4.1 below, Pentron, the subsidiary corporation, shall be merged with and into Polar, the parent corporation (the "Merger"), with Polar, the parent corporation, as the surviving corporation (as such, the "Surviving Corporation").

1.2 At the Effective Time, the separate existence of Pentron, the subsidiary corporation, shall cease.

ARTICLE II**TERMS, CONDITIONS AND MODE OF MERGER**

2.1 The Articles of Incorporation and Bylaws of Polar shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

2.2 At the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, choses in action, and other assets of every kind and description of Pentron and Polar shall, transfer to, vest in and devolve upon the Surviving Corporation, without further act or deed, and all debts, liabilities, and duties of Pentron and Polar shall become the debts, liabilities and duties of the Surviving Corporation.

ARTICLE III

TREATMENT OF SHARES

3.1 Each issued and outstanding share of Polar shall not be affected by the Merger, shall continue to be outstanding at and after the Effective Time without any change and shall continue as a share of the Surviving Corporation.

3.2 At the Effective Time, all outstanding shares of Pentron shall not be converted in any manner, but each said share shall be surrendered and canceled without consideration.

ARTICLE IV

EFFECTIVE TIME

4.1 The Merger shall become effective (the "Effective Time") upon the filing of Articles of Merger with the Secretary of State of the State of Pennsylvania and with the Secretary of State of the State of Minnesota.

4.2 Notwithstanding anything to the contrary in this Agreement, this Agreement may be terminated at any time before the Effective Time by the mutual consent of the Boards of Directors of Polar and Pentron or by the unilateral action of either of these Boards, if the terminating Board determines, in its sole discretion, that the consummation of this Agreement is, for any reason, inadvisable. Neither Pentron nor Polar shall have any liability to any other person by reason of the termination of this Agreement.

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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective duly authorized officers on the date first above written.

POLAR CORPORATION,
a Minnesota corporation

By: *Donald Stover*
Name: Donald Stover
Title: Vice President, Secretary, Treasurer

PENTRON INC.,
a Pennsylvania corporation

By: *Donald Stover*
Name: Donald Stover
Title: Vice President, Secretary, Treasurer

**STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED**

APR 17 2000

Kary Kiffney
Secretary of State *m*

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TOTAL P.13

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