

03-28-2007

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011(exp. 4/94)

R



TEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
Our File: 9-333 - 2123

103388459

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

3.27.07

1. Name of conveying party(ies):
The Kindt Collins Company
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies)
Name: The Kindt-Collins Company LLC
Internal Address: _____
Street Address: 12651 Elmwood Avenue
Cleveland, Ohio 44111
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Corporation - Delaware
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) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Certificate of Conversion to Limited Liability Company & Certificate of Formation
Execution Date: September 30, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) **669,753; 1,048,761; 1,200,801; 1,236,994; 1,246,117; 1,534,916; 1,586,462; and 1,644,863**
Additional numbers attached? Yes No

6. Total number of applications and registrations involved: **8**
7. Total fee (37 CFR 3.41).....\$250.00
 Enclosed
 Authorized to be charged to deposit account
 PTO-2038 authorizing credit card payment
8. Deposit Account number:
(Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John R. Hlavka
Internal Address: Tarolli, Sundheim, Covell & Tummino L.L.P.
Street Address: 1300 E. 9th Street - Suite 1700
City: Cleveland State: Ohio ZIP: 44114-1400
03/27/2007 DBYRNE 00000134 1048761
01 FC:8521
02 FC:8522

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(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.
John R. Hlavka
Name of Person Signing
Reg. No.: 29,076
John R. Hlavka
Signature
March 21, 2007
Date
Total Number of pages including cover sheet, attachments, and document **4**

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services
Director of U.S. Patent & Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

TRADEMARK
REEL: 003511 FRAME: 0171

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "THE KINDT COLLINS COMPANY", CHANGING ITS NAME FROM "THE KINDT COLLINS COMPANY" TO "THE KINDT-COLLINS COMPANY LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2003, AT 10:33 O'CLOCK A.M.

2109683 8100

070331496



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5517341

DATE: 03-19-07

TRADEMARK
REEL: 003511 FRAME: 0172

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
of
THE KINDT COLLINS COMPANY
to
THE KINDT-COLLINS COMPANY LLC


This Certificate of Conversion to Limited Liability Company, dated as of September 30, 2003 has been duly executed and is being filed by The Kindt Collins Company, a Delaware corporation (the "Other Entity"), to convert the Other Entity to The Kindt-Collins Company LLC, a Delaware limited liability company (the "LLC"), pursuant to the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et. seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et. seq.).

1. The name of the Other Entity immediately prior to filing this Certificate of Conversion to Limited Liability Company is The Kindt Collins Company.
2. The Other Entity was incorporated on December 4, 1986 under the laws of the State of Delaware.
3. The name of the LLC as set forth in its Certificate of Formation is The Kindt-Collins Company LLC.
4. The conversion of the Other Entity to the LLC has been approved by the Other Entity in accordance with Section 266 of the Delaware General Corporation Law and by the LLC in accordance with Section 214 of the Delaware Limited Liability Company Act.
5. The conversion of the Other Entity to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a Certificate of Formation with the Secretary of State of the State of Delaware.
6. The manner in which the Voting Common Stock and the Non-Voting Common Stock of the Other Entity outstanding pursuant to the Certificate of Incorporation of the Other Entity, as amended (the "Certificate"), shall be exchanged for Voting Common Shares and Non-Voting Common Shares in the LLC and certain loans payable to the LLC shall be as set forth below. Terms not otherwise defined below shall have the meanings given them in the Operating Agreement of the LLC approved by the Board of Directors and stockholders of the Other Entity and in the Certificate of the Other Entity. A copy of the Operating Agreement will be furnished on request and without cost to any person or entity that was a holder of shares of stock of the Other Entity immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
 - (a) Exchange of Voting Common Stock for Voting Common Shares. Each share of Voting Common Stock of the Other Entity is hereby exchanged for one Voting Common Share of the LLC and each fractional share of

Voting Common Stock of the Other Entity is hereby exchanged for an equivalent fractional Voting Common Share of the LLC.

- (b) Exchange of Non-Voting Common Stock for Non-Voting Common Shares. Each share of Non-Voting Common Stock of the Other Entity is hereby exchanged for one Non-Voting Common Share of the LLC and each fractional share of Non-Voting Common Stock of the Other Entity is hereby exchanged for an equivalent fractional Non-Voting Common Share of the LLC.
- (c) Exchange of Voting Common Stock and Non-Voting Common Stock for Third Party Loans In addition to the foregoing, each full and fractional share of Voting Common Stock and Non-Voting Common Stock of the Other Entity is hereby exchanged, pro rata, for undivided interests in the loans (including accrued interest) receivable by the Other Entity from CL Partners, Elmwood Partners II and Fabric Partners II, each an Ohio general partnership.
- (d) Exchange of Voting Common Stock and Non-Voting Common Stock for Stockholder Loans. In addition to the foregoing, each full and fractional share of Voting Common Stock and Non-Voting Common Stock of the Other Entity held by a stockholder in the Other Entity is hereby exchanged for the loan (including accrued interest) receivable by the Other Entity from such stockholder, if any.

7. Upon filing of this Certificate of Conversion to Limited Liability Company, the Certificate of the Other Entity, the Shareholder Agreement dated June 27, 1989 between the Other Entity and its stockholders and the Restricted Stock Agreement dated June 1, 1991 between the Other Entity and Leo L. Kovachic shall be terminated and of no further force and effect.

By: 
Authorized Person

Name: Jon A Lindseth


CERTIFICATE OF FORMATION
OF
THE KINDT-COLLINS COMPANY LLC

A Delaware Limited Liability Company

FIRST: The name of the limited liability company is THE KINDT-COLLINS COMPANY LLC.

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808, and its registered agent at such address CORPORATION SERVICE COMPANY.

IN WITNESS WHEREOF, the undersigned, being the individual authorized to form the Company, has executed, signed and acknowledged this Certificate of Formation this 30th day of September, 2003.



Jon A. Lindseth, Authorized Representative

{JB6228;1}

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:18 AM 09/30/2003
FILED 10:33 AM 09/30/2003
SRV 030627743 - 2109683 FILE