

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/12/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Carter-Hoffmann Corporation		12/12/2001	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Tyler Refrigeration Corporation
Street Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19809
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2513958	CH
Registration Number:	2554669	CARTER-HOFFMANN

CORRESPONDENCE DATA

Fax Number: (315)425-9114
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 315-425-9000
 Email: dbigelow@cny-iplaw.com, holmes@cn-iplaw.com
 Correspondent Name: Dana F. Bigelow
 Address Line 1: 250 South Clinton Street
 Address Line 2: Suite 300
 Address Line 4: Syracuse, NEW YORK 13202

ATTORNEY DOCKET NUMBER:	CARTER-HOFFMANN ASSIGNMEN
NAME OF SUBMITTER:	Dana F. Bigelow

CH \$65.00 2513958

Signature:	/Dana F. Bigelow/
Date:	06/26/2007
Total Attachments: 7 source=Merger Document Carter Hoffmann to Tyler Refrigeration Corporation#page1.tif source=Merger Document Carter Hoffmann to Tyler Refrigeration Corporation#page2.tif source=Merger Document Carter Hoffmann to Tyler Refrigeration Corporation#page3.tif source=Merger Document Carter Hoffmann to Tyler Refrigeration Corporation#page4.tif source=Merger Document Carter Hoffmann to Tyler Refrigeration Corporation#page5.tif source=Merger Document Carter Hoffmann to Tyler Refrigeration Corporation#page6.tif source=Merger Document Carter Hoffmann to Tyler Refrigeration Corporation#page7.tif	

Form **BCA-11.25**
(Rev. Jan. 1999)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 3802 6011

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

SUBMIT IN DUPLICATE


DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

FILED PAID
DEC 19 2001
DEC 31 2001
EXPEDITED
JESSE WHITE
SECRETARY OF STATE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 12-19-01
Filing Fee \$ 100.00
Approved: [Signature]

1. Names of the corporations proposing to ~~consolidate~~^{merge} and the state or country of their incorporation:
~~-exchange shares-~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Carter-Hoffmann Corporation</u> (NS)	<u>Illinois</u>	<u>38026011</u>
<u>Tyler Refrigeration Corporation</u> (S)	<u>Delaware</u>	<u>5654 9048</u>
		 CP0781365

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~^{surviving} corporation: Tyler Refrigeration Corporation
~~-acquiring-~~
- (b) It shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~^{merger} is as follows: Pursuant to attached Plan and Agreement of Merger
~~-exchange-~~

5. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and ~~(4) as to each corporation organized in Illinois, in compliance with the laws of the State of Illinois, as follows:~~
 (The following items are not applicable to mergers under § 11.30, and § 11.31 of the Illinois Business Corporation Act of 1983. See Article 7.)
 (Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.
 (§ 11.20)

By written consent of the shareholder having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>Carter-Hoffmann Corporation</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
N/A/		

b. (Not applicable to 100% owned subsidiaries)
 The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day), _____ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated DECEMBER 12, 2001
 (Month & Day) (Year)

attested by [Signature]
 (Signature of Secretary or Assistant Secretary)

Mutahare S. Engin, Asst. Secretary
 (Type or Print Name and Title)

Carter-Hoffmann Corporation
 (Exact Name of Corporation)

by [Signature]
 (Signature of President or Vice President)

Paul Angrick, President
 (Type or Print Name and Title)

Dated DECEMBER 12, 2001
 (Month & Day) (Year)

attested by [Signature]
 (Signature of Secretary or Assistant Secretary)

Kevin T. Williams, Asst. Secretary
 (Type or Print Name and Title)

Tyler Refrigeration Corporation
 (Exact Name of Corporation)

by [Signature]
 (Signature of President or Vice President)

Jeffrey P. Rhodenbaugh, President
 (Type or Print Name and Title)

Dated _____, _____
 (Month & Day) (Year)

attested by _____
 (Signature of Secretary or Assistant Secretary)

 (Type or Print Name and Title)

 (Exact Name of Corporation)

by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER, dated this ~~12TH~~ day of December, 2001, pursuant to Section 252 of the General Corporation Law of Delaware and Section 11.05 of the Illinois Business Corporation Act of 1983, as amended, between Carter-Hoffmann Corporation ("Carter-Hoffmann" or the "merged corporation"), an Illinois corporation and Tyler Refrigeration Corporation ("TRC" or the "surviving corporation"), a Delaware corporation (each a "Constituent Corporation" and together, the "Constituent Corporations").

WITNESSETH that:

WHEREAS, the Constituent Corporations desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, the registered office of said TRC in the state of Delaware is located at 1209 Orange Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of Carter-Hoffmann in the State of Illinois is located at 208 South LaSalle Street in the City of Chicago, County of Cook, and the name of its registered agent at such address is CT Corporation System.

NOW, THEREFORE, the Constituent Corporations, parties to this Plan and Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: As of the Effective Time (as defined below), TRC hereby merges into itself Carter-Hoffmann, and said Carter-Hoffmann shall be and hereby is merged into TRC, which shall be the surviving corporation.

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SECOND: The Certificate of Incorporation of TRC, which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Plan and Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) All shares (i.e. in the aggregate) of common stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall be changed and converted on said date into twenty-five (25) shares of common stock of the surviving corporation.

(b) After the effective time of this merger, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the Effective Time of this Plan and Agreement, each registered owner of any uncertified shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) The merger shall become effective at 11:59 p.m. Eastern Standard Time (10:59 Central Standard Time) on 31 December 2001 (the "Effective Time").

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement may be terminated and abandoned by the Board of Directors of any Constituent Corporation at any time prior to the Effective Time. This Plan and Agreement may be amended by the Board of Directors of the Constituent Corporations at any time prior to the Effective Time, provided that an amendment made subsequent to the adoption of the Plan and Agreement by the stockholders of any Constituent Corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof such Constituent

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Corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of this Plan and Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such Constituent Corporation.

IN WITNESS WHEREOF, the parties to this Plan and Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors and that fact having been certified on said Plan and Agreement of Merger by the Secretary (or Assistant Secretary) of each corporate party thereto, have caused these presents to be executed by an officer of each Constituent Corporation as the respective act, deed and agreement of each said corporation, on this 12th day of December, 2001.

CARTER-HOFFMANN CORPORATION

By Paul K. Angrick
Paul K. Angrick, President

TYLER REFRIGERATION CORPORATION

By Jeffrey P. Rhodenbaugh
Jeffrey P. Rhodenbaugh, President

Certified and acknowledged

Mutahare S. Engin
Mutahare S. Engin, Assistant Secretary
Carter-Hoffmann Corporation

Certified and acknowledged

Kevin T. Williams
Kevin T. Williams, Assistant Secretary
Tyler Refrigeration Corporation