

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/13/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MICROMATIC INC.		12/13/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MICROMATIC LLC
Street Address:	525 BERNE STREET
City:	BERNE
State/Country:	INDIANA
Postal Code:	46711
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2825113	ROTAC

CORRESPONDENCE DATA

Fax Number: (440)256-7453
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 440-256-4150
 Email: clevepat@sbcglobal.net
 Correspondent Name: Kenneth L. Mitchell
 Address Line 1: 9213 Chillicothe Road
 Address Line 4: Kirtland, OHIO 44094

ATTORNEY DOCKET NUMBER:	8324D-MERGER-8-24-07
NAME OF SUBMITTER:	Kenneth L. Mitchell
Signature:	/Kenneth L. Mitchell/

Date:

08/24/2007

Total Attachments: 7

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Delaware

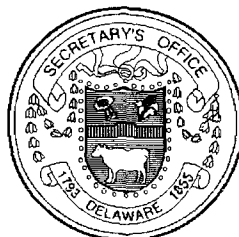
PAGE 1

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 MERGER, WHICH MERGES:

"MICROMATIC INC.", A DELAWARE CORPORATION,

WITH AND INTO "MICROMATIC LLC" UNDER THE NAME OF "MICROMATIC LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 2005, AT 2:21 O'CLOCK P.M.



2097288 8100M

060874083

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5061577

DATE: 09-22-06

TRADEMARK
REEL: 003608 FRAME: 0152

CERTIFICATE OF MERGER

**Pursuant to Title 8, Section 264(c) of the
Delaware General Corporation Law and Title 6,
Section 18-209 of the Delaware
Limited Liability Company Act**

MERGER OF

MICROMATIC INC.

INTO

MICROMATIC LLC

Micromatic LLC, a Delaware limited liability company, does hereby certify that:

FIRST: The name and jurisdiction of formation of each of the constituent parties to the merger are as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>
Micromatic Inc.	Delaware
Micromatic LLC	Delaware

SECOND: An agreement and plan of merger between the constituent parties to the merger has been approved and executed by each of the constituent parties to the merger in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act, as amended.

THIRD: The name of the surviving limited liability company is Micromatic LLC.

FOURTH: The merger is to become effective upon the date herewith.

FIFTH: The executed agreement and plan of merger is on file at the principal place of business of the surviving limited liability company, the address of which is 525 Berne Street, Berne, Indiana 46711.

SIXTH: A copy of the agreement and plan of merger is attached hereto as Exhibit A.

IN WITNESS WHEREOF, Micromatic LLC has caused this Certificate of Merger to be duly executed as of December 13, 2005.

MICROMATIC LLC:

By: Micromatic Holding LLC, its sole member

By: 

Name: John Carretta

Its: Secretary

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of December 14, 2005, by and between Micromatic Inc., a Delaware corporation ("Parent"), and Micromatic LLC, a Delaware limited liability company ("Subsidiary").

RECITALS:

WHEREAS, each of Parent and Subsidiary has approved this Agreement in accordance with the applicable laws of the State of Delaware;

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein and in accordance with the applicable laws of the State of Delaware, the parties hereto agree that Parent shall be merged with and into Subsidiary (the "Merger"), that Subsidiary shall be the surviving entity (the "Surviving Company") in the Merger, and that the terms and conditions of the Merger shall be as follows:

I. MERGER

Section 1.01 The Merger. At the effective time of the Merger, Parent shall be merged with and into Subsidiary, which shall be the Surviving Company, and Subsidiary shall continue its existence as a limited liability company under the applicable laws of the State of Delaware.

Section 1.02 Filing. The Member of Subsidiary shall, at such time as the Manager of Subsidiary may determine, and subject to Section 6.02 of this Agreement, cause to be executed and filed a certificate of merger or analogous document with the Secretary of State of the State of Delaware (the "Merger Certificate"), and such supporting documents as are required, and the date and time of filing the Merger Certificate shall be the effective time of the Merger and is hereafter referred to as the "Effective Time."

II. TERMS OF CONVERSION AND EXCHANGE OF EQUITY INTERESTS

Section 2.01 Parent Membership Interests. At the Effective Time, each shareholder of Parent immediately prior to the Effective Time shall automatically be admitted as a member of Subsidiary with the rights and obligations as set forth in the limited liability company agreement, if any, of Subsidiary, the stockholder of Parent immediately prior to the Effective Time shall own 100% of the membership interests in Subsidiary and any and all equity interests in Parent shall automatically be cancelled.

Section 2.02 Subsidiary Interest. All membership interests in Subsidiary outstanding immediately prior to the Effective Time shall be cancelled as of the Effective Time.

III. LEGAL ASPECTS OF THE MERGER

Section 3.01 Surviving Company's Constituent Documents. The certificate of formation and the limited liability company agreement, if any, of Subsidiary in effect at the Effective Time shall be the certificate of formation and limited liability company agreement, if any, of the Surviving Company following the Merger until amended as provided by law.

IV. CERTAIN EFFECTS OF THE MERGER

Section 4.01 Effect of the Merger. From the Effective Time, the Merger shall have the effects provided by Delaware law.

Section 4.02 Further Assurances. If at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Company with full right, title, and possession to all assets, property, rights, privileges, powers, and franchises of Parent, the member of Subsidiary is fully authorized in the name of Parent or otherwise to take, or cause to be taken, all such further action.

V. CONDITIONS PRECEDENT TO THE EFFECTIVENESS OF THE MERGER

Section 5.01 Condition. The obligations of each party hereto to consummate the Merger are subject to the approval by each of the stockholder and the Board of Directors of Parent and the member of Subsidiary in accordance with Delaware law.

VI. MISCELLANEOUS

Section 6.01 Amendment. The parties to this Agreement may, by mutual consent, amend, modify, or supplement this Agreement in such manner as may be agreed upon by them in writing at any time before or after approval of this Agreement by each of the stockholder and Board of Directors of Parent and the member of Subsidiary.

Section 6.02 Termination. This Agreement may be terminated, and the Merger and other transactions provided for or contemplated by this Agreement may be abandoned, at any time, whether before or after approval of this Agreement, by either Parent or Subsidiary.


Section 6.03 Headings. The headings of articles and sections herein are for convenience of reference, do not constitute a part of this Agreement, and shall not be deemed to limit or affect any of the provisions hereof.

Section 6.04 Governing Law. It shall be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to conflict of laws.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized officers all as of the day and year first above written.

PARENT

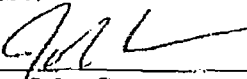
MICROMATIC INC.

By: 
Name: John Carretta
Its: Secretary

SUBSIDIARY

MICROMATIC LLC:

By: Micromatic Holding LLC, its sole member

By: 
Name: John Carretta
Its: Secretary

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