

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/16/2005		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Halton Company		03/02/2005	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Halton Company - KY		
Street Address:	2413 Nashville Road		
Internal Address:	Suite C4		
City:	Bowling Green		
State/Country:	KENTUCKY		
Postal Code:	42101		
Entity Type:	CORPORATION: KENTUCKY		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2453138	HALTON	
CORRESPONDENCE DATA			
Fax Number:	(212)969-2900		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 969-3000		
Email:	trademark@proskauer.com		
Correspondent Name:	Bela P. Amladi, Esq., Proskauer Rose LLP		
Address Line 1:	1585 Broadway		
Address Line 2:	Trademark File Room		
Address Line 4:	New York, NEW YORK 10036-8299		
ATTORNEY DOCKET NUMBER:	56297-055 - HALTON		
NAME OF SUBMITTER:	Bela P. Amladi		

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Signature:	/Bela P. Amladi/
Date:	09/28/2007
Total Attachments: 10 source=Articles of Merger-Change of Name#page1.tif source=Articles of Merger-Change of Name#page2.tif source=Articles of Merger-Change of Name#page3.tif source=Articles of Merger-Change of Name#page4.tif source=Articles of Merger-Change of Name#page5.tif source=Articles of Merger-Change of Name#page6.tif source=Articles of Merger-Change of Name#page7.tif source=Articles of Merger-Change of Name#page8.tif source=Articles of Merger-Change of Name#page9.tif source=Articles of Merger-Change of Name#page10.tif	

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Trey Grayson
Secretary of State
Received and Filed
03/15/2005 3:47:19 PM
Fee Receipt: \$50.00

ARTICLES OF MERGER
of
HALTON COMPANY
(a Pennsylvania corporation)
into
HALTON COMPANY - KY
(a Kentucky corporation)
and

AMENDING THE ARTICLES OF INCORPORATION OF HALTON COMPANY-KY TO
REFLECT A NAME CHANGE TO "HALTON COMPANY"

Pursuant to the provisions of KRS 271B.11-010 -- 271B.11-080 (the "Kentucky Act") and 15 Pa.C.S. §1921 -- §1929 (the "Pennsylvania Act"), Halton Company, a Pennsylvania corporation, and Halton Company - KY, a Kentucky corporation, do hereby certify:

1. The names and jurisdictions of formation or organization of each constituent business entity which are to merge are:

- A. Halton Company, a Pennsylvania corporation; and
- B. Halton Company - KY, a Kentucky corporation.

2. The Plan of Merger of Halton Company and Halton Company - KY (the "Plan of Merger") is attached hereto as Exhibit A and incorporated herein by this reference.

3. The name of the surviving business entity is Halton Company - KY, a Kentucky corporation, which hereby amends its Articles of Incorporation and changes its name to "Halton Company," a Kentucky corporation; an Application for Certificate of Withdrawal for Halton Company, a Pennsylvania corporation, has been filed of even date herewith.

4. The Plan of Merger was duly authorized and approved by each of Halton Company and Halton Company - KY as follows:

A. In accordance with §1924 of the Pennsylvania Act, the Plan of Merger was unanimously approved by the shareholders and unanimously approved by the Board of Directors of Halton Company as of March 2, 2005.

B. In accordance with KRS 271B.11-010 and 271B.11-030 of the Kentucky Act, the Plan of Merger was unanimously approved by the shareholders and unanimously approved by the Board of Directors of Halton Company - KY as of March 2, 2005.

TRADEMARK

REEL: 003630 FRAME: 0273

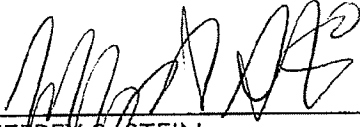
COMMONWEALTH OF KENTUCKY)
) :SS
COUNTY OF ALLEN)

The foregoing instrument was acknowledged before me this the 2nd day of March, 2005, by Rick Bagwell, to me personally known, as the President of Halton Company - KY, a Kentucky corporation, and that said instrument was signed on behalf of said corporation by proper authority and the instrument was the act of the corporation for the purposes stated above.

My commission expires: 12-05-08

Darlene Jinsley
NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY:



JEFFREY S. STEIN
WYATT, TARRANT & COMBS, LLP
918 State Street
P.O. Box 1220
Bowling Green, KY 42102-1220
Telephone: 270.842.1050
Telecopier: 270.842.4720

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AGREEMENT AND PLAN OF MERGER

This Plan of Merger (the "Plan") is made and entered into as of the 2nd day of March, 2005, by and between Halton Company, a Pennsylvania corporation, and Halton Company - KY, a Kentucky corporation.

1. The name constituent business entity proposing to merge is Halton Company, a Pennsylvania corporation; and the name of the constituent business entity into which Halton Company proposes to merge is Halton Company - KY, a Kentucky corporation.

2. The name of the surviving business entity is Halton Company - KY, a Kentucky corporation, which hereby amends its Articles of Incorporation and changes its name to "Halton Company," a Kentucky corporation; an Application for Certificate of Withdrawal for Halton Company, a Pennsylvania corporation, has been filed of even date herewith.

3. Subject to the terms and conditions set forth herein, Halton Company shall be merged with and into Halton Company - KY in accordance with the provisions of KRS 271B.11-070 and 15 Pa.C.S. §1921(b), with the effect provided in KRS 271B.11-060 (the "Merger").

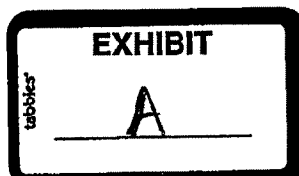
A. Effective Time. The Merger shall be effective at 12:01 a.m., Central Standard Time, on the 16th day of March, 2005 (the "Effective Time").

B. Manner of Converting Shares. At the Effective Time, by virtue of the Merger, the shares of common stock of Halton Company and Halton Company - KY shall be converted automatically and without any action on the part of the holder(s) thereof as follows:

(1) Halton Company. Each share of common stock of Halton Company issued and outstanding at the Effective Time shall be converted into one (1) fully paid and non-assessable share of Halton Company - KY common stock.

(2) Halton Company - KY. Each share of common stock of Halton Company - KY issued and outstanding at the Effective Time shall remain outstanding after the Effective Time and shall be unaffected by the Merger.

4. The Articles of Incorporation of Halton Company - KY, the entity surviving the Merger, shall be amended to reflect that the new name of Halton Company - KY shall be "Halton Company," a Kentucky corporation. Halton Company - KY reserves the right and power, after the Effective Time of the Merger, to further alter, amend, change,




COMMONWEALTH OF KENTUCKY)
) :SS
COUNTY OF ALLEN)

The foregoing instrument was acknowledged before me this the 2nd day of March, 2005, by Rick Bagwell, to me personally known, as the President of Halton Company - KY, a Kentucky corporation, and that said instrument was signed on behalf of said corporation by proper authority and the instrument was the act of the corporation for the purposes stated above.

My commission expires: 12-05-08

Darlene Jinsley
NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY:



JEFFREY S. STEIN
WYATT, TARRANT & COMBS, LLP
918 State Street
P.O. Box 1220
Bowling Green, KY 42102-1220
Telephone: 270.842.1050
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UNANIMOUS CONSENT OF THE SHAREHOLDER OF
HALTON COMPANY, a Pennsylvania corporation

The undersigned, being the sole shareholder of Halton Company, a Pennsylvania corporation (the "Corporation"), does hereby adopt the following resolutions:

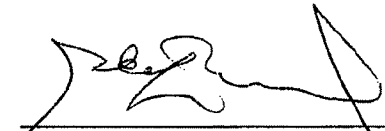
RESOLVED, that the shareholder hereby authorizes and approves the attached Agreement and Plan of Merger by and between Halton Company and Halton Company - KY.

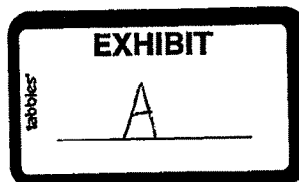
RESOLVED, that Rick Bagwell, as President of the Corporation, is hereby authorized and directed to execute and file all documents, certificates and instruments necessary to effectuate the Agreement and Plan of Merger.

This 2nd day of March, 2005.

OY HALTON GROUP LTD., a Finland corporation, sole shareholder of Halton Company, a Pennsylvania corporation

BY:


Mika Halttunen, President



UNANIMOUS CONSENT OF THE SHAREHOLDER OF
HALTON COMPANY - KY, a Kentucky corporation

The undersigned, being the sole shareholder of Halton Company - KY, a
Kentucky corporation (the "Corporation"), does hereby adopt the following resolutions:

RESOLVED, that the shareholder hereby authorizes and
approves the attached Agreement and Plan of Merger by and
between Halton Company and Halton Company - KY.

RESOLVED, that Rick Bagwell, as President of the
Corporation, is hereby authorized and directed to execute
and file all documents, certificates and instruments necessary
to effectuate the Agreement and Plan of Merger.

This 2nd day of March, 2005.

CJM HOLDINGS, INC., a Kentucky corporation,
sole shareholder of Halton Company - KY, a
Kentucky corporation

BY: Ra Bagwell
Rick Bagwell, President

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UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF
HALTON COMPANY, a Pennsylvania corporation

The undersigned, being all of the directors of Halton Company, a
Pennsylvania corporation (the "Corporation"), do hereby adopt the following resolutions:

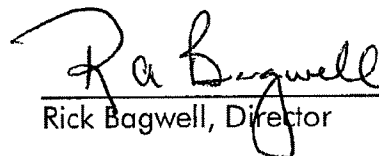
RESOLVED, that the directors hereby authorize and approve
the attached Agreement and Plan of Merger by and between
Halton Company and Halton Company - KY.

RESOLVED, that Rick Bagwell, as President of the
Corporation, is hereby authorized and directed to execute
and file all documents, certificates and instruments necessary
to effectuate the Agreement and Plan of Merger.

This 2nd day of March, 2005.



Mika Halttunen, Director



Rick Bagwell, Director

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UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF
HALTON COMPANY - KY, a Kentucky corporation

The undersigned, being all of the directors of Halton Company - KY, a
Kentucky corporation (the "Corporation"), do hereby adopt the following resolutions:

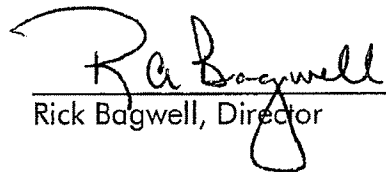
RESOLVED, that the directors hereby authorize and approve
the attached Agreement and Plan of Merger by and between
Halton Company and Halton Company - KY.

RESOLVED, that Rick Bagwell, as President of the
Corporation, is hereby authorized and directed to execute
and file all documents, certificates and instruments necessary
to effectuate the Agreement and Plan of Merger.

This 2nd day of March, 2005.



Mika Halttunen, Director



Rick Bagwell, Director

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