

Form PTO-1594 (Rev. 08/08)

OMB Collection 0651-0027 (exp. 9/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

SRAM Corporation

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation- State: Illinois
☐ Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? ☐ Yes ☒ No**3. Nature of conveyance (Execution Date(s) :**Execution Date(s) September 30, 2008

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

2. Name and address of receiving party(ies)Additional names, addresses, or citizenship attached? ☐ Yes ☒ NoName: SRAM, LLC

Internal

Address: _____

Street Address: 1333 N. Kingsbury St., 4th FloorCity: ChicagoState: ILCountry: US Zip: 60622

- ☐ Association Citizenship _____
☐ General Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☒ Corporation Citizenship US
☐ Other _____ Citizenship _____

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)**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

77/245,456; 77/261,910; 77/397,448; 78/589,700

B. Trademark Registration No.(s)

1,621,763; 1,654,275; 1,704,807; 1,914,792; 1,914,795; 1,923,549;
2,000,058; 2,036,130; 2,041,768;Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:Name: Lisa SerdynskiInternal Address: SRAM CorporationStreet Address: 1333 N. Kingsbury St., 4th FloorCity: ChicagoState: IL Zip: 60622Phone Number: 312-664-3652Fax Number: 312-664-8826Email Address: lserdynski@sram.com**6. Total number of applications and registrations involved:**

51

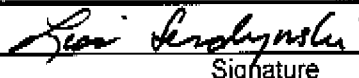
7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$2040.00

- ☐ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Signature

September 30, 2008

Date

Lisa Serdynski

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Continuation of Item 4:

Additional trademark registration nos. against which the document is to be recorded.

2,056,661
2,120,535
2,163,375
2,303,873
2,394,497
2,520,658
2,543,647
2,554,055
2,621,857
2,664,245
2,728,111
2,730,510
2,740,520
2,757,293
2,759,701
2,762,628
2,789,681
2,821,333
2,834,646
2,938,826
2,940,825
2,978,917
2,995,203
2,995,208
2,997,815
2,997,997
2,997,999
2,998,232
3,001,692
3,001,693
3,103,103
3,108,056
3,120,601
3,178,429
3,227,874
3,231,010
3,238,333
3,314,648

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:

"SRAM CORPORATION", AN ILLINOIS CORPORATION,

WITH AND INTO "SRAM, LLC" UNDER THE NAME OF "SRAM, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2008, AT 8:52 O'CLOCK A.M.



4586575 8100M

080997676

You may verify this certificate online
at corp.delaware.gov/authver.shtml

A handwritten signature in cursive script that reads "Harriet Smith Windsor".

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6883546

DATE: 09-30-08

TRADEMARK
REEL: 003863 FRAME: 0267

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:58 AM 09/30/2008
FILED 08:52 AM 09/30/2008
SRV 080997676 - 4586575 FILE

CERTIFICATE OF MERGER

The undersigned SRAM, LLC, a Delaware limited liability company, DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of domicile formation or organization of each of the constituent entities are as follows:

Name	Jurisdiction of Domicile, Formation or Organization
SRAM Corporation	Illinois
SRAM, LLC	Delaware

SECOND: The Agreement and Plan of Merger, dated as of September 28, 2008, between SRAM Corporation and SRAM, LLC has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 18-209 of the Delaware Limited Liability Company Act, and Section 5/11.39 of the Illinois Business Corporation Act of 1983.

THIRD: The name of the surviving limited liability company is SRAM, LLC (the "Surviving LLC").

FOURTH: The certificate of formation of SRAM, LLC in effect immediately prior to the merger shall be the certificate of formation of the Surviving LLC.

FIFTH: The merger is to become effective upon the filing of this Certificate of Merger with the Delaware Secretary of State.

SIXTH: The executed Agreement and Plan of Merger is on file at the office of the Surviving LLC at 1333 N. Kingsbury, 4th Floor, Chicago, Illinois 60622.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving LLC, on request and without cost, to any member of the limited liability company or any shareholder of the corporation.

IN WITNESS WHEREOF, Surviving LLC has caused this certificate to be signed by a duly authorized officer on this 30th day of September, 2008.

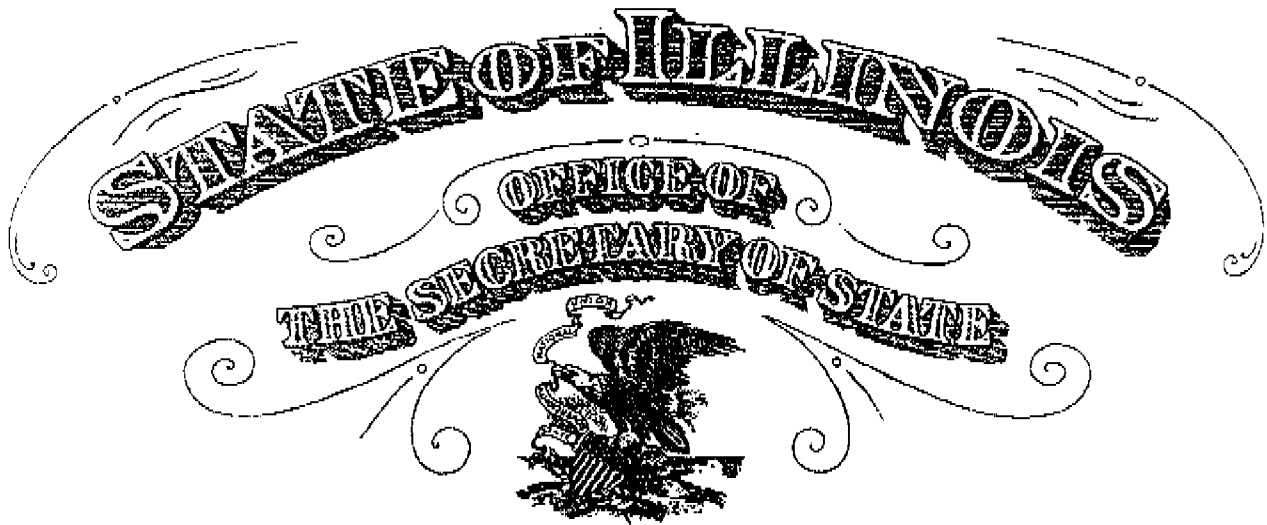
SRAM, LLC

By: 

Name: Stanley R. Day, Jr.

Title: Chief Executive Officer

File Number 0259092-1



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 2 PAGE(S),
AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR SRAM, LLC.



*In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 30TH
day of SEPTEMBER A.D. 2008*

Jesse White

Authentication #: 0827401223

Authenticate at: <http://www.cyberdrivellinois.com>

SECRETARY OF STATE

TRADEMARK
REEL: 003863 FRAME: 0270

Form LLC-45.5 April 2007 Secretary of State Jesse White Department of Business Services Limited Liability Division 501 S. Second St., Rm. 351 Springfield, IL 62758 217-524-8008 www.cyberdriveillinois.com Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order payable to Secretary of State.	Illinois Limited Liability Company Act Application for Admission to Transact Business SUBMIT IN DUPLICATE Must be typewritten. This space for use by Secretary of State. Filing Fee: \$500 Penalty: \$ Approved:	FILE # <u>0259-092-1</u> This space for use by Secretary of State. FILED SEP 30 2008 JESSE WHITE SECRETARY OF STATE
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- Limited Liability Company Name: SRAM, LLC
Must comply with Section 1-10 of ILLOA or item 2 below also applies
- Assumed Name:
By electing this Assumed Name, the Limited Liability Company hereby agrees not to use its Company Name in the transaction of business in Illinois. Form LLC-120 is attached
- Jurisdiction of Organization: Delaware
- Date of Organization: September 22, 2008
- Period of Duration: Perpetual
- Address, including County, of the Office required to be maintained in the jurisdiction of its organization or, if not required, of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)

<u>1333 N. Kingsbury Street; 4th Floor</u>		
Number	Street	Suite #
<u>Chicago, Illinois 60642</u>		<u>Cook</u>
City/State	ZIP Code	County
- Registered Agent: National Registered Agents, Inc.

First Name	Middle Name	Last Name
Registered Office: <u>200 West Adams Street</u>		
Number	Street	Suite #
<u>Chicago, Illinois</u>	<u>Cook</u>	<u>Illinois</u>
City	County	ZIP Code
- If applicable, Date on which Company first conducted business in Illinois: _____
upon qualification

(continued on back)

Printed by authority of the State of Illinois February 2008 -- 1M -- LLO-17.9

LLC-45.5

- 9 Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: (Include Business Code # from IRS Form 1065.)

Manufacturer and marketer of branded bicycle components; Code #

10. The Limited Liability Company: (check one)

☐ is managed by a manager or managers (List names and business addresses.)

☒ has management vested in the member or members (List names and addresses.)

SRAM Holdings, LLC
1333 N. Kingsbury Street, 4th Floor
Chicago, Illinois 60642

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under the circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.
12. This application is accompanied by a Certificate of Good Standing or Existence, as well as a copy of the Articles of Organization, as amended, duly authenticated within the last 60 days, by the officer of the state or country wherein the LLC is formed.
13. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date also must be submitted.
14. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated Sept. 23, 2008
Month & Day Year

B.W.

Signature (Must comply with Section 6-45 of ILCA)

Brian W. Bozzer, Secretary of SRAM-SPA, Inc
Name and Title (Type or print)

member of SRAM Holdings, LLC member

If applicant is a Company or other Entity, state Name of Company and indicate whether it is a member or manager of the LLC. Please refer to Sections 178.20(d) of the Administrative Rules