

Form PTO-1594 (Rev. 01-09)
OMB Collection 0651-0027 (exp 02/28/2009)

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):

KALMAR INDUSTRIES USA LLC

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other A TEXAS LIMITED LIABILITY COMPANY
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name CARGOTEC SOLUTIONS LLC

Internal _____

Address _____

Street Address 415 EAST DUNDEE STREET

City: OTTAWA

State: KANSAS

Country: US Zip: 66067

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____

Other limited liability co Citizenship TEXAS

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)

3. Nature of conveyance (Execution Date(s) :

Execution Date(s) DECEMBER 29, 2008

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

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

A. Trademark Application No.(s)

BARTLETT; COMMANDQ; OTTAWA; SPEEDLOADER (stylized & design);
BROMMA; BROMMA ROPCO and design (see attached)

B. Trademark Registration No.(s)

0821487; 1216608; 1866901; 1214688; 1808829; 1810466

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: KAY LYN SCHWARTZ

Internal Address: 3000 THANKSGIVING TOWER

Street Address 1601 ELM STREET

City: DALLAS

State: TEXAS Zip: 75201-4761

Phone Number: 214-999-4702

Fax Number: 214-999-3702

Email Address: KSCHWARTZ@GARDERE.COM

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$165.00

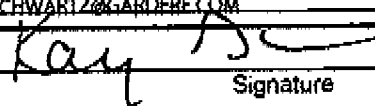
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 07-0153

Authorized User Name KAY LYN SCHWARTZ

9. Signature:



Signature

2/4/09

Date

KAY LYN SCHWARTZ
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

Documents 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 1480, Alexandria, VA 22313-1450

TRADEMARK REGISTRATIONS

Kalmar Industries USA LLC and Cargotec Solutions LLC

MARK	REGISTRATION NO.
BARTLETT	0821487
COMMANDO	1216608
OTTAWA	1866901
SPEEDLOADER (stylized and design)	1214688
BROMMA	1808829
BROMMA ROPCO (and design)	1810466

Form 622
 (Revised 01/06)
 Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512 463-5709
 Filing Fee: see instructions



**Certificate of Merger
 Combination Merger
 Business Organizations Code**

This space reserved for office use.

FILED
 In the Office of the
 Secretary of State of Texas
 DEC 29 2008
 Corporations Section

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

Kahmar Industries USA LLC
Name of Organization
 The organization is a Limited Liability Company It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)
TX USA The file number, if any, is 0800094260
State Country Texas Secretary of State file number
 Its principal place of business is 415 East Dundee Street Ottawa KS
Address City State
 The organization will survive the merger. The organization will not survive the merger.
 The plan of merger amends the name of the organization. The new name is set forth below.
Cargotec Solutions LLC
Name as Amended

Party 2

Kahmar Port Equipment Service, LLC
Name of Organization
 The organization is a Limited Liability Company It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)
DE USA The file number, if any, is _____
State Country Texas Secretary of State file number
 Its principal place of business is 415 East Dundee Street Ottawa KS
Address City State
 The organization will survive the merger. The organization will not survive the merger.
 The plan of merger amends the name of the organization. The new name is set forth below.
Name as Amended

Party 3

Name of Organization
 The organization is a _____ It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

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 DEC 29 2008
 Secretary of State

The file number, if any, is _____
State _____ Country _____ Total Secretary of State file number _____
its principal place of business is _____
Address _____ City _____ State _____

- The organization will survive the merger. The organization will not survive the merger.
- The plan of merger amends the name of the organization. The new name is set forth below.

Name of Amended

- The plan of merger is attached.

If the plan of merger is not attached, the following statements must be completed.

By checking the following boxes, each domestic filing entity certifies that:

- A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
- On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger.

If a filing entity is to survive the merger, complete either A or B. If B is selected, provide relevant information in the space provided.

- A. No amendments to the certificate of formation of any filing entity that is a party to the merger are effected by the merger.
- B. The plan of merger effected changes or amendments to the certificate of formation of

Kalmar Industries USA LLC

Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendments Text Area

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name				Jurisdiction		Entity Type (See instructions)	
Principal Place of Business Address				City		State Zip Code	
Name				Jurisdiction		Entity Type (See instructions)	
Principal Place of Business Address				City		State Zip Code	
Name				Jurisdiction		Entity Type (See instructions)	
Principal Place of Business Address				City		State Zip	

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of _____
Name of domestic entity
was not required by the provisions of the BOC.

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 11:59 pm EST/10:59 pm CST on Dec., 31, 2008

C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.



The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: December 8 2008

Kalmar Industries USA LLC

Printing Entity Name

Mike Manning

Signature and title of authorized person

Mike Manning, Manager

Kalmar Port Equipment Services, LLC

Printing Entity Name

Mike Manning

Signature and title of authorized person

Mike Manning, Manager

Printing Entity Name

Signature and title of authorized person

**AGREEMENT AND PLAN OF MERGER OF
KALMAR PORT EQUIPMENT SERVICE, LLC
WITH AND INTO
KALMAR INDUSTRIES USA LLC**

THIS AGREEMENT AND PLAN OF MERGER, dated December 15, 2008, is made and entered into by and between KALMAR PORT EQUIPMENT SERVICE, LLC, a Delaware limited liability company ("Port Equipment"), and KALMAR INDUSTRIES USA LLC, a Texas limited liability company ("Kalmar") (together, Port Equipment and Kalmar shall be referred to hereinafter as the "Merging Companies").

RECITALS

- A. Cargotec U.S. Manufacturing OY is the sole member and owns all of the issued and outstanding membership interest in Port Equipment and Kalmar.
- B. The sole member of Port Equipment and the sole member of Kalmar deem it to be in the best interest of the Merging Companies that Port Equipment merge with and into Kalmar (the "Merger").

AGREEMENTS

In consideration of the recitals and mutual agreements which follow, the parties agree as follows:

**ARTICLE I
PLAN OF MERGER**

1. At the "Effective Time" of the Merger (as defined in section 4 of this Agreement), Port Equipment will be merged with and into Kalmar in accordance with chapter 10 of the Texas Business Organizations Code and section 18-209 of the Delaware Limited Liability Company Act. After the Merger, Kalmar will be the surviving entity, and the separate existence and identity of Port Equipment shall cease.

2. At the Effective Time of the Merger:

(a) Kalmar shall possess all the rights, privileges, immunities and franchises, of a public nature as well as of a private nature, of each of the Merging Companies;

(b) All property, real, personal and mixed and all debts due on whatever account, including subscriptions to shares and all other choses in action, and every interest, of or belonging to or due to each of the Merging Companies, shall be taken and deemed to be transferred to and vested in Kalmar without further act or deed;

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(c) Title to any real estate, or any interest therein, vested in each of the Merging Companies shall not revert or be in any way impaired by reason of the Merger;

(d) Kalmar shall be responsible and liable for all the liabilities and obligations of each of the Merging Companies;

(e) Any claim existing or action or proceeding pending by or against either of the Merging Companies may be prosecuted to judgment as if the Merger had not taken place, or Kalmar may be substituted as the party in interest; and

(f) Neither the rights of creditors nor any liens upon the property of the Merging Entities shall be impaired by the Merger.

3. At the Effective Time of the Merger, the Certificate of Formation of Kalmar shall be amended to change its name. The Certificate of Amendment will be amended in its entirety to read as follows:

**FIRST: The name of the Limited Liability Company is
CARGOTEC SOLUTIONS LLC**

4. At the Effective Time of the Merger, the membership interest in Port Equipment shall be cancelled. All of the issued and outstanding shares of membership of the surviving entity shall remain outstanding and will not be affected by the Merger.

5. The Effective Time of the Merger shall be 11:59 pm Eastern Standard Time/10:59 pm Central Standard Time on December 31, 2008.

[Signature page to follow]

IN WITNESS WHEREOF, Port Equipment and Kalmar have caused this Agreement and Plan of Merger to be executed.

KALMAR INDUSTRIES USA LLC

BY 
Mike Manning, President

**KALMAR PORT EQUIPMENT SERVICE,
LLC**

**BY CARGOTEC U.S. MANUFACTURING
OY**

BY 
Kai Sajalahti, Chairman

BY 
Outi Aaltonen, Director