

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT																											
<b>NATURE OF CONVEYANCE:</b>	Merger and a Change of Name Effective 12/31/2008																											
<b>CONVEYING PARTY DATA</b>																												
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<b>CORRESPONDENCE DATA</b>																												
Fax Number:	(414)298-8097																											
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>																												
Phone:	414-298-1000																											

**CH \$215.00 2109807**

Email: dkattman@reinhardt.com  
Correspondent Name: Daniel E. Kattman  
Address Line 1: 1000 North Water Street  
Address Line 2: Suite 2100  
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	6170
NAME OF SUBMITTER:	Daniel E. Kattman
Signature:	/Daniel E. Kattman/
Date:	06/26/2009

**Total Attachments: 8**

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## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

Kalmar Port Equipment Service, LLC  
Foreign Limited Liability Company (LLC)  
Delaware, USA  
[Entity not of Record, Filing Number Not Available]

Into

Cargotec Solutions LLC  
[Prior Name : Kalmar Industries USA LLC]  
Domestic Limited Liability Company (LLC)  
[File Number: 800094260]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 12/29/2008

Effective: 12/31/2008 10:59 pm



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

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



This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas

DEC 29 2008

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

**Parties to the Merger**

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**

Kalmar 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

*State*

*Country*

The file number, if any, is 0800094260

*Texas Secretary of State file number*

Its principal place of business is 415 East Dundee Street

Ottawa

KS

*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**

Kalmar 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

*State*

*Country*

The file number, if any, is \_\_\_\_\_

*Texas Secretary of State file number*

Its principal place of business is 415 East Dundee Street

Ottawa

KS

*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)*

The file number, if any, is \_\_\_\_\_  
*State*                      *Country*                      *Texas 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 as Amended*

**Plan of Merger**

- The plan of merger is attached.

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

**Alternative Statements**

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.*

**Amendment**

- 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.

*Amendment Text Area*

**Organizations Created by Merger**

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.

NEW ORGANIZATION 1

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

NEW ORGANIZATION 2

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

NEW ORGANIZATION 3

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

Approval of the Plan of Merger

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.

Effectiveness of Filing Certificate

- 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 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_  
The following event or fact will cause the document to take effect in the manner described below:  
\_\_\_\_\_  
\_\_\_\_\_

Tax Certificate

- 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.

**EXHIBIT**

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

Date: December 15 2008

Kalmar Industries USA LLC

Merging Entity Name

Mike Manning

Signature and title of authorized person

Mike Manning, Manager

Kalmar Port Equipment Services, LLC

Merging Entity Name

Mike Manning

Signature and title of authorized person

Mike Manning, Manager

Merging 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<sup>th</sup> 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;



(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  
Mike Manning, President

KALMAR PORT EQUIPMENT SERVICE,  
LLC

BY CARGOTEC U.S. MANUFACTURING  
OY

BY Kai Sajalahti  
Kai Sajalahti, Chairman

BY Outi Aaltonen  
Outi Aaltonen, Director