

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2002		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Everbrite, Inc.		12/31/2002
			Entity Type
			CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	Everbrite, LLC		
Street Address:	4949 South 110th Street		
City:	Greenfield		
State/Country:	WISCONSIN		
Postal Code:	53220		
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2765212	LUMI DIGIT
CORRESPONDENCE DATA			
Fax Number:	(414)277-0656		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	414.271.6560		
Email:	mkeipdocket@michaelbest.com		
Correspondent Name:	Michael Best & Friedrich LLP		
Address Line 1:	100 East Wisconsin Avenue		
Address Line 2:	Suite 3300		
Address Line 4:	Milwaukee, WISCONSIN 53202-4108		
ATTORNEY DOCKET NUMBER:	031009-9120-00		
NAME OF SUBMITTER:	Jodi Anderson		
Signature:	/jodi anderson/		

OP \$40.00 2765212

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REEL: 004047 FRAME: 0948

Date:

08/18/2009

Total Attachments: 6

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and entered into effective the 30th day of December, 2002, by and between Everbrite, LLC, a Wisconsin limited liability company ("Acquisition"), and Everbrite, Inc., a Wisconsin corporation ("Target").

RECITALS

WHEREAS, Acquisition is a single member limited liability company duly organized and existing under the laws of the State of Wisconsin;

WHEREAS, Target is a corporation duly organized and existing under the laws of the State of Wisconsin;

WHEREAS, Everbrite Investment Company, a Wisconsin corporation, organized Acquisition in connection with this Agreement and is the single member of Acquisition ("Single Member");

WHEREAS, the Board of Managers and Single Member of Acquisition have determined that it is advisable and generally to the advantage and welfare of Acquisition and its Single Member, that Target be merged with and into Acquisition on the terms and conditions hereinafter set forth;

WHEREAS, the Board of Directors and shareholders of Target have determined that it is advisable and generally to the advantage and welfare of Target and its shareholders, that Target be merged with and into Acquisition on the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors and the shareholders of Single Member have determined that it is advisable and generally to the advantage and welfare of Single Member and its shareholders, that Target be merged with and into Acquisition on the terms and conditions hereinafter set forth.

NOW, THEREFORE, Acquisition and Target, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of the State of Wisconsin hereby agree as follows:

AGREEMENT

1. Merger. At the Effective Time (as hereinafter defined) Target will be merged with and into Acquisition (hereinafter sometimes referred to as "Surviving Company") in accordance with Chapter 180, Subchapter XI, and Chapter 183, Subchapter XII, of the Wisconsin Statutes (the "Merger"). All of the following shall occur upon the Effective Time:

(a) Target and Acquisition become a single entity, the separate existence of Target ceases, and the existence of Acquisition as Surviving Company continues unaffected and unimpaired by the Merger;

(b) the rights, privileges, immunities and powers, along with the title to all property and all debts (including contributions) owned by or belonging to Target and Acquisition (the "Constituent Companies") shall become vested in Surviving Company without reversion or impairment; and

(c) any civil, criminal, administrative or investigatory proceeding pending against either Constituent Company shall be continued as if the Merger did not occur, and the Surviving Company shall be substituted in any such proceeding for Acquisition.

If at any time after the Effective Time, Surviving Company shall deem it appropriate that any assignments or assurances should be made to vest, perfect or confirm of record in Surviving Company the title to any property or right of Acquisition acquired by Surviving Company as a result of the Merger, the Board of Managers and the Single Member of Surviving Company, in the name of Acquisition or otherwise, may take and do any action necessary or desirable to vest, perfect or confirm title to such property and rights in Surviving Company and otherwise to carry out the purposes of the Merger.

2. Articles of Organization and Operating Agreement.

(a) The Articles of Organization of Acquisition, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Articles of Organization of Surviving Company following the Effective Time until changed or amended.

(b) The Operating Agreement of Acquisition, as in effect immediately prior to the Effective Time shall continue in full force and effect as the Operating Agreement of Surviving Company following the Effective Time until changed or amended.

3. Managers. The Board of Managers of Acquisition immediately prior to the Effective Time shall be the Board of Managers of Surviving Company, the members of the Board of Managers to hold office in accordance with the Operating Agreement.

4. Conversion of Ownership Interest. The manner of converting the ownership interests of Acquisition and Target shall be as follows:

(a) The Merger shall not effect a change in any of the ownership interests, however defined, in Acquisition and none of such ownership interests shall be exchanged or converted as a result of the Merger.

(b) Each voting share of common stock of Target prior to the Effective Time (other than shares of common stock the holders of which have taken the steps to perfect dissenters' rights, which shares shall not be converted as described in this Section 4(b) but instead shall have the rights under the Wisconsin Business Corporation Law) shall be converted into the right to receive 1/166.72 Class A voting common stock of Single Member. Each share of non-voting common stock of Target prior to the Effective Time (other than shares of common stock the holders of which have taken the steps to perfect dissenters' rights, which shares shall not be converted as described in this Section 4(b) but instead shall have the rights under the Wisconsin Business Corporation Law) shall be converted into the right to receive 1/166.72 Class B non-voting common stock of Single Member.

(c) The shares of common stock, whether voting or non-voting, held by Target shareholder who shall have taken all action prior to and following the Effective Time necessary to object to the Merger and permit such Target shareholder to pursue dissenters' rights under Sections 180.1302 of the Wisconsin Statutes shall not be converted into shares of common stock of Single Member as provided in Section 4(b) hereof, but such objecting shareholder shall be entitled to receive, in complete redemption of his, her or its Target shares, only the fair value of such shareholder's Target shares; provided, however, that if any Target shareholder objecting to the Merger shall fail to comply with the procedures provided in Sections 180.1301 to 180.1331 of the Wisconsin Statutes or otherwise fail to establish his, her or its right to be paid for such Target shares as provided by the Wisconsin Statutes, the shares of such shareholder shall thereupon be deemed to have been converted as of the Effective Time in the same manner as provided in Section 4(b) hereof.


5. Effective Time. The effective date and time of the Merger (the "Effective Time") shall be 11:59 P.M. on December 31, 2002.

6. Articles of Merger. The appropriate officers of Surviving Company shall prepare and execute Articles of Merger as required by the Wisconsin Business Corporation Law and shall file such Articles of Merger with the Wisconsin Department of Financial Institutions. Such appropriate officers are further authorized to do any and all other things necessary to effectuate the Merger.

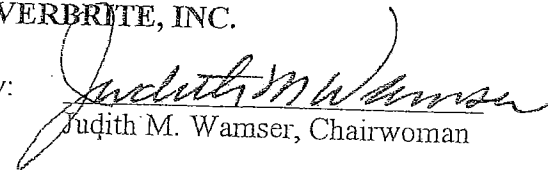
[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Plan and Agreement of Merger as of the date first above written.

EVERBRITE, LLC

By: 
William J. Fritz, ~~Executive~~ Manager

EVERBRITE, INC.

By: 
Judith M. Wamser, Chairwoman

Form **966**

(Rev. June 2001)

Corporate Dissolution or Liquidation

(Required under section 6043(a) of the Internal Revenue Code)

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0041

Please type or print Name of corporation Everbrite, Inc.		Employer identification number 39-0268560	
Number, street, and room or suite no. (If a P.O. box number, see instructions below.) 4949 South 110th Street, P.O. Box 20020		Check type of return <input checked="" type="checkbox"/> 1120 <input type="checkbox"/> 1120-L <input type="checkbox"/> 1120-IC-DISC <input type="checkbox"/> 1120S <input type="checkbox"/> Other	
City or town, state, and ZIP code Greenfield, WI 53220-0020			
1 Date incorporated March 1, 1927	2 Place incorporated Wisconsin	3 Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial	4 Date resolution or plan of complete or partial liquidation was adopted December 30, 2002
5 Service Center where corporation filed its immediately preceding tax return Ogden, UT	6 Last month, day, and year of immediately preceding tax year December 31, 2001	7a Last month, day, and year of final tax year December 31, 2002	7b Was corporation's final tax return filed as part of a consolidated income tax return? If "Yes," complete 7c, 7d, and 7e. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
7c Name of common parent Everbrite, Inc.	7d Employer identification number of common parent 39-0268560	7e Service Center where consolidated return was filed Ogden, UT	
8 Total number of shares outstanding at time of adoption of plan of liquidation		Common	Preferred
		182,820	0
9 Date(s) of any amendments to plan of dissolution			
10 Section of the Code under which the corporation is to be dissolved or liquidated		368 (a) (1) (D)	
11 If this return concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed			

Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of officer: *John A. Heger*

Title: *Treasurer*

Date: *1/3/03*

Instructions

Who must file. A corporation must file Form 966 if it adopts a resolution or plan to dissolve the corporation or liquidate any of its stock. Exempt organizations and qualified subchapter S subsidiaries are not required to file Form 966. These organizations should see the instructions for Form 990, Return of Organization Exempt from Income Tax or Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation and Form 8869, Qualified Subchapter S Subsidiary Election, respectively.

Caution: Do not file Form 966 for a deemed liquidation (such as a section 338 election or an election to be treated as a disregarded entity under Regulations section 301.7701-3).

When and where to file. File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement is attached. Include all information required by Form 966 that was not given in the earlier form.

File Form 966 with the Internal Revenue Service Center where the corporation is required to file its income tax return.

Distribution of property. A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the distributed assets are valued at fair market value. Exceptions to this rule apply to a liquidation for a subsidiary and to a distribution that is made according to a plan of reorganization.

Address. Include the suite, room, or other unit number after the street address. If mail is not delivered to the street address and the

corporation has a P.O. box, enter the box number instead of the street address.

Signature. The return must be signed and dated by the president, vice president, treasurer, assistant treasurer, chief accounting officer, or any other corporate officer (such as tax officer) authorized to sign. A receiver, trustee, or assignee must sign and date any return required to be filed on behalf of a corporation.

Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws and to allow us to figure and collect the right amount of tax.

You are not required to provide the information requested by a form or its instructions that is subject to the Paperwork Work Reduction Act unless the form displays a valid OMB control number. Books and records relating to a form or its instructions must be retained as long as their content may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6103.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

- Recordkeeping 5 hr., 1 min.
- Learning about the law or the form 24 min.
- Preparing and sending the form to the IRS 29 min.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can write to the Tax Forms Committee, Western Area Distribution Center, Rancho Cordova, CA 95743-0001. Do not send the tax form to this office. **TRADEMARK** where to file on this page.

State of Wisconsin
SECRETARY OF STATE

Please read instructions on
the reverse before attemptin
to complete this form.

Resolved, That the Articles of Incorporation shall be amended to read as follows:

"ARTICLE 2. The name of this corporation shall be EVERBRITE, INC., and its location and principal place of business shall be in the city of Milwaukee, ~~MILWAUKEE~~ GREENFIELD, Milwaukee County, Wisconsin, where its principal books of account and corporate records shall be kept."

6/12/89
9-12-89

COPY

The undersigned officers of EVERBRITE ELECTRIC SIGNS, INC. a Wisconsin corporation (enter the present corporate name, before any change this amendment may cause) with registered office in Milwaukee County, Wisconsin, CERTIFY:

1 (A) The foregoing amendment of the articles of incorporation of said corporation was consented to in writing by the holders of all shares entitled to vote with respect to the subject matter of said amendment, duly signed by said shareholders or in their names by their duly authorized attorneys.

~~OR~~ (Please strike out the item you do not use) See instruction 1

~~1 (B) The foregoing amendment of the articles of incorporation of said corporation was adopted by the shareholders on the _____ day of _____, 19 _____ by the following vote:~~

VOTE ON ADOPTION					
Class	Number of SHARES outstanding	Number of SHARES entitled to vote	Number of "Yes" votes REQUIRED	Number of "Yes" votes CAST	Number of "No" votes CAST
Common					
Preferred					

2 (See instruction 2)

Executed in duplicate and seal (if any) affixed this 12th day of September, 19 89.

BY: [Signature]
as (Secretary) or (Asst Secretary) indicate which

AFFIX SEAL or state that there is none

BY: [Signature]
as (President) or (Vice-President) indicate which

This document was drafted by Attorney Frederick R. Croen please print or type the name of the individual