

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE BODINE COMPANY		07/06/2006	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	THE BODINE COMPANY, LLC
Street Address:	236 South Mt. Pleasant Road
City:	Collierville
State/Country:	TENNESSEE
Postal Code:	38017
Entity Type:	LIMITED LIABILITY COMPANY: TENNESSEE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2743986	ARC KEEPER
Registration Number:	2271591	BODINE
Registration Number:	2262353	BODINE
Registration Number:	3058016	COLD-PAK
Registration Number:	3279474	FEBNET
Registration Number:	1883468	IF IT'S RED IT'S BODINE
Registration Number:	1951424	REDITEST

CORRESPONDENCE DATA

Fax Number: (914)333-9692
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 914.333.9634
 Email: Bob.Kraus@philips.com, Lillian.Drumheller@philips.com
 Correspondent Name: ROBERT J. KRAUS, ESQ.
 Address Line 1: P.O. BOX 3001
 Address Line 2: PHILIPS IP&S

CH \$190.00 2743986

Address Line 4: BRIARCLIFF MANOR, NEW YORK 10510-8001

ATTORNEY DOCKET NUMBER: BODINE RECORDAL#1

NAME OF SUBMITTER: Robert J. Kraus

Signature: /R.J.KRAUS/

Date: 11/16/2009

Total Attachments: 9

source=BODINE into The Bodine Company LLC#page1.tif
source=BODINE into The Bodine Company LLC#page2.tif
source=BODINE into The Bodine Company LLC#page3.tif
source=BODINE into The Bodine Company LLC#page4.tif
source=BODINE into The Bodine Company LLC#page5.tif
source=BODINE into The Bodine Company LLC#page6.tif
source=BODINE into The Bodine Company LLC#page7.tif
source=BODINE into The Bodine Company LLC#page8.tif
source=BODINE into The Bodine Company LLC#page9.tif

STATE OF TENNESSEE

Certificate of Incorporation

Name. First. The name of this corporation is

THE LODINE COMPANY

Address. Second. The address of the principal office of this corporation in the State of Tennessee is

P. O. Box 67, Germantown, Tennessee, 38038

Business. Third. The general nature of the business to be transacted by this corporation is

the acquisition, ownership and operation of an enterprise and to do all of the things and matters herein mentioned as fully and to the same extent as a natural person might do or could do and in any part of the world and, limited only by the laws and statutes of the State of Tennessee, including, but not limited to, the ownership, acquisition of, and operation of real and personal property, the disposition of the same, as hereinafter generally described, goods, parts, supplies, equipment, wares, merchandise, machinery, rolling stock, vehicles, storage facilities, residential, industrial and commercial real estate, leases and subleases for both real and personal property, stock, stock issues, certificates and titles of ownership of any type, including stock in this company, and to execute all or any documents of or evidences of ownership, indebtedness, retention of title, mortgage, deeds of trust, or other types, kinds or character of transfer of title, ownership or evidence of indebtedness, and to execute and deliver all documents or evidences reasonably related to the business and to exercise all rights of ownership of its properties, including the hypothecation, sale, transfer or other disposition or pledge of its properties, both real and personal, in the normal course of business and, in general, to carry on all other business in connection with, reasonably related to, or incidentally connected with the ownership, operation, performance of activities, and, carrying on of business in connection with, related to or incidental to dealing and dealing with manufacturing, research, sales, service and assembly of goods, wares, and merchandise of every kind and character, limited only by the laws and statutes of the State of Tennessee, The United States of America and political subdivisions thereof as applicable and to carry on all other business that a natural person could, might, or would do or perform and to have all of the powers conferred and granted to corporations by the laws and statutes of the State of Tennessee and to have all the rights and powers not denied to corporations under the laws and statutes of the State of Tennessee.

TRADEMARK

REEL: 004096 FRAME: 0855

Stock, with
Classifica-
tions and
Distinguish-
ing Charac-
teristics,
if any.

Fourth. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time ~~is~~ is One Hundred Thousand (100,000) shares of common capital stock each having par value of One (\$1.00) Dollar.

Initial
Capital

Fifth. The amount of capital with which this corporation will begin business shall be ~~One Thousand & no/100---~~ One Thousand & no/100--- (\$1,000.00) Dollars; and when such amount so fixed shall have been subscribed for, all subscriptions of the stock of this corporation shall be enforceable and it may proceed to do business in the same manner and as fully as though the maximum number of shares authorized under the provisions of the preceding section hereof shall have been subscribed for.

Duration

Sixth. The term of existence of this corporation shall be perpetual.

Other Pro-
visions.
(See Section 7,
Subsection 7
of the
Corporation
Act of 1929.)

Seventh. (1) This corporation shall have all of the rights granted to corporations under the laws of the State of Tennessee and all rights not denied corporations by the laws of the State of Tennessee.

(2) Shareholders in this corporation shall at no time have preemptive rights to shares subsequently issued by this corporation.

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for a Charter of Incorporation for the purposes and with the powers, etc., declared in the foregoing instrument.

Witness our hands this the 26th day of October, 1964

Subscribing Witness: M. B. Glauke, M. T. Evans, B. J. Tucker

STATE OF TENNESSEE, COUNTY OF SHELBY

Personally appeared before me Marvin H. Hawks (Notary Public) the within named incorporators, M. B. Glauke, M. T. Evans and B. J. Tucker

with whom I am personally acquainted, and who acknowledged that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in Memphis, Tennessee, this 26th day of October, 1964

Marvin H. Hawks (Signature of Notary Public)

(If Notary Public) My commission expires 18th day of September, 1966 (Official Title) Notary Public

(Certificate of Probate for Subscribing Witness if not Acknowledged by all of the Incorporators.)

STATE OF TENNESSEE, COUNTY OF

Personally appeared before me of said County, the within named the subscribing witness and incorporator, with whom I am personally acquainted, and who acknowledged that he executes the within application for a Charter of Incorporation for the purpose therein contained and expressed; and the said subscribing witness to the signatures subscribed to the within application, being first duly sworn, deposed and said that he is personally acquainted with the within named incorporators.

and they did in his presence acknowledge that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in Tennessee, this day of 19

(Signature of County Court Clerk or Notary Public)

(If Notary Public) My commission expires day of 19 (Official Title)

I, JOE C. CARR, Secretary of State, do certify that this
Charter, with certificate attached, the foregoing of which is a
true copy, was this day registered and certified to by me.

This the 27th day of October, 1964.

JOE C. CARR.

SECRETARY OF STATE

FEE: \$ 20.00

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

CERTIFICATE OF CONVERSION
(Domestic For-Profit Corporation into LLC
under TCA 548-21-111)

(For use on or after 7/1/2006)

RECEIVED
STATE For Office Use Only
2006 JUL -6 PM 1:43
SECRETARY OF STATE

5821.0428

Pursuant to the provisions of §48-21-111 of the Tennessee Business Corporation Act and §48-249-703 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby submits this certificate of conversion:

1. The name and principal business address of the converting domestic corporation is:
The Bodine Company
236 South Mt. Pleasant Road
Collierville, TN 38017

2. The converting corporation was formed in Tennessee, its date of formation is
10/27/1964 (month/day/year), and its SOS control number
(if known) is: 0003443

3. The converting corporation is being converted to a domestic limited liability company, and the name of the domestic limited liability company as set forth in its article of organization is: The Bodine Company, LLC

4. The plan of conversion is attached to this certificate of conversion and is incorporated herein by reference.

5. The terms and conditions of the conversion have been approved by the unanimous vote of the shareholders; all required approvals of the conversion have been obtained by the converting corporation.

6. The number of members of the limited liability company at the date of conversion is
One

7. If the conversion is not to be effective upon the filing of the certificate of conversion and articles of organization, then the future effective date and time of the conversion is:
Date: N/A, N/A Time: N/A

July 6, 2006
Signature Date

Signature

Chief Executive Officer
Signer's Capacity (if other than individual capacity)

David W. Crippen
Name (printed or typed)

PLAN OF CONVERSION OF
THE BODINE COMPANY
INTO
THE BODINE COMPANY, LLC

THIS PLAN OF CONVERSION (this "Plan") dated as of July 6, 2006, is hereby adopted by THE BODINE COMPANY, a Tennessee corporation (the "Corporation"), in accordance with Section 48-21-111 of the Tennessee Business Corporation Act (the "TBCA") and Section 48-249-703 of the Revised Tennessee Limited Liability Company Act (the "RTLLCA").

5821.0429

RECITALS

1. The Bodine Company is a corporation incorporated and existing under the TBCA.
2. The Corporation's authorized capital stock consists of 100,000 shares of common stock with a par value of \$0.08 per share (the "Common Stock"), of which 46,687.4649 shares are issued and outstanding.
3. The Board of Directors of the Corporation and its sole shareholder deem it advisable and in the best interests of the Corporation and its shareholder that the Corporation be converted into a Tennessee limited liability company under and pursuant to the TBCA and RTLLCA.
4. The Board of Directors of the Corporation and its sole shareholder have approved the conversion of the Corporation into a Tennessee limited liability company under the terms and conditions set forth below.

PLAN OF CONVERSION

In consideration of the Recitals, the Corporation hereby adopts the following Plan of Conversion:

ARTICLE I
THE CONVERSION

At the Effective Time (as defined below), upon the terms and subject to the conditions of this Plan, and in accordance with the TBCA and RTLLCA, the Corporation shall be converted into a limited liability company organized and existing under the RTLLCA and shall be named The Bodine Company, LLC (the "Conversion"). Following the Conversion, the Corporation shall cease to exist as a corporation of the State of Tennessee and shall continue to exist as a limited liability company of the State of Tennessee.

**ARTICLE II
EFFECTIVE TIME**

Subject to the terms and conditions set forth in this Plan, a Certificate of Conversion shall be duly executed and acknowledged by the Corporation and thereafter delivered to the Secretary of State of the State of Tennessee for filing pursuant to the TBCA and RTLLCA. The Conversion shall become effective upon the filing of the Certificate of Conversion with the Secretary of State of Tennessee (the "Effective Time"). Notification of the approval of the Conversion will be deemed to be execution of the operating agreement governing The Bodine Company, LLC by the shareholder of the Corporation.

5821.0430

**ARTICLE III
EFFECTS OF THE CONVERSION**

The Conversion shall have the effects set forth in the TBCA and RTLLCA. Without limiting the generality of the foregoing, at the Effective Time, all the properties, rights, privileges, powers and franchises of the Corporation shall vest in The Bodine Company, LLC and all debts, liabilities and duties of the Corporation shall become the debts, liabilities and duties of The Bodine Company, LLC.

**ARTICLE IV
ARTICLES OF ORGANIZATION**

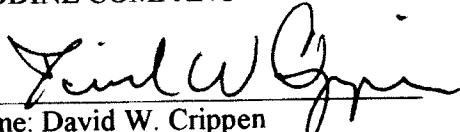
The Articles of Organization of The Bodine Company, LLC, which shall take effect at the Effective Time, are attached.

**ARTICLE V
CONVERSION OF SHARES**

At the Effective Time, all outstanding whole or fractional shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Conversion and without any action on the part of the Corporation or the holder of the shares of Common Stock, be converted into and shall thereafter represent all of the membership interests in The Bodine Company, LLC, and any outstanding certificate representing shares of Common Stock shall thereafter represent limited liability company membership interests in The Bodine Company, LLC. Any certificate may, but need not be, exchanged by any holder thereof after the Effective Time for a new certificate for limited liability company membership interests bearing the name of The Bodine Company, LLC if the terms of any operating agreement governing The Bodine Company, LLC provide for the issuance of certificates representing limited liability company membership interests.

Dated as of the day and year first written above.

THE BODINE COMPANY

By: 
Name: David W. Crippen
Title: Chief Executive Officer

5821.0431

TRADEMARK

REEL: 004096 FRAME: 0862

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

ARTICLES OF ORGANIZATION
(LIMITED LIABILITY COMPANY)

(For use on or after 7/1/2006)

For Office Use Only
STATE OF TENNESSEE
2006 JUL -6 PM 1:43
RECEIVED
SECRETARY OF STATE

5821.0434

The Articles of Organization presented herein are adopted in accordance with the provisions of the Tennessee Revised Limited Liability Company Act.

1. The name of the Limited Liability Company is: The Bodine Company, LLC

(NOTE: Pursuant to the provisions of TCA §48-249-106, each limited Liability Company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

2. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is:
CT Corporation System

(Name) 800 S. Gay Street, Suite 2021 Knoxville TN / 37279
(Street address) Knox County (City) (State / Zip Code)
(County)

3. The Limited Liability Company will be: (NOTE: PLEASE MARK APPLICABLE BOX)

Member Managed Manager Managed Director Managed

4. Number of Members at the date of filing, if more than six (6): _____

5. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Date: N/A, N/A Time: N/A

6. The complete address of the Limited Liability Company's principal executive office is:

236 South Mt. Pleasant Road Collierville TN / Shelby / 38017
(Street Address) (City) (State / County / Zip Code)

7. Period of Duration if not perpetual: _____

8. Other Provisions:

9. THIS COMPANY IS A NONPROFIT LIMITED LIABILITY COMPANY (Check if applicable)

July 6, 2006

Signature Date

Signature

Chief Executive Officer

Signer's Capacity (if other than individual capacity)

David W. Crippen

Name (printed or typed)