

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/18/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MHE Technologies, Inc.		12/18/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	PHMH Holding Company
Street Address:	4401 Gateway Blvd.
City:	Springfield
State/Country:	OHIO
Postal Code:	45502
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3057805	REDI-LIFT
Registration Number:	3717658	ELECTROTORQUE
Serial Number:	77717423	MORRIS MATERIAL HANDLING
Registration Number:	3382545	ZIP-V
Registration Number:	3287403	MORRIS MATERIAL HANDLING
Registration Number:	3281488	MORRIS MATERIAL HANDLING
Registration Number:	1566954	SMARTORQUE
Registration Number:	0642304	ZIP-LIFT
Registration Number:	0643231	HEVI-LIFT

CORRESPONDENCE DATA

Fax Number: (614)227-2100
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 6142272186

CH \$240.00 3057805

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**TRADEMARK
 REEL: 004131 FRAME: 0173**

Email: rmorgan@porterwright.com
Correspondent Name: Robert J. Morgan
Address Line 1: 41 South High Street
Address Line 2: Suite 2900
Address Line 4: Columbus, OHIO 43215

ATTORNEY DOCKET NUMBER:	4005192-166351
NAME OF SUBMITTER:	Robert J. Morgan
Signature:	/Robert J. Morgan/
Date:	01/14/2010
Total Attachments: 2 source=MergerMHETechintoPHMHHolding#page1.tif source=MergerMHETechintoPHMHHolding#page2.tif	

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:16 PM 12/23/2009
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**CERTIFICATE OF MERGER
OF**

MHE TECHNOLOGIES, INC.
(a Delaware corporation)

with and into
PHMH HOLDING COMPANY
(a Delaware corporation)

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), PHMH Holding Company, a Delaware corporation ("PHMH"), hereby certifies the following information relating to the merger of MHE Technologies, Inc., a Delaware corporation (the "Merged Corporation"), with and into PHMH (the "Merger"):

FIRST: The names and states of incorporation of the constituent corporations (the "Constituent Corporations") in the Merger are:

<u>Name</u>	<u>State of Incorporation</u>
PHMH Holding Company	Delaware
MHE Technologies, Inc.	Delaware

SECOND: The Agreement and Plan of Merger (the "Plan of Merger"), dated as of December 18, 2009, by and between PHMH and the Merged Corporation, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL.

THIRD: The name of the surviving corporation of the Merger (the "Surviving Corporation") is PHMH Holding Company.

FOURTH: The Certificate of Incorporation of PHMH as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation until amended and/or restated in accordance with its terms and as provided by applicable law.

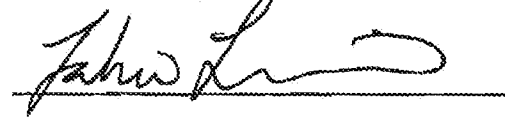
FIFTH: The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation, whose address is 4401 Gateway Blvd., Springfield, OH 45502.

SIXTH: A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: The Merger shall become effective as of 5:00 p.m. (Eastern Standard Time) on December 29, 2009.

IN WITNESS WHEREOF, MMH has caused this Certificate of Merger to be executed by its duly authorized officer on December 18, 2009.

PHMH HOLDING COMPANY

A handwritten signature in black ink, appearing to read "Fabio Fiorino", is written over a horizontal line.

By: Fabio Fiorino
Its: President

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