

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Motomco Ltd. Corporation		12/15/2009	CORPORATION: FLORIDA

**RECEIVING PARTY DATA**

Name:	Bell Laboratories, Inc.
Street Address:	3699 Kinsman Blvd.
City:	Madison
State/Country:	WISCONSIN
Postal Code:	53704
Entity Type:	CORPORATION: WISCONSIN

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Serial Number:	77884515	TOMCAT QUICK KILL
Registration Number:	2821931	JAGUAR
Registration Number:	2642315	TOMCAT
Registration Number:	2416846	BAIT CHUNX
Registration Number:	2424498	HAWK BAIT CHUNX
Registration Number:	2424497	JAGUAR BAIT CHUNX
Registration Number:	2414950	
Registration Number:	2179574	JAGUAR
Registration Number:	1822300	TOMCAT
Registration Number:	1709675	HAWK
Registration Number:	1659401	HAWK
Registration Number:	1586482	TOMCAT
Registration Number:	1270537	RAMPAGE

OP \$390.00 77884515

**900153734**

**TRADEMARK  
 REEL: 004142 FRAME: 0314**

Registration Number:	3626132	THE WORLD LEADER IN RODENT CONTROL TECHNOLOGY
Registration Number:	2416845	TOMCAT BAIT CHUNX

**CORRESPONDENCE DATA**

Fax Number: (608)257-1507  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 608-257-7766  
Email: docket\_chussin@lathropclark.com  
Correspondent Name: Christopher J. Hussin  
Address Line 1: 740 Regent St., PO Box 1507  
Address Line 2: Suite 400  
Address Line 4: Madison, WISCONSIN 53701-1507

ATTORNEY DOCKET NUMBER:	BELLABS-1
NAME OF SUBMITTER:	Christopher J. Hussin
Signature:	/chris hussin/
Date:	02/02/2010

Total Attachments: 6  
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source=merger docs#page4.tif  
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source=merger docs#page6.tif

# State of Florida



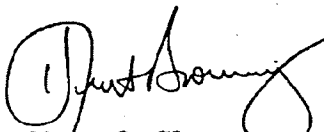
## Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 22, 2009, effective December 31, 2009, for BELL LABORATORIES, INC., the surviving Wisconsin entity not authorized to transact business in Florida, as shown by the records of this office.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Twelfth day of January, 2010



CR2EO22 (01-07)

  
Kurt S. Browning  
Secretary of State

12-31-09

**ARTICLES OF MERGER**  
(Profit Corporations)

**FILED**  
09 DEC 22 PM 3:18  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Bell Laboratories, Inc.	Wisconsin	n/a

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Motomco Ltd. Corporation	Florida	F32011
Joma Industries, Inc.	Wisconsin	n/a

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/15/2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/15/2009 (both).

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

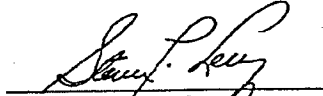
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

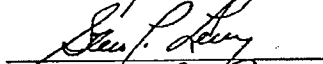
Typed or Printed Name of Individual & Title

Bell Laboratories, Inc.



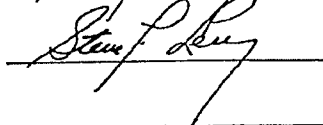
Steven M. Levy, President

Motomco Ltd. Corporation



Steven M. Levy, President

Joma Industries, Inc.



Steven M. Levy, President

**TRADEMARK**

**REEL: 004142 FRAME: 0318**

**EXHIBIT A**

**PLAN OF MERGER**

1. **Parties.** Bell Laboratories, Inc. ("Bell Labs") is a Wisconsin corporation, organized under Chapter 180 of the Wisconsin Statutes. Motomco Ltd. Corporation ("Motomco") is a Florida corporation, organized under Chapter 607 of the Florida Statutes. Joma Industries, Inc. ("Joma") is a Wisconsin corporation, organized under Chapter 180 of the Wisconsin Statutes.
2. **Merger.** At the Effective Time (as defined below), Motomco and Joma shall each be merged with and into Bell Labs, which shall be the surviving corporation of the merger. It is intended that the merger qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code. The effect of the merger shall be as set forth in Section 180.1106 of the Wisconsin Statutes.
3. **Name; Articles of Incorporation.** The name of the surviving corporation shall be Bell Laboratories, Inc. The Articles of Incorporation of the surviving corporation shall be the Restated Articles of Incorporation of Bell Laboratories, Inc., as attached hereto as Exhibit B. The Bylaws of the surviving corporation shall be the Bylaws of Bell Labs, as amended and in effect at the Effective Time.
4. **Directors and Officers.** From and after the Effective Time, the Directors of the surviving corporation shall be the Directors of Bell Labs then in office at the Effective Time, until termination of their service as set forth in the Bylaws of the surviving corporation. From and after the Effective Time, the officers of the surviving corporation shall be the officers of Bell Labs then in office at the Effective Time, until termination of their service as set forth in the Bylaws of the surviving corporation.
5. **Conversion of Bell Labs Stock.** At and as of the Effective Time:
  - (a) Each share of Class A Common stock of Bell Labs, \$1.00 par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive ten (10) shares of Class A Common stock, no par value, of the surviving corporation;
  - (b) Each share of Class B Common stock of Bell Labs, \$1.00 par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive ten (10) shares of Class B Common stock, no par value, of the surviving corporation; and
  - (c) Each share of Class A Common or Class B Common stock of Bell Labs, \$1.00 par value, then outstanding for which dissenters' rights have been exercised shall be converted into the right to receive payment from the surviving corporation in accordance with the Wisconsin Statutes.

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6. Conversion of Motomco Stock. At and as of the Effective Time:

(a) Each share of Class A Common stock of Motomco, no par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive 1,691.56914 shares of Class A Common stock, no par value, of the surviving corporation;

(b) Each share of Class B Common stock of Motomco, no par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive 1,691.56914 shares of Class B Common stock, no par value, of the surviving corporation; and

(c) Each share of Class A Common or Class B Common stock of Motomco, no par value, then outstanding for which dissenters' rights have been exercised shall be converted into the right to receive payment from the surviving corporation in accordance with the Wisconsin Statutes.

7. Conversion of Joma Stock. At and as of the Effective Time:

(a) Each share of Class A Common stock of Joma, no par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive 253.36267 shares of Class A Common stock, no par value, of the surviving corporation;

(b) Each share of Class B Common stock of Joma, no par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive 253.36267 shares of Class B Common stock, no par value, of the surviving corporation; and

(c) Each share of Class A Common or Class B Common stock of Joma, no par value, then outstanding for which dissenters' rights have been exercised shall be converted into the right to receive payment from the surviving corporation in accordance with the Wisconsin Statutes.

8. Fractional Shares. The surviving corporation shall not issue fractional shares; rather, any fractional shares shall be rounded down or up to the nearest whole share, with one-half share being rounded up.

9. Effective Time. The merger shall be effective as of 11:59 p.m., Central Time, on December 31, 2009, or as soon thereafter as permitted by the laws of the States of Wisconsin and Florida.

10. Florida Statement. The address of the principal office of Bell Laboratories, Inc. is 3699 Kinsman Boulevard, Madison, WI 53704. Bell Laboratories, Inc. (i) appoints the Florida Secretary of State as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of each Florida corporation that is a party to the merger, and (ii) agrees to promptly pay to the dissenting shareholders of each Florida corporation that is a party to the merger any amounts to which they are entitled under Fla. Stat. sec. 607.1302.

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**EXHIBIT B**

**RESTATED ARTICLES OF INCORPORATION**

**BELL LABORATORIES, INC.**

The following Restated Articles of Incorporation of **Bell Laboratories, Inc.**, duly adopted pursuant to the authority and provisions of Chapter 180 of the Wisconsin Statutes, supersede and take the place of the existing Articles of Incorporation and any amendments thereto:

**ARTICLE 1.** The name of the Corporation is Bell Laboratories, Inc.

**ARTICLE 2.** The Corporation is organized under Chapter 180 of the Wisconsin Statutes.

**ARTICLE 3.** The Corporation is authorized to issue Two Million (2,000,000) shares of common stock, no par value, of which Two Hundred Fifty Thousand (250,000) shares shall be designated as Class A Common stock and One Million Seven Hundred Fifty Thousand (1,750,000) shares shall be designated as Class B Common stock. The preferences, limitations, and rights of Class A Common stock and Class B Common stock shall be identical in all respects, except that Class A Common stock shall be voting stock, one (1) vote per share on all matters coming before the shareholders for vote, and Class B Common stock shall have no voting rights, except as otherwise required by law. Holders of Class B Common stock shall have no right to receive notice of any meeting of shareholders or to vote on any matter coming before the shareholders for vote, unless otherwise required by law.

**ARTICLE 4.** No holder of any stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares.

**ARTICLE 5.** The address of the registered office of the Corporation is 3699 Kinsman Boulevard, Madison, Wisconsin 53704, and the name of the registered agent at that address is Linda S. Hughes.

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