

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Claim of Ownership

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Amano Cincinnati, Inc.		01/01/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Amano USA Holdings, Inc.
Street Address:	140 Harrison Avenue
City:	Roseland
State/Country:	NEW JERSEY
Postal Code:	07068
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2644508	TIME GUARDIAN

CORRESPONDENCE DATA

Fax Number: (973)403-8464
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9734031900
 Email: ldonovan@amano.com
 Correspondent Name: Amano USA Holdings, Inc.
 Address Line 1: 140 Harrison Avenue
 Address Line 4: Roseland, NEW JERSEY 07068

NAME OF SUBMITTER:	Laetitia Donovan
Signature:	/ld/
Date:	04/06/2010

Total Attachments: 3
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OP \$40.00 2644508

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CONSENT IN LIEU OF MEETING OF BOARD OF DIRECTORS OF

AMANO CINCINNATI, INC.

(a Delaware Corporation)

The following actions were taken by the Board of Directors (the "Board") of **AMANO CINCINNATI, INC.**, ("ACI"), by consent in lieu of meeting.

WHEREAS, ACI is wholly-owned by AMANO USA Holdings, Inc. ("AUH"), and as such is a member of the AUH controlled group of corporations (as that term is defined by IRC Section 414(b)); and

WHEREAS, since August 1, 1987, ACI has been the sponsor of the Amano Cincinnati, Inc., Salaried Employees 401(k) Salary Reduction Plan and Trust (the "ACI Plan") for the benefit of its eligible employees ("Participants"); and

WHEREAS, the ACI Plan has been previously amended and restated to comply with all current requirements of ERISA which include the Retirement Protection Act provisions of the Uruguay Round Agreements Act, Pub. L. 103-464 ("GATT"), the Uniformed Services Employment and Reemployment Rights Act of 1994, Pub. L. 103-353 ("USERRA"), the Small Business Job Protection Act of 1996, Pub. L. 104-188 ("SBJPA"), the Taxpayer Relief Act of 1997, Pub. L. 105-34 ("TRA '97"), and the Internal Revenue Restructuring and Reform Act of 1998, Pub. L. 105-206 ("RRA '98") (collectively referred to as the GUST Amendments) and the Economic Growth and Tax Relief Reconciliation Act of 2001, Pub. L. 107-16 ("EGTRRA"); and

WHEREAS, due to the addition of other corporations into the controlled group, AUH has determined it to be necessary and desirable to merge the ACI Plan and all other plans being maintained by the other members of the controlled group into a new AUH Plan which shall provide a uniform approach to providing qualified retirement plan benefits for all eligible employees in the controlled group effective January 1, 2009; and

WHEREAS, the ACI and AUH plans grant members of the controlled group and the Trustees of each plan specific authority to enter into merger and/or transfer of plan assets agreements and to accept a transfer of plan assets, or to transfer plan assets, pursuant to such agreement; and

WHEREAS, effective January 1, 2009, ACI has decided to adopt the AUH Plan which is designed with the intention of conforming to all current requirements of ERISA;

NOW, THEREFORE, the Board, ACI and the Trustees, acting in their respective capacities on behalf of the ACI Plan and its Participants, hereby agree as follows:

RESOLVED, that, effective January 1, 2009, ACI hereby adopts the qualified plan known as the "**AMANO USA HOLDINGS, INC., 401(K) PLAN**" as a "Participating Employer."

RESOLVED, that the Trustees of the ACI Trust shall turnover and transfer the Trust assets of the ACI Plan to the AUH Plan Trustees in accordance with the following:

A. TRANSFER AND INVESTMENT OF ASSETS. The ACI Plan Trustees shall transfer and assign directly to the AUH Plan Trustees the account balances of all Participants in the ACI Plan and such assets shall continue to be held in trust and in conformity with the AUH Plan and Trust documents and all requirements of ERISA; and

B. PARTICIPANTS' ACCOUNTS. With respect to the account balances of the ACI Participants under the Amano Plan, the following conditions shall apply:

(1) The sum of the account balances being transferred or merged shall equal the fair market value (determined as of the date of the transfer or merger) of the entire transferred or merged assets; and

(2) The transfer of the accounts and the adoption of the new plan shall not result in elimination of any IRC Section 411(d)(6) protected benefit except to the extent permitted by the Internal Revenue Code or the Treasury regulations.

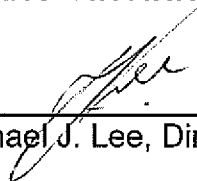
C. TRUST INVESTMENT MEDIA. During Plan Year 2009, the Trustees shall after proper and due consideration determine the best way to consolidate Trust investments under one unified investment platform (there are currently three). Prior to any final decision, all current Trust investment media shall continue in place. Once the Trustees have determined the best manner in which to consolidate investments that reasonably minimizes loss to Participants, such decision shall be announced to the Plan Participants and appropriate "blackout period" notices shall be given.

RESOLVED, that the President and Secretary of ACI be and they are hereby authorized to execute on behalf of ACI as a Participating Employer the agreement constituting said AUH Plan and Trust and the Board, and Trustees of AUH are hereby authorized to amend such AUH Plan and Trust if the same be necessary for it to qualify under Section 401(a) and 501(a) of the Internal Revenue Code of 1986, as amended.

[Intentionally left blank -- Signatures on the following]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the 1st day of January 2009.

AMANO CINCINNATI, INC.



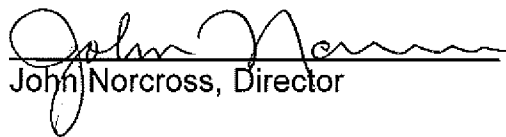
Michael J. Lee, Director



Kaoru Haruta, Director



Ronald Gallo, Director



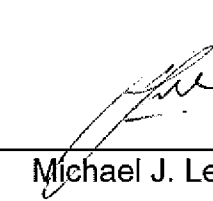
John Norcross, Director



Masamiki Konno, Director

AMANO CINCINNATI, INC.

Acknowledged and Agreed:

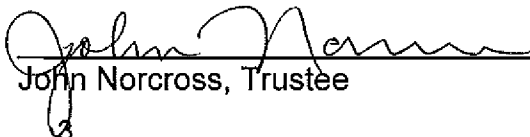
By: 

Michael J. Lee, President

Acknowledged and Agreed:



Ronald Gallo, Trustee



John Norcross, Trustee

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