

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 05/27/2010 | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | Hu-Friedy Mfg. Co., Inc. | | 05/27/2010 |
| | | | Entity Type |
| | | | CORPORATION: ILLINOIS |
| RECEIVING PARTY DATA | | | |
| Name: | Hu-Friedy Mfg. Co., LLC | | |
| Street Address: | 3232 N. Rockwell Street | | |
| City: | Chicago | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60618 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| | Property Type | Number | Word Mark |
| | Serial Number: | 77721432 | SWERV |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (312)980-0728 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 312-269-8000 | | |
| Email: | mhall@ngelaw.com | | |
| Correspondent Name: | Michael G. Kelber | | |
| Address Line 1: | Two North LaSalle Street, Suite 1700 | | |
| Address Line 2: | Attn: Trademark Administrator | | |
| Address Line 4: | Chicago, ILLINOIS 60602 | | |
| ATTORNEY DOCKET NUMBER: | 18914.0701 | | |
| NAME OF SUBMITTER: | Michael G. Kelber | | |
| Signature: | /Michael G. Kelber/ | | |

CH \$40.00 77721432

Date:

12/06/2010

Total Attachments: 5

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AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "**Agreement**"), dated as of May 27, 2010, by and between Hu-Friedy Holding, LLC, a Delaware limited liability company ("**HF Holding LLC**"), Hu-Friedy Mfg. Co., LLC, a Delaware limited liability company ("**Hu-Friedy, LLC**"), and Hu-Friedy Mfg. Co., Inc., an Illinois corporation ("**Hu-Friedy, Inc.**"). Hu-Friedy, Inc. and Hu-Friedy, LLC are hereinafter sometimes referred to individually as a "**Constituent Entity**" and collectively as the "**Constituent Entities**".

WITNESSETH:

WHEREAS, the Board of Directors and sole shareholder of Hu-Friedy, Inc. have determined that the merger of Hu-Friedy, Inc. with and into Hu-Friedy, LLC, with the separate existence of Hu-Friedy, Inc. ceasing and Hu-Friedy, LLC continuing as the surviving entity (the "**Surviving Entity**") of the merger (the "**Merger**"), is advisable and in the best interests of Hu-Friedy, Inc. and have adopted and approved the execution, delivery and performance by Hu-Friedy, Inc. of this Agreement and the consummation of the transactions contemplated hereby; and

WHEREAS, the sole member of Hu-Friedy, LLC has determined that the Merger is advisable and in the best interests of Hu-Friedy, LLC and has adopted and approved the execution, delivery and performance by Hu-Friedy, LLC of this Agreement and the consummation of the transactions contemplated hereby.

NOW, THEREFORE, in consideration of the mutual agreements hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree that Hu-Friedy, Inc. shall be merged with and into Hu-Friedy, LLC and that the terms and conditions thereof are and shall be as follows:

ARTICLE I

Merger

1.1 On the terms and subject to the conditions set forth in this Agreement, and in accordance with the Delaware Limited Liability Company Act and the Illinois Business Corporation Act, at the Effective Time (as defined below), (a) Hu-Friedy, Inc. shall be merged with and into Hu-Friedy, LLC, (b) the separate existence of Hu-Friedy, Inc. will thereupon cease and (c) Hu-Friedy, LLC will continue in existence as the Surviving Entity. The Merger shall be effective at such time as both a Certificate of Merger has been duly filed with the Secretary of State of the State of Delaware and Articles of Merger have been duly filed with the Secretary of State of the State of Illinois (such date and time shall be hereinafter referred to as the "**Effective**

Time”). For income tax and accounting purposes, the Merger shall be deemed effective as of the opening of business on the date hereof.

1.2 At the Effective Time:

(a) Hu-Friedy, LLC, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties, of each of the Constituent Entities; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares of capital stock, and all other choses in action and all and every other interest of, or belonging to, or due to each of the Constituent Entities, shall be vested in the Surviving Entity without further act or deed.

(b) All the liabilities and obligations of each of the Constituent Entities shall attach to and become liabilities and obligations of the Surviving Entity and the Surviving Entity shall be liable and responsible for all such liabilities and obligations; and any claim existing or action or proceeding pending by or against any of the Constituent Entities may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Entity may be substituted in its place and neither the rights of creditors nor any liens upon the property of any of the Constituent Entities shall be impaired by the Merger.

(c) The Surviving Entity shall continue with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities, of a limited liability company organized under the Delaware Limited Liability Company Act.

ARTICLE II

ARTICLE III

Capitalization

ARTICLE IV

ARTICLE V

Termination

ARTICLE VI


Miscellaneous

[Signature Page Follows]

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by the board of directors, shareholders or members, as the case may be, have caused this Agreement and Plan of Merger to be executed by their duly authorized representative as of the day and year first above written.


Hu-Friedy, Inc.:

HU-FRIEDY MFG. CO., INC.,
an Illinois corporation

By: 
Name: Ronald M. Saslow
Its: President and Chief Executive Officer

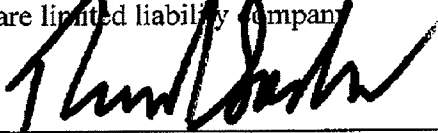
Hu-Friedy, LLC:

HU-FRIEDY MFG. CO., LLC,
A Delaware limited liability company

By: 
Name: Ronald M. Saslow
Its: President

HF Holding, LLC:

HU-FRIEDY HOLDING, LLC,
A Delaware limited liability company

By: 
Name: Ronald M. Saslow
Its: President