

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2010		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	Old World Industries, Inc.		12/31/2010
			<b>Entity Type</b>
			CORPORATION: ILLINOIS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Old World Industries, LLC		
<b>Street Address:</b>	4065 Commercial Avenue		
<b>City:</b>	Northbrook		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60062		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: ILLINOIS		
<b>PROPERTY NUMBERS Total: 1</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Registration Number:	1728756	FULL FORCE
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(847)664-7232		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	8475592232		
<b>Email:</b>	zlatif@oldworldind.com		
<b>Correspondent Name:</b>	Zarah Latif		
<b>Address Line 1:</b>	4065 Commercial Avenue		
<b>Address Line 4:</b>	Northbrook, ILLINOIS 60062		
ATTORNEY DOCKET NUMBER:	OWI, INC TO OWI, LLC		
NAME OF SUBMITTER:	Daniel M. Leep		
Signature:	/dan leep/		

**CH \$40.00 1728756**

**900181563**

**TRADEMARK  
 REEL: 004455 FRAME: 0206**

Date:

01/18/2011

**Total Attachments: 4**

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## OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

0346412-1

12/31/2010

ANTHONY J. CLESCERI  
4065 COMMERCIAL AVE.  
NORTHBROOK, IL 60062-0000

RE OLD WORLD INDUSTRIES, LLC

DEAR SIR OR MADAM:

ARTICLES OF MERGER FOR THE ABOVE-NAMED COMPANY HAVE BEEN  
PLACED ON FILE.

THE REQUIRED FEE IS HEREBY ACKNOWLEDGED.

SINCERELY YOURS,

A handwritten signature in black ink that reads "Jesse White". The signature is written in a cursive style.

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY DIVISION  
(217) 524-8008

Form **LLC-37.25**  
 April 2008  
 Secretary of State Jesse White  
 Department of Business Services  
 Limited Liability Division  
 501 S. Second St., Rm. 351  
 Springfield, IL 62756  
 217-524-8008  
 www.cyberdriveillinois.com

Payment must be made by check or money order payable to Secretary of State. Filing fee is \$100, but if merger of more than two entities, \$50 for each additional entity.

Illinois  
 Limited Liability Company Act  
 Articles of Merger

FILE #: 0346412-1  
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**FILED**  
 DEC 17 2010  
 JESSE WHITE  
 SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

Must be typewritten.

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Date: 12/17/2010  
 Filing Fee: \$ 100.00  
 Approved: PM

1. Names of Entities proposing to merge, and State or Country of Organization:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Country	Illinois Secretary of State File Number (if any)
<u>Old World Industries, Inc.</u>	<u>Corporation</u>	<u>Illinois</u>	<u>55237794</u>
<u>OWI, LLC</u>	<u>Limited Liability Company</u>	<u>Illinois</u>	<u>03464121</u>

2. The plan of merger has been approved and signed by each Limited Liability Company and other entity that is to merge. If a corporation is a party to the merger, a copy of the plan as approved is attached to these Articles of Merger.

3. a. Name of Surviving Entity: OWI, LLC  
 b. Address of Surviving Entity: 4085 Commercial Ave., Northbrook, IL 60062

4. Effective date of merger: (check one)  
 a.  the filing date, or  
 b.  a later date, but not more than 30 days subsequent to the filing date: December 31, 2010  
 Month, Day, Year

5. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization by reason of this merger:  
 1. The Limited Liability Company Name shall be changed to Old World Industries, LLC.

LLC-37.25

6. For the Limited Liability Companies that are parties to the merger, complete the following:

Name of LLC	Jurisdiction	Organization Date	Date of Admission to Illinois (foreign LLC's)
OWI, LLC	Illinois	December 3, 2010	

7. If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

8. The undersigned entities caused these Articles of Merger to be signed by the duly authorized person, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

Dated December 16, 2010  
Month & Day Year

1. Anthony J. Ciescari  
Signature  
Anthony J. Ciescari / Sr. VP & CFO  
Name and Title (type or print)  
Old World Industries, Inc.  
Name if a Corporation or other Entity

2. Anthony J. Ciescari  
Signature  
Anthony J. Ciescari / Sr. VP & CFO  
Name and Title (type or print)  
OWI Holdings Corporation, Member of Old World Industries Holdings, LLC,  
Name if a Corporation or other Entity Member of OWI, LLC

3. \_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name and Title (type or print)  
\_\_\_\_\_  
Name if a Corporation or other Entity

4. \_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name and Title (type or print)  
\_\_\_\_\_  
Name if a Corporation or other Entity

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.  
Carbon copy, photocopy or rubber stamp signatures  
may only be used on conformed copies.**

ANNEX 1

1. Effective 10:00 AM CDT on December 31, 2010, Old World Industries, Inc. ("OWI") shall be merged with and into OWI, LLC ("OWI LLC"), which shall be the surviving company and which shall continue to exist under the name "Old World Industries, LLC", an Illinois limited liability company. At the time of the merger, the separate existence of OWI shall cease, and OWI LLC shall assume all of the liabilities and obligations of OWI.

2. The certificate of formation of OWI LLC, as in force and effect at the time if the merger, shall continue to be the certificate of formation of OWI LLC, without any modification or amendment.

3. The operating agreement of OWI LLC, as in force and effect as of the time of the merger, shall continue to be the operating agreement of OWI LLC, without any modification or amendment.

4. The officers of OWI LLC who are in office at the time of the merger shall be the officers of the OWI LLC in office at the time of the merger, all of whom shall hold their offices until the election and qualification of their respective successors or until their earlier removal, resignation or death, in each case in accordance with the operating agreement of OWI LLC.

5. At the time of the merger, the common stock of OWI shall not be converted or exchanged in any manner into cash or membership interests in OWI LLC, and shall be cancelled. The membership interests in OWI LLC shall not be converted or exchanged in any manner, and as of the time of the merger shall represent the issued and outstanding membership interest of OWI LLC.