

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
James Manufacturing, Inc.		12/20/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	McWane, Inc.		
Street Address:	2900 Highway 280; Ste. 300		
City:	Birmingham		
State/Country:	ALABAMA		
Postal Code:	35223		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2695545	MANCHESTER	
Registration Number:	3048115	SUREFLAME	
CORRESPONDENCE DATA			
Fax Number:	(205)254-1999		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	205-254-1036		
Email:	tryan@maynardcooper.com		
Correspondent Name:	C. Brandon Browning		
Address Line 1:	1901 Sixth Avenue North; Ste 2400		
Address Line 4:	Birmingham, ALABAMA 35203		
ATTORNEY DOCKET NUMBER:	03280-65		
NAME OF SUBMITTER:	C. Brandon Browning		
Signature:	/cbbrowning/		

TRADEMARK

900187754

REEL: 004508 FRAME: 0979

OP \$65.00 2695545

Date:

03/29/2011

Total Attachments: 7

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"JAMES MANUFACTURING, INC.", A DELAWARE CORPORATION, WITH AND INTO "MCWANE, INC." UNDER THE NAME OF "MCWANE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2010, AT 12:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 11:59 O'CLOCK P.M.

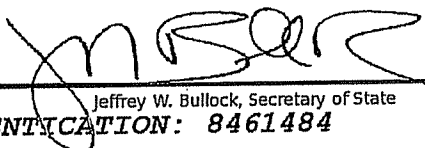
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0433011 8100M

101237941

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8461484

DATE: 12-30-10

TRADEMARK
REEL: 004508 FRAME: 0981

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:02 PM 12/28/2010
FILED 12:02 PM 12/28/2010
SRV 101237941 - 0433011 FILE

CERTIFICATE OF OWNERSHIP
Merging
JAMES MANUFACTURING, INC.
a Delaware corporation,
with and into
MCWANE, INC.
a Delaware corporation

(Pursuant to Section 253 of the General Corporation Law of Delaware)

In order to effect the merger of James Manufacturing, Inc., a Delaware corporation ("James"), with and into McWane, Inc., a Delaware corporation ("McWane"), made effective as of 11:59 p.m., December 31, 2010, the undersigned corporation, acting through its duly authorized President and in accordance with Section 253 of the General Corporation Law of the State of Delaware ("DGCL"),

DOES HEREBY CERTIFY:

FIRST: That McWane was incorporated on September 24, 1949, pursuant to the DGCL.

SECOND: That McWane owns 100% of the issued and outstanding shares of the capital stock of James (the "Common Stock"), a corporation incorporated on November 3, 1999, pursuant to the DGCL, and that James has no class of outstanding stock other than the Common Stock.

THIRD: That the board of directors of McWane authorized the merger of James into McWane by adopting the resolutions set forth on Exhibit A at a meeting of the board of directors held on December 20, 2010.

FOURTH: That McWane will survive the merger and continue to operate under its current name as a corporation organized under the laws of the State of Delaware (the "Surviving Corporation").

FIFTH: That the certificate of incorporation, bylaws and directors of McWane immediately prior to the merger will be the certificate of incorporation, bylaws and directors of the Surviving Corporation following the merger.

SIXTH: That this certificate of ownership and merger will be filed with the Secretary of State of the State of Delaware, and the merger shall be effective as of 11:59 p.m., December 31, 2010.

(signature page follows)

IN WITNESS WHEREOF, McWane has caused this certificate to be signed by an authorized officer this 20th day of December, 2010.

MCWANE, INC.

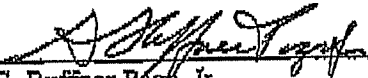
By: 
G. Ruffner Page, Jr.
Its President

EXHIBIT A

(see attached)

A-1

02076995.2

**ACTION BY WRITTEN CONSENT
OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS OF
MCWANE, INC.
APPROVED ON DECEMBER 20, 2010**

The undersigned, being all of the members of the Executive Committee of the Board of Directors of McWane, Inc., a Delaware corporation (the "Corporation"), pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent to the adoption of, and do hereby adopt, the following resolutions without a meeting and agree that such actions are taken with like effect and validity as though taken at a meeting duly called and legally held as of the date first written above and direct that this written consent be filed with the minutes of the proceedings of the Corporation:

WHEREAS, the Corporation is the lawful owner of 100% of the issued and outstanding capital stock (the "Common Stock") of James Manufacturing, Inc., a corporation organized and existing under the laws of the State of Delaware ("James");

WHEREAS, such Common Stock is the only issued and outstanding class of stock of James; and

WHEREAS, the Corporation desires to merge James with and into itself, pursuant to Section 253 of the Delaware General Corporation Law ("DGCL") and to be possessed of all the estate, property, rights, privileges and franchises of James.

NOW, THEREFORE, BE IT RESOLVED, that the merger of James with and into the Corporation (the "Merger") be, and it hereby is, authorized and approved;

FURTHER RESOLVED, that upon the effectiveness of the Merger, James shall be merged with and into the Corporation such that the separate existence of James shall cease, and each share of Common Stock issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled;

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed in the name of and on behalf of the Corporation to do such acts and things as they, in their sole discretion, deem necessary or advisable in order to consummate the Merger, including without limitation (i) to make and execute a certificate of ownership as required by the laws of the State of Delaware and cause the same to be filed with the Secretary of State of Delaware, (ii) to take all other actions that may be

required by law or as may be otherwise necessary or appropriate in order to carry out and consummate the Merger in accordance with the laws of the State of Delaware and (iii) to execute any agreements, waivers, consents or other documents or instruments that may be required or appropriate to effectuate the Merger and to do all other things, and execute and deliver all other such documents, agreements, and instruments, and incur such expenses, in the name of and on behalf of the Corporation, as they or any of them may deem necessary or appropriate to effectuate the Merger;

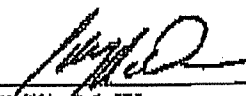
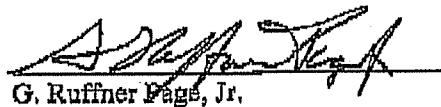
FURTHER RESOLVED, that the execution by such officers of any such agreements, documents or instruments, or the undertaking by them of any action in connection with the Merger, conclusively shall establish the authority therefor from the Corporation and the approval and ratification by the Corporation of the agreements, instruments and documents so executed and the actions taken; and

FURTHER RESOLVED, that at the time the Merger becomes effective under the laws of the State of Delaware, the Corporation shall thereby assume the liabilities and obligations of James.

(signature page follows)

IN WITNESS WHEREOF, the undersigned have executed this Action By Written Consent as of the day and year first written above, waiving all notice requirements, whether provided by statute or otherwise.

EXECUTIVE COMMITTEE OF
THE BOARD OF DIRECTORS:


C. Phillip McWane
G. Ruffner Page, Jr.