

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 12/17/1987     |

**CONVEYING PARTY DATA**

| Name                        | Formerly | Execution Date | Entity Type           |
|-----------------------------|----------|----------------|-----------------------|
| General Bearing Corporation |          | 12/17/1987     | CORPORATION: NEW YORK |

**RECEIVING PARTY DATA**

|                 |                             |
|-----------------|-----------------------------|
| Name:           | General Bearing Corporation |
| Street Address: | 44 High Street              |
| City:           | West Nyack                  |
| State/Country:  | NEW YORK                    |
| Postal Code:    | 10994                       |
| Entity Type:    | CORPORATION: DELAWARE       |

**PROPERTY NUMBERS Total: 4**

| Property Type        | Number  | Word Mark   |
|----------------------|---------|-------------|
| Registration Number: | 0829440 | GBC         |
| Registration Number: | 0322410 | HYATT       |
| Registration Number: | 1076300 | THE GENERAL |
| Registration Number: | 1158822 | THE GENERAL |

**CORRESPONDENCE DATA**

Fax Number: (973)624-7070  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 973 622 4444  
 Email: mboyce@mccarter.com  
 Correspondent Name: McCarter & English LLP-Robert W. Smith  
 Address Line 1: 100 Mulberry Street  
 Address Line 2: Four Gateway Center  
 Address Line 4: Newark, NEW JERSEY 07102

ATTORNEY DOCKET NUMBER: 33268/3 RWS 0406

**TRADEMARK**

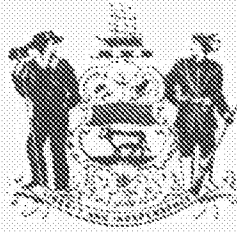
**900194127**

**REEL: 004559 FRAME: 0404**

**CH \$115.00 0829440**

|   |                   |
|---|-------------------|
| NAME OF SUBMITTER:  | Robert W. Smith   |
| Signature:  | /Robert W. Smith/ |
| Date:   | 06/10/2011        |
| <b>Total Attachments: 10</b><br>source=GBC NY-DE Certificate of Merger#page1.tif<br>source=GBC NY-DE Certificate of Merger#page2.tif<br>source=GBC NY-DE Certificate of Merger#page3.tif<br>source=GBC NY-DE Certificate of Merger#page4.tif<br>source=GBC NY-DE Certificate of Merger#page5.tif<br>source=GBC NY-DE Certificate of Merger#page6.tif<br>source=GBC NY-DE Certificate of Merger#page7.tif<br>source=GBC NY-DE Certificate of Merger#page8.tif<br>source=GBC NY-DE Certificate of Merger#page9.tif<br>source=GBC NY-DE Certificate of Merger#page10.tif |                   |

27597



# Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "GENERAL BEARING CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, MERGING WITH AND INTO "GENERAL BEARING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "GENERAL BEARING CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1987, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY LAWS OF THE STATE OF DELAWARE.

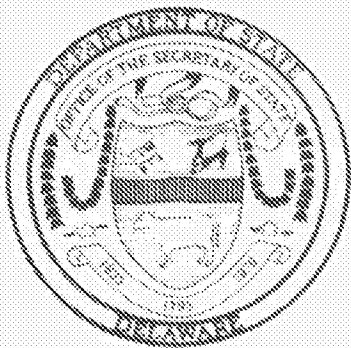
RECEIVED FOR RECORD

*[Signature]*  
D. 19 87

*Michael T. Sencer*

RECORDER

\$3.00 STATE DOCUMENT FEE PAID



*[Signature]*

Michael Harkins, Secretary of State

AUTHENTICATION 1511424

DATE: 12/22/1987

877355184

FILED 9 AM

DEC 21 1987

*Michael H. ...*  
SECRETARY OF STATE

AGREEMENT AND PLAN OF MERGER

OF

GENERAL BEARING CORPORATION

(a New York corporation)

AND

GENERAL BEARING CORPORATION

(a Delaware corporation)

AGREEMENT AND PLAN OF MERGER dated December 17, 1987 between GENERAL BEARING CORPORATION, a business corporation organized under the laws of the State of New York (hereinafter called "GBC-New York"), and GENERAL BEARING CORPORATION, a business corporation organized under the laws of the State of Delaware (hereinafter called "GBC-Delaware").

WHEREAS, the name of the constituent corporation, which is to be the surviving corporation is General Bearing Corporation, the name under which it was formed. The jurisdiction of its incorporation is the State of Delaware; and the date of its incorporation therein is October 19, 1987.

WHEREAS, the name of the constituent corporation, which is being merged into the Surviving Constituent Corporation is General Bearing Corporation, the name under which it was formed. The date upon which its certificate of incorporation was filed by the Department of State of the State of New York is October 31, 1974.

WHEREAS, GBC-New York is a business corporation of the State of New York with its principal office therein located in the County of Rockland; and

WHEREAS, GBC-Delaware is a business corporation of the State of Delaware with its registered office therein located in the City of Dover, County of Kent; and

WHEREAS, the total number of shares of capital stock which GBC-New York has authority to issue is 22,000, consisting of the following classes in the following amounts:

(1) Class A Common Stock - 10,000 shares, par value \$.10 per share (the "Class A Common Stock");

(2) Class B Common Stock - 2,000 shares, par value \$.10 per share (the "Class B Common Stock");

(3) Preferred Stock - 10,000 shares, par value \$894.50 per share (the "Preferred Stock"); and

WHEREAS, the total number of shares of capital stock which GBC-Delaware has authority to issue is 22,000, consisting of the following classes in the following amounts:

(1) Class A Common Stock - 10,000 shares, par value \$.10 per share (the "Class A Common Stock");

(2) Class B Common Stock - 2,000 shares, par value \$.10 per share (the "Class B Common Stock");

(3) Preferred Stock - 10,000 shares, par value \$894.50 per share (the "Preferred Stock"); and

WHEREAS, the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on this Agreement and Plan of Merger, and the specification of each class and series entitled to vote as a class on this Agreement and Plan of Merger, are as follows:

Surviving Constituent Corporation

| <u>Designation of each outstanding class and series of shares</u> | <u>Number of outstanding shares of each class</u> | <u>Designation of class and series entitled to vote</u> | <u>Classes and series entitled to vote as a class</u> |
|---|---|---|---|
| None  | None  | None  | None  |

## Merged Constituent Corporation

| <u>Designation of each outstanding class and series of shares</u> | <u>Number of outstanding shares of each class</u> | <u>Designation of class and series entitled to vote</u>  | <u>Classes and series entitled to vote as a class</u> |
|---|---|--|---|
| Class A<br>Common Stock   | 8,000   | Class A<br>Common Stock  |   |
| Class B<br>Common Stock<br>Purchase<br>Warrants                   | 2,000   | {The holders of Class B Common<br>Stock Purchase Warrants are<br>entitled to vote on the Agreement<br>and Plan of Merger by contract.} |   |
| Preferred<br>Stock  | 10,000  |  | Preferred<br>Stock                                    |

WHEREAS, the Business Corporation Law of the State of New York permits a merger of a business corporation of the State of New York with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, GBC-New York and GBC-Delaware and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge GBC-New York with and into GBC-Delaware pursuant to the provisions of the Business Corporation Law of the State of New York and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by GBC-New York and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by GBC-Delaware and approved by a resolution adopted by its Board of Directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as herein-after in this Plan and Agreement set forth.

1. GBC-New York and GBC-Delaware shall, pursuant to the provisions of the Business Corporation Law of the State of New York and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, GBC-Delaware, which shall be the surviving corporation from and after the effective date of the merger, and which is sometimes hereinafter referred to as the "Surviving Constituent Corporation", and which shall continue to exist as said Surviving Constituent Corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of GBC-New York, which is sometimes hereinafter referred to as the "Merged Constituent Corporation", shall cease at said effective date in accordance with the provisions of the Business Corporation Law of the State of New York.

2. The present Certificate of Incorporation and by-laws of the Surviving Constituent Corporation will be the Certificate of Incorporation and by-laws of said Surviving Constituent Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The directors and officers in office of the Surviving Constituent Corporation at the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Constituent Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Constituent Corporation.

4. Prior to the effective date of the merger, the Surviving Constituent Corporation shall not have issued any shares of its authorized capital stock. Each of the 8,000 issued and outstanding shares of Class A Common Stock, and each of the 10,000 issued and outstanding shares of Preferred Stock of the Merged Constituent Corporation shall, at the effective date of the merger, be converted into one share of Class A Common Stock, and one share of Preferred Stock of the Surviving Constituent Corporation, respectively. Each of the issued and outstanding shares of the Class B Common Stock, if any, issued by the Merged Constituent Corporation prior to the effective date of the merger shall be converted into one share of the Class B Common Stock of the Surviving Constituent Corporation. From and after the effective date of the merger, the Class B Common Stock Purchase Warrant, dated October 12, 1987, issued by the Merged Constituent Corporation ("Purchase Warrant") shall represent the right to purchase one share of the Class B Common Stock of the Surviving Constituent Corporation for every share of Class B Common Stock of the Merged Constituent Corporation which the holders of the Purchase Warrant were entitled to acquire upon exercise of the Purchase Warrant on the effective date of the merger.

5. Without limiting in any way the assumption of all of the liabilities, obligations and penalties of the Merged Constituent Corporation by the Surviving Constituent Corporation (or the vesting of all the property and assets of the Merged Constituent Corporation in the Surviving Constituent Corporation) by operation of law upon the effective date of the merger pursuant to the laws of the States of New York and Delaware, the Surviving Constituent Corporation hereby expressly assumes all of the obligations and liabilities of the Merged Constituent Corporation under the following agreements upon the effective date of the merger:

- a. Purchase Warrant,
- b. Subscription Agreement, dated October 12, 1987, among GBC - New York and each of the holders of the Purchase Warrant,
- c. Stockholders' Agreement, dated October 12, 1987, among GBC - New York and each of the other persons whose name appears at the foot of such agreement,



d. Shareholders Registration Rights Agreement, dated October 12, 1987, among GBC - New York, Faiga Tuba Limited, a New York Corporation, and Harold S. Geneen, and

e. Senior Subordinated Credit Agreement, dated as of October 12, 1987, between GBC - New York and Wells Fargo Capital Markets, Inc. and all of the exhibits thereto,

in the form that each of the foregoing documents were executed and delivered by GBC - New York and the other parties thereto.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the Merged Constituent Corporation in accordance with the provisions of the Business Corporation Law of the State of New York and upon behalf of the Surviving Constituent Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said Corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New York and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of New York and the State of Delaware and elsewhere, deemed necessary or desirable to effectuate the merger herein provided for.

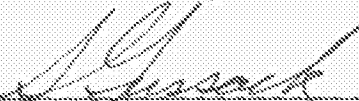
7. The Board of Directors and each of the proper officers of the Merged Constituent Corporation and of the Surviving Constituent Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

8. Upon the filing of this Agreement and Plan of Merger with the Secretary of State of the State of Delaware and the filing of a certificate of merger with the Secretary of State of the State of New York, the merger shall be effective.


IN WITNESS WHEREOF, we have subscribed this Agreement and Plan of Merger on the date set forth below and do hereby affirm, under the penalties of perjury that the statements contained therein have been examined by us and are true and correct.

Dated: December 17, 1987.


GENERAL BEARING CORPORATION,  
a Delaware corporation

By:   
Seymour I. Gussack, President

Attest:

  
Robert Duncan, Secretary

GENERAL BEARING CORPORATION,  
a New York corporation

By:   
Seymour I. Gussack, President

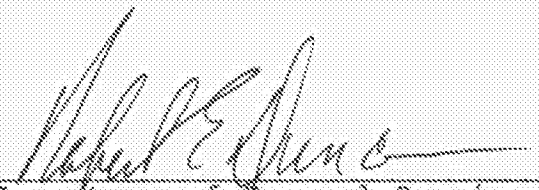
Attest:

  
Robert Duncan, Secretary

CERTIFICATE OF SECRETARY OF  
GENERAL BEARING CORPORATION

The undersigned, being the Secretary of GENERAL BEARING CORPORATION, a Delaware corporation (the "Corporation") does hereby certify that the foregoing Agreement and Plan of Merger has been adopted on behalf of said Corporation pursuant to the provisions of Subsection (f) of Section 251 of the General Corporation Law of the State of Delaware, and that, as of the date of this Certificate, the outstanding shares of said Corporation were such as to render the provisions of said Subsection (f) applicable.

Dated: December 17, 1987

  
Secretary of General Bearing Corporation

FORWARDED TO STATE OF DELAWARE  
DEPT. OF REVENUE  
RECEIVED  
DECEMBER 22 1987

JAN 18 1988

RECORDED COPY  
BOOK 009-88-00147  
Y. Matsui - NY  
RECORDED COPY

*Handwritten vertical text*

STATE OF DELAWARE }  
KENT COUNTY }

INDEXED

RECORDED In the Office for the Recording of Deeds, Etc.  
at Dover, In and for the said County of Kent, In Corp.  
Record 10 Vol. 110 Page 124 Etc.  
the 24th day of February A. D. 19 87  
WITNESS my Hand, and the Seal of said office

*Handwritten signature*

TRADEMARK