

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/31/2006		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Turbine Consultants, LLC		03/31/2006
			LIMITED LIABILITY COMPANY: MINNESOTA
RECEIVING PARTY DATA			
Name:	Mechanical Dynamics & Analysis, LTD		
Street Address:	19 British American Blvd		
City:	Latham		
State/Country:	NEW YORK		
Postal Code:	12110		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	1716507	
CORRESPONDENCE DATA			
Fax Number:	(518)452-5579		
Phone:	518-452-5600		
Email:	so@hrfmlaw.com		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Correspondent Name:	Victor A. Cardona		
Address Line 1:	5 Columbia Circle		
Address Line 2:	Heslin Rothenberg Farley & Mesiti P.C.		
Address Line 4:	Albany, NEW YORK 12203		
ATTORNEY DOCKET NUMBER:	0214.045		
NAME OF SUBMITTER:	Victor A. Cardona		

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Signature:	/Victor A. Cardona/
Date:	02/06/2012
<b>Total Attachments: 7</b> source=0214045 - Merger document for recordation#page1.tif source=0214045 - Merger document for recordation#page2.tif source=0214045 - Merger document for recordation#page3.tif source=0214045 - Merger document for recordation#page4.tif source=0214045 - Merger document for recordation#page5.tif source=0214045 - Merger document for recordation#page6.tif source=0214045 - Merger document for recordation#page7.tif	

RESOLUTIONS OF THE BOARD OF GOVERNORS OF  
MECHANICAL DYNAMICS & ANALYSIS, LLC

**Agreement and Plan of Merger between the Company and Parent**

WHEREAS, Mechanical Dynamics & Analysis, LLC (the "Company") desires to enter into a certain Agreement and Plan of Merger, in substantially the form attached hereto as Exhibit A ("Parent Plan of Merger"), by and between the Company and Mechanical Dynamics & Analysis, Ltd., a Delaware corporation and the sole member the Company ("Parent").

WHEREAS, the Parent Plan of Merger provides for the merger of the Company with and into Parent, with Parent as the surviving corporation.

WHEREAS, the Board of Governors of the Company has carefully considered the Parent Plan of Merger and believes that it is in the best interest of the Company that the Parent Plan of Merger be approved and that the Company be merged with and into Parent.

NOW THEREFORE, BE IT RESOLVED, that the form, terms, and provisions of the Parent Plan of Merger be, and hereby are, approved and declared advisable; and the proper officers of the Company, be, and each hereby is, authorized, empowered, and directed to execute and deliver the Parent Plan of Merger, for and in the name of the Company, in substantially the same form as approved hereby with such changes therein as such officer shall approve, said approval to be conclusively evidenced by his execution and delivery of said Parent Plan of Merger.

**Agreement and Plan of Merger between the Company and RPM**

WHEREAS, the Company desires to enter into a certain Agreement and Plan of Merger, in substantially the form attached hereto as Exhibit B (the "RPM Plan of Merger"), by and between the Company and Renewal Parts Maintenance, Inc., an Ohio corporation and wholly-owned subsidiary of the Company ("RPM").

WHEREAS, the RPM Plan of Merger provides for the merger of RPM with and into the Company, with Company as the surviving entity.

WHEREAS, the Board of Governors of the Company has carefully considered the RPM Plan of Merger and believes that it is in the best interest of the Company that the Plan of Merger be approved and that RPM be merged with and into the Company.

NOW THEREFORE, BE IT RESOLVED, that the form, terms, and provisions of the RPM Plan of Merger be, and hereby are, approved and declared advisable; and the proper officers of the Company, be, and each hereby is, authorized, empowered, and directed to execute and deliver the RPM Plan of Merger, for and in the name of the Company, in substantially the same form as approved hereby with such changes therein as such officer shall approve, said approval to be conclusively evidenced by his execution and delivery of said RPM Plan of Merger.

**Agreement and Plan of Merger between the Company and CAI**

WHEREAS, the Company desires to enter into a certain Agreement and Plan of Merger, in substantially the form attached hereto as Exhibit C (the "CAI Plan of Merger"), by and between the Company and Corona Acquisition, Inc., a Florida corporation and wholly-owned

subsidiary of the Company ("CAI").

WHEREAS, the CAI Plan of Merger provides for the merger of CAI with and into the Company, with Company as the surviving entity.

WHEREAS, the Board of Governors of the Company has carefully considered the CAI Plan of Merger and believes that it is in the best interest of the Company that the CAI Plan of Merger be approved and that CAI be merged with and into the Company.

NOW THEREFORE, BE IT RESOLVED, that the form, terms, and provisions of the CAI Plan of Merger be, and hereby are, approved and declared advisable; and the proper officers of the Company, be, and each hereby is, authorized, empowered, and directed to execute and deliver the CAI Plan of Merger, for and in the name of the Company, in substantially the same form as approved hereby with such changes therein as such officer shall approve, said approval to be conclusively evidenced by his execution and delivery of said CAI Plan of Merger.

#### **Agreement and Plan of Merger between the Company and Generator Services and Turbine Consultants**

WHEREAS, the Company desires to enter into a certain Agreement and Plan of Merger, in substantially the form attached hereto as Exhibit D (the "GS/TC Plan of Merger" and together with the Parent Plan of Merger, the CAI Plan of Merger and the CAI Plan of Merger, the "Plans of Merger"), by and among the Company, MD&A Generator Services, LLC, a Minnesota limited liability company and wholly-owned subsidiary of the Company ("Generator Services") and Turbine Consultants, LLC, a Minnesota limited liability company and wholly-owned subsidiary of the Company ("Turbine Consultants").

WHEREAS, the GS/TC Plan of Merger provides for the merger of Generator Services and Turbine Consultants with and into the Company, with Company as the surviving entity.

WHEREAS, the Board of Governors of the Company has carefully considered the GS/TC Plan of Merger and believes that it is in the best interest of the Company that the GS/TC Plan of Merger be approved and that GS/TC be merged with and into the Company.

NOW THEREFORE, BE IT RESOLVED, that the form, terms, and provisions of the GS/TC Plan of Merger be, and hereby are, approved and declared advisable; and the proper officers of the Company, be, and each hereby is, authorized, empowered, and directed to execute and deliver the GS/TC Plan of Merger, for and in the name of the Company, in substantially the same form as approved hereby with such changes therein as such officer shall approve, said approval to be conclusively evidenced by his execution and delivery of said GS/TC Plan of Merger.

#### **Miscellaneous**

FURTHER RESOLVED, that with respect to the Company, RPM and CAI, each of John L. Vanderhoef and Frederick D. Luck be, and with respect to Generator Services and Turbine Consultants, Frederick D. Luck be, and each hereby is authorized and empowered, in the name and on behalf of the Company, to do any and all such acts, including without limitation, the negotiation and execution, for and in the name of the Company, of any and all assignments, certificates, and other instruments, including agreements and amendments to agreements, which in the judgment of any such person, may be necessary or appropriate to enable the Company to carry out the purpose and intent of the Plans of Merger, and to consummate the transactions contemplated by each of the Plans of Merger.

**FURTHER RESOLVED**, that each of John L. Vanderhoef and Frederick D. Luck be, and each hereby is, authorized and directed to prepare or cause to be prepared, execute, certify and file with each state where required, such Articles of Merger or Certificates of Merger or such other filings as may be necessary to effectuate the terms of the Plans of Merger.

**FURTHER RESOLVED**, that all of the actions taken by the officers of the Company on behalf of the Company regarding the above mentioned preamble and resolutions are hereby approved, ratified and confirmed in all respects.

**WRITTEN CONSENT  
OF THE SOLE MEMBER  
OF MECHANICAL DYNAMICS & ANALYSIS, LLC**

THE UNDERSIGNED, being the Sole Member of Mechanical Dynamics & Analysis, LLC, a Minnesota limited liability company (the "Company"), by executing this consent pursuant to pursuant to Section 322B.656 of the Minnesota Limited Liability Company Act, consents to the adoption of, and hereby adopts, the following resolutions of the Company without a meeting:

**AGREEMENT AND PLAN OF MERGER WITH RPM**

**WHEREAS**, the Company desires to enter into a certain Agreement and Plan of Merger, in substantially the form attached hereto as Exhibit A (the "RPM Plan of Merger"), by and between the Company and Renewal Parts Maintenance, Inc., an Ohio corporation and wholly-owned subsidiary of the Company ("RPM").

**WHEREAS**, the RPM Plan of Merger provides for the merger of RPM with and into the Company, with Company as the surviving entity.

**WHEREAS**, the Board of Governors of the Company has approved the RPM Plan of Merger.

**WHEREAS**, the sole member of the Company has carefully considered the RPM Plan of Merger and believes that it is in the best interest of the Company that the RPM Plan of Merger be approved and that RPM be merged with and into the Company.

**NOW THEREFORE, BE IT RESOLVED**, that the form, terms, and provisions of the RPM Plan of Merger be, and hereby are, approved and declared advisable; and the proper officers of the Company, be, and each hereby is, authorized, empowered, and directed to execute and deliver the RPM Plan of Merger, for and in the name of the Company, in substantially the same form as approved hereby with such changes therein as such officer shall approve, said approval to be conclusively evidenced by his execution and delivery of said RPM Plan of Merger.

**FURTHER RESOLVED**, that the RPM be merged into the Company, and that all of the estate, property, rights, privileges, powers, and franchises of RPM be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by the RPM in its name.

**AGREEMENT AND PLAN OF MERGER WITH TURBINE CONSULTANTS**

WHEREAS, the Company desires to enter into a certain Agreement and Plan of Merger, in substantially the form attached hereto as Exhibit C (the "Turbine Consultants Plan of Merger"), by and between the Company and Turbine Consultants, LLC, a Minnesota limited liability and wholly-owned subsidiary of the Company ("Turbine Consultants").

WHEREAS, the Turbine Consultants Plan of Merger provides for the merger of Turbine Consultants with and into the Company, with Company as the surviving entity.

WHEREAS, the Board of Governors of the Company has approved the Turbine Consultants Plan of Merger.

WHEREAS, the sole member of the Company has carefully considered the Turbine Consultants Plan of Merger and believes that it is in the best interest of the Company that the Turbine Consultants Plan of Merger be approved and that Turbine Consultants be merged with and into the Company.

**NOW THEREFORE, BE IT RESOLVED**, that the form, terms, and provisions of the Turbine Consultants Plan of Merger be, and hereby are, approved and declared advisable; and the proper officers of the Company, be, and each hereby is, authorized, empowered, and directed to execute and deliver the Turbine Consultants Plan of Merger, for and in the name of the Company, in substantially the same form as approved hereby with such changes therein as such officer shall approve, said approval to be conclusively evidenced by his execution and delivery of said Turbine Consultants Plan of Merger.

**FURTHER RESOLVED**, that the Turbine Consultants be merged into the Company, and that all of the estate, property, rights, privileges, powers, and franchises of Turbine Consultants be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by the Turbine Consultants in its name.

**FURTHER RESOLVED** that the effective time of the Minnesota Articles of Merger shall be at 12:01 a.m., Minnesota time, March 31, 2006.

**RESOLUTIONS OF THE DIRECTORS OF**  
**MECHANICAL DYNAMICS & ANALYSIS, LTD.**

**Agreement and Plan of Merger**

WHEREAS, Mechanical Dynamics & Analysis, Ltd. (the "**Corporation**") desires to enter into a certain Agreement and Plan of Merger, in substantially the form attached hereto as **Exhibit A** ("**Plan of Merger**"), by and between the Corporation and Mechanical Dynamics & Analysis, LLC, a Minnesota limited liability company and wholly-owned subsidiary of the Corporation ("**Subsidiary**").

WHEREAS, the Plan of Merger provides for the merger of Subsidiary with and into the Corporation, with the Corporation as the surviving corporation (the "**Merger**").

WHEREAS, the Board of Directors of the Corporation has carefully considered the Plan of Merger and believes that it is in the best interest of the Corporation that the Plan of Merger be approved and that Subsidiary be merged with and into the Corporation.

**NOW THEREFORE, BE IT RESOLVED**, that the form, terms, and provisions of the Plan of Merger be, and hereby are, approved and declared advisable; and the proper officers of the Corporation, be, and each hereby is, authorized, empowered, and directed to execute and deliver the Plan of Merger, for and in the name of the Corporation, in substantially the same form as approved hereby with such changes therein as such officer shall approve, said approval to be conclusively evidenced by his execution and delivery of said Plan of Merger.

**FURTHER RESOLVED**, that Subsidiary be merged into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Subsidiary be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Subsidiary in its name.

**FURTHER RESOLVED** that the Corporation assume all of the obligations of Subsidiary.

**FURTHER RESOLVED** that the effective time of the Delaware Certificate of Merger shall be at 5:00 p.m. Delaware time on March 31, 2006, and the Minnesota Articles of Merger shall be at 4:00 p.m. Minnesota time on March 31, 2006, respectively.

**FURTHER RESOLVED**, that Hiraku Ikeda, the President of the Corporation be, and each hereby is authorized and empowered, in the name and on behalf of the Corporation, to do any and all such acts, including without limitation, the negotiation and execution, for and in the name of the Corporation, of any and all assignments, certificates, and other instruments, including agreements and amendments to agreements, which in the judgment of any such person, may be necessary or appropriate to enable the Corporation to carry out the purpose and intent of the Plan of Merger, and to consummate the transactions contemplated by such Plan of Merger.

**FURTHER RESOLVED**, that Hiraku Ikeda, the President of the Corporation be, and each hereby is, authorized and directed to prepare or cause to be prepared, execute, certify to and file with the Secretary of State of the State of Minnesota, Articles of Merger, and with the Secretary of State of the State of Delaware, a Certificate of Merger and such other filings as may be required to effectuate the terms of the Plan of Merger.



**FURTHER RESOLVED**, that all of the actions taken by the officers of the Corporation on behalf of the Corporation regarding the above mentioned preamble and resolutions are hereby approved, ratified and confirmed in all respects.

**Authorization of Officers to Apply for Authority to Transact Business in States Other than Delaware**

**RESOLVED**, that each of the officers of the Corporation is hereby, without further authorization by the Board of Directors of the Corporation, authorized, empowered, and directed, in the name and on behalf of the Corporation, to prepare, negotiate, execute, deliver, perform, and file applications for a certificate of authority (or its equivalent) to transact business in any state or states within the United States of America that each such officer determines would benefit the Corporation.

**FURTHER RESOLVED**, that each of the officers of the Corporation is hereby authorized, empowered, and directed, in the name and on behalf of the Corporation, to take any and all actions, to pay any and all fees, and to prepare and file any and all reports, that are necessary, appropriate, or advisable to maintain the Corporation in good standing in any state or states in which it may become qualified to transact business.

**FURTHER RESOLVED**, that any actions heretofore taken by any officer or officers of the Corporation in connection with the preparation, negotiation, execution, delivery, performance, and filing of applications for certificates of authority (or their equivalent) to transact business in any state or states within the United States of America be, and such actions hereby are, approved, ratified and confirmed in all respects.

**Appointment of Officers**

**RESOLVED**, that as of the effective time of the Merger, the following persons be, and each of them hereby is, appointed to the offices of the Corporation set forth below, each to serve until the next Annual Meeting of the Board of Directors or until his respective successor is duly elected and qualified:

John L. Vanderhoef	Chief Executive Officer & President
Frederick D. Luck	Vice President & Treasurer

**FURTHER RESOLVED**, in the interest of clarification, the names and titles of all persons serving as officers of the Corporation as of the effective time of the Merger are set forth below:

Yasuo Fujitani	Chairman
Hiraku Ikeda	Vice Chairman
Sheldon Myhre	Vice Chairman
John L. Vanderhoef	Chief Executive Officer & President
Frederick D. Luck	Vice President & Treasurer
Hirokazu Hattori	Secretary
Diana Lurie Boersma	Assistant Secretary
Alexander Lourie	Assistant Secretary