

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2000		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
E. D. Bullard Company		12/31/2000	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	E. D. Bullard Company		
Street Address:	1898 Safety Way		
City:	Cynthiana		
State/Country:	KENTUCKY		
Postal Code:	41031-9303		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Registration Number:	1534139	ADVENT	
Registration Number:	1576094	BULLARD	
Registration Number:	2544204	BULLARD	
Registration Number:	1727112	BULLARD	
Registration Number:	2886808	FIRST BASE	
Registration Number:	0655551	HARD BOILED	
Registration Number:	1989966	HARD BOILED	
Registration Number:	2278846	ISOTHERM	
Registration Number:	1255086		
Registration Number:	1398392	SURE-LOCK	
Registration Number:	0658084		
Registration Number:	1369922	WILDFIRE	
Registration Number:	1187401	FREE-AIR	

OP \$390.00 1534139

Registration Number:	1881187	THERMOGLAS
Registration Number:	1139821	FIRE DOME

# CORRESPONDENCE DATA

Fax Number: (615)742-4138

Phone: 615-782-2214

Email: jkovalick@stites.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Jennifer L. Kovalcik

Address Line 1: 401 Commerce Street

Address Line 2: Suite 800

Address Line 4: Nashville, TENNESSEE 37219

ATTORNEY DOCKET NUMBER:	BU129-000BU
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NAME OF SUBMITTER:	JENNIFER L. KOVALICK
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Signature:	/JLK/
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Date:	02/10/2012
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## Total Attachments: 5

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**ENDORSED-FILED**  
In the office of the Secretary of State  
of the State of California

DEC 31 2000

**BILL JONES, Secretary of State**

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**E. D. BULLARD COMPANY, a California corporation**

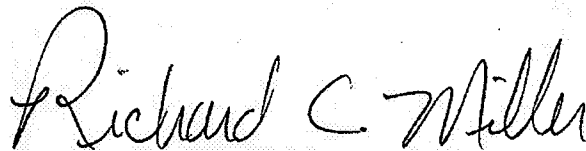
**WITH AND INTO**

**E. D. BULLARD COMPANY, a Delaware corporation**

The undersigned, Richard C. Miller and Eric D. Pasch, duly elected officers of E.D. Bullard Company, a California corporation ("Parent Corporation"), do hereby certify:

1. That the undersigned are the President and the Secretary of Parent Corporation.
2. That Parent Corporation is duly organized and existing under the laws of the State of California.
3. That Parent Corporation owns 100 percent of the outstanding shares of E.D. Bullard Company, a corporation duly organized and existing under the laws of the State of Delaware ("Foreign Subsidiary Corporation").
4. That the Plan of Merger attached hereto as Exhibit A (the "Plan") was duly adopted and approved by the board of directors of Parent Corporation on September 22, 2000.
5. That the Plan was duly approved and adopted by the board of directors of Foreign Subsidiary Corporation and the shareholders of Parent Corporation.
6. That this certificate shall become effective as of the close of business on December 31, 2000.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Cynthiana, Kentucky, on December 28, 2000.



Richard C. Miller, President



Eric D. Pasch, Secretary

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is made as of the 22nd day of September, 2000, by E.D. BULLARD COMPANY, a California corporation ("Parent") in connection with the merger of Parent with and into E.D. BULLARD COMPANY, a Delaware corporation and wholly owned subsidiary of Parent ("Sub").

WHEREAS, Sub is authorized to issue 2,000,000 shares of no par common stock (the "Sub Common Stock") of which 1,000,000 shares are designated Class A Shares (the "Sub Class A Stock") and 1,000,000 shares are designated Class B Shares (the "Sub Class B Stock").

WHEREAS, Parent owns 100 shares of Sub Class A Stock and such shares represent all of the issued and outstanding shares of Sub Common Stock.

WHEREAS, Parent is authorized to issue 2,000,000 shares of no par common stock (the "Parent Common Stock") of which 1,000,000 shares are designated Class A Shares (the "Parent Class A Stock") and 1,000,000 shares are designated Class B Shares (the "Parent Class B Stock").

WHEREAS, the Board of Directors of Parent has determined that Parent shall merge with and into Sub in an inversion transaction that will qualify as a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986 as amended ("Code").

NOW, THEREFORE, Sub and Parent shall merge as follows:

1. Merger. At the Effective Time (as defined below), Parent shall be merged with and into Sub (the "Merger") in accordance with the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California General Corporation Law; and, Sub shall be the surviving corporation and shall continue in existence after the Effective Time and the separate corporate existence of Parent shall cease. The Merger is intended to qualify as a "reorganization" within the meaning of Section 368(a)(1)(F) of the Code. The "Effective Time" is the close of business on December 31, 2000.

2. Effect of Merger.

(a) The title to all real estate and other property owned by each of Sub and Parent shall be vested in Sub without reversion or impairment.

(b) Sub shall have all liabilities of each of Sub and Parent.

(c) A proceeding pending against Sub or Parent may be continued as if the Merger did not occur or Sub may be substituted in the proceeding for Parent.

(d) The shares of Parent that are to be converted into shares of Sub as of the Effective Time and the former holders of such shares shall be entitled only to the rights provided in the Certificate of Ownership.

(e) Each outstanding share of Parent Class A Stock shall be converted into one share of Sub Class A Stock.

(f) Each outstanding share of Parent Class B Stock shall be convertible into one share of Sub Class B Stock.

(g) The outstanding shares of Sub Common Stock held by Parent shall be cancelled at the Effective Time.

3. Manner of Conversion.

(a) After the Effective Time, each holder of shares of Parent Common Stock shall surrender the certificate or certificates representing such shares to Sub and shall promptly upon surrender thereof receive in exchange therefor Sub Common Stock. Sub shall not be obligated to deliver the consideration to which any former holder of Parent Common Stock is entitled as a result of the Merger until (i) such holder surrenders such holder's certificate or certificates representing the shares of Parent Common Stock for exchange and (ii) Parent has complied with its obligations under Section 3(c) of this Agreement. The certificate or certificates of Parent Common Stock so surrendered shall be duly endorsed as Sub may require.

(b) At the Effective Time, Parent's transfer books in connection with the Parent Common Stock issued and outstanding prior to the Effective Time shall be closed and no further transfer of such Parent Common Stock shall be permitted. Until surrendered for exchange in accordance with the provisions of Paragraph (a) above, each certificate theretofore representing shares of Parent Common Stock shall from and after the Effective Time represent for all purposes only the right to receive the consideration provided in Paragraph 2 in exchange therefor, subject, however, to Parent's obligation to pay any dividends or make any other distributions with a record date prior to the Effective Time that have been declared or made by Parent in respect of such shares of Parent Common Stock and which remain unpaid at the Effective Time. Whenever a dividend or other distribution is declared by Sub or the Sub Common Stock, the record date for which is at or after the Effective Time, the declaration shall include dividends or other distributions on all shares of Sub Common Stock issuable pursuant to Paragraph 2 but no dividend or other distribution payable to the holders of record of Sub Common Stock as of any time subsequent to the Effective Time shall be delivered to the holder of any certificate representing shares of Parent Common Stock issued and outstanding at the Effective Time until such holder surrenders such certificate for exchange. However, upon surrender of such Parent Common Stock certificate, both the Sub Common Stock certificate and any undelivered dividends and cash payments payable (without interest) shall be delivered and paid with respect to each share represented by such certificate.

(c) At the Effective Time, Parent shall surrender for cancellation all of its Sub Common Stock. Parent hereby acknowledges and agrees that, other than the benefits granted to it and its shareholders as a result of the Merger, no additional consideration will be given to Parent in exchange for its shares of Sub Common Stock.

4. Articles of Incorporation and Bylaws. As a result of the Merger, the Certificate of Incorporation and Bylaws of Sub in effect at the Effective Time shall remain unchanged and continue (until amended or repealed as provided by applicable law) to be the Certificate of Incorporation and Bylaws of Sub as the surviving corporation after the Effective Time.

5. Directors and Officers. The directors and officers of Parent in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the directors and officers of Sub from and after the Effective Time in accordance with the Bylaws of Sub.

