

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/13/2000		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Iowa Mold Tooling Co., Inc.		10/11/2000
			Entity Type
			CORPORATION: IOWA
RECEIVING PARTY DATA			
Name:	ACAS Acquisitions (IMT), Inc.		
Street Address:	2 Bethesda Metro Center		
Internal Address:	14th Floor		
City:	Bethesda		
State/Country:	MARYLAND		
Postal Code:	20814		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
	Property Type	Number	Word Mark
	Registration Number:	0996069	TIREHAND
	Registration Number:	2459398	PREDATOR
	Registration Number:	2516422	SITE STAR
	Registration Number:	2511714	IMT
	Registration Number:	2562913	DOMINATOR
CORRESPONDENCE DATA			
Fax Number:	(414)297-4900		
Phone:	414-271-2400		
Email:	ptomailmilwaukee@foley.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:	Mark J. Diliberti		
Address Line 1:	Foley & Lardner LLP		

OP \$140.00 0996069

Address Line 2: 777 E. Wisconsin Avenue
Address Line 4: Milwaukee, WISCONSIN 53202-5306

ATTORNEY DOCKET NUMBER:	061300-1018
NAME OF SUBMITTER:	Jill M. Schenk
Signature:	/Jill M. Schenk/
Date:	03/26/2012

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ARTICLES OF MERGER OF
IOWA MOLD TOOLING, CO., INC., AN IOWA CORPORATION,
WITH AND INTO
ACAS ACQUISITIONS (IMT), INC., A DELAWARE CORPORATION,
(UNDER SECTION 490.1107 OF THE IOWA BUSINESS CORPORATION ACT
AND SECTION 252 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE)

00 OCT 13 PM 1:21
JUDITH A. BROWN
SECRETARY OF STATE
IOWA
5157 154115

* * *

The undersigned corporations DO HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
ACAS Acquisitions (IMT), Inc.	Delaware
Iowa Mold Tooling, Co., Inc.	Iowa

SECOND: That an Agreement and Plan of Merger ("Agreement"), attached as Exhibit A hereto, among the parties to the merger has been approved, adopted, certified, executed and acknowledged by ACAS Acquisitions (IMT), Inc. and Iowa Mold Tooling, Co., Inc. on October 11, 2000 in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and Section 490.1107 of the Iowa Business Corporation Act.

THIRD: The Agreement was approved by the Board of Directors and the stockholders of ACAS Acquisitions (IMT), Inc. by unanimous written consents, each dated October 11, 2000, pursuant to Sections 141(f) and 228 of the Delaware General Corporation Law.

The Agreement was approved by the Board of Directors and the shareholders of Iowa Mold Tooling, Co., Inc., by unanimous written consents, each dated October 11, 2000, pursuant to Section 490.821 of the Iowa Business Corporation Act.

FOURTH: The merger shall be effective as of the later of the filing of this Certificate of Merger with the Secretary of State of Delaware and the filing of Articles of Merger with the Secretary of State of the State of Iowa, respectively.

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FIFTH: That the name of the surviving corporation of the merger is ACAS Acquisitions (IMT), Inc., a corporation organized under the laws of the State of Delaware, which is being renamed hereby "Iowa Mold Tooling Co., Inc."

SIXTH: That the certificate of incorporation of ACAS Acquisitions (IMT), Inc., in effect prior to the merger shall be the certificate of incorporation of the surviving corporation, except that Articles FIRST, SECOND and FOURTH thereof shall be amended in their entirety as follows:

FIRST. The name of the Corporation is Iowa Mold Tooling Co., Inc.

SECOND. The registered office of the Corporation is 2711 Centerville Road, Suite 400, County of Newcastle, Wilmington, DE 19808. The name of its registered agent at such address is the Corporation Service Company.

FOURTH: The Corporation shall be authorized to issue 5,000,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), amounting to an aggregate capital of \$50,000.00. The holders of the shares of the Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the stockholders of the Corporation and shall have the right to receive dividends as and when declared by the Board of Directors in its sole discretion.

SEVENTH: That the executed Agreement shall be on file at the principal executive offices of ACAS Acquisitions (IMT), Inc. at c/o American Capital Strategies, Ltd., 2 Bethesda Metro Center, 14th Floor, Bethesda, Maryland 20814, Attention: Compliance Officer.

EIGHTH: That a copy of the Agreement will be furnished by ACAS Acquisitions (IMT), Inc. on request and without cost, to any stockholder of Iowa Mold Tooling Co., Inc. or ACAS Acquisitions (IMT), Inc.

NINTH: That ACAS Acquisitions (IMT), Inc. hereby agrees that it may be served with process in Iowa in any proceeding for enforcement of any obligation ACAS Acquisitions (IMT), Inc., as well as for enforcement of any obligation of Iowa Mold Tooling Co., Inc. arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 490.1302 of the Iowa Business Corporation Act; and ACAS Acquisitions (IMT), Inc. hereby irrevocably appoints the Secretary of State of the State of Iowa as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State of Iowa to ACAS Acquisitions (IMT), Inc. at c/o American Capital Strategies, Ltd., 2 Bethesda Metro Center, 14th Floor, Bethesda, Maryland 20814, Attention: Compliance Officer, until

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ACAS Acquisitions (IMT), Inc. shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

TENTH: The authorized capital stock of ACAS Acquisitions (IMT), Inc. consists of a single class of 1,000,000 shares of common stock, \$0.01 par value, of which 10 shares are issued and outstanding at the date hereof, all of which issued and outstanding shares voted unanimously to approve the merger pursuant to the Agreement. The authorized capital stock of Iowa Mold Tooling, Co., Inc. consists of a single class of 1,000,000 shares of common stock, \$1.00 par value, of which 876,704.75 shares are issued and outstanding at the date hereof, all of which issued and outstanding shares voted unanimously to approve the merger pursuant to the Agreement.

ELEVENTH: That this Certificate of Merger may be executed in multiple counterparts by each of the parties hereto with each constituting an original, but altogether constituting but one and the same instrument.

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SENT BY: AVCELLS INC;
10/11/00 13:48 FAX 202 942 5211

972 418 0840;
ARNOLD & PORTER

OCT-11-00 2:58PM;

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IN WITNESS WHEREOF, this Certificate of Merger has been duly executed on behalf of ACAS Acquisitions (IMT), Inc., a Delaware corporation, by its authorized officer as of October 11, 2000; and on behalf of Iowa Mold Tooling Co., Inc., an Iowa corporation, by its authorized officer as of October 11, 2000.

ACAS ACQUISITIONS (IMT), INC., a Delaware corporation

By: Ira Wagner
Ira Wagner
President and Chief Executive Officer

ATTEST:

David Stringlass
Name: David Stringlass
Title: Executive Vice President and Secretary

IOWA MOLD TOOLING CO., INC., an Iowa corporation

By: Ira Wagner
Ira Wagner
President

ATTEST:

David Stringlass
Name: David Stringlass
Title: Vice President and Secretary

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Exhibit A

AGREEMENT AND PLAN OF MERGER OF ACAS ACQUISITIONS (IMT), INC.
WITH AND INTO
IOWA MOLD TOOLING, CO., INC.

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement of Merger"), dated as of October 11, 2000 adopted and made by and between ACAS ACQUISITIONS (IMT), INC. ("Acquisitions"), a Delaware corporation, and IOWA MOLD TOOLING, CO., INC. ("IMT"), an Iowa corporation.

WITNESSETH:

WHEREAS, Acquisitions is a corporation organized and existing under the laws of the State of Delaware, the authorized capital stock of which consists of 1,000,000 shares of common stock, \$0.01 par value per share ("Acquisitions Common Stock"), of which 10 shares of Acquisitions Common Stock are issued and outstanding at the date hereof;

WHEREAS, IMT is a corporation organized and existing under the laws of the State of Iowa, the authorized capital stock of which consists of 1,000,000 shares of Common Stock, \$1.00 par value per share ("IMT Common Stock"), of which of 876,704.75 shares of IMT Common Stock are issued and outstanding at the date hereof, all of which are owned by Sudbury, Inc., a Delaware corporation; and

WHEREAS, the Boards of Directors of Acquisitions and IMT deem the merger of IMT with and into Acquisitions, under and pursuant to the terms and conditions herein set forth or referred to, desirable and in the best interests of the corporations and their respective stockholders, and the Boards of Directors and stockholders of Acquisitions and IMT have adopted resolutions approving the transactions contemplated herein;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereto do hereby agree as follows:

ARTICLE I
MERGER

Subject to the terms and conditions of this Agreement of Merger, at the Effective Time (as defined herein), IMT shall be merged with and into Acquisitions pursuant to the provisions of, and with the effect provided in, Section 252 of the Delaware General Corporation Law ("DGCL") and Section 490.1107 of the Iowa Business Corporation Act ("IBCA") (said transaction being hereinafter referred to as the "Merger"). At the Effective Time, the separate existence of IMT shall cease and Acquisitions, as the surviving corporation, shall continue unaffected and unimpaired by the Merger (the "Surviving Corporation").

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ARTICLE II
STOCKHOLDER APPROVAL

Each of IMT and Acquisitions agrees to submit this Agreement of Merger to their respective stockholder for such stockholder's approval.

ARTICLE III
CERTIFICATE OF INCORPORATION AND BY-LAWS

The Certificate of Incorporation and the By-Laws of Acquisitions which are in effect at the Effective Time shall be the Certificate of Incorporation and the By-Laws of the Surviving Corporation, except that Articles FIRST, SECOND and FOURTH thereof shall be amended in their entirety as follows:

FIRST. The name of the Corporation is Iowa Mold Tooling Co., Inc.

SECOND. The registered office of the Corporation is 2711 Centerville Road, Suite 400, County of New Castle, Wilmington, DE 19808. The name of its registered agent at such address is the Corporation Service Company.

FOURTH: The Corporation shall be authorized to issue 5,000,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), amounting to an aggregate capital of \$50,000.00. The holders of the shares of the Common Stock shall be entitled to one vote for each share so held with respect to all matters voted on by the stockholders of the Corporation and shall have the right to receive dividends as and when declared by the Board of Directors in its sole discretion.

ARTICLE IV
BOARD OF DIRECTORS; OFFICERS

At the Effective Time, the directors and officers of Acquisitions at the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and By-Laws.

ARTICLE V
EFFECT OF THE MERGER ON CAPITAL STOCK OF THE IMT

At the Effective Time, by virtue of the Merger and without any action on the part of the holders of any capital stock of IMT or Acquisitions, each issued and outstanding share of IMT Common Stock shall be cancelled and no cash or other consideration shall be delivered as a result thereof and the separate existence of IMT will cease.

ARTICLE VI
EFFECTIVE DATE OF THE MERGER AND FILING

A certificate of merger shall be delivered to the Delaware Secretary of State for filing as provided in Sections 103 and 252 of the DGCL, and to the Iowa Secretary of State pursuant to Section 490.1105 of the IBCA. The merger shall be effective as of the filing of the certificate of merger with the Secretary of State of Delaware and the Secretary of State of the State of Iowa (such date and time of effectiveness is herein referred to as the "Effective Time").

ARTICLE VII
SERVICE OF PROCESS

After the Effective Time, Acquisitions hereby agrees that it may be served with process in Iowa in any proceeding for enforcement of any obligation Acquisitions, as well as for enforcement of any obligation of IMT arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 490.1302 of the Iowa Business Corporation Act; and Acquisitions hereby irrevocably appoints the Secretary of State of the State of Iowa as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State of Iowa to ACAS Acquisitions (LMT), Inc. at c/o American Capital Strategies, Ltd., 2 Bethesda Metro Center, 14th Floor, Bethesda, Maryland 20814, Attention: Compliance Officer, until Acquisitions shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

ARTICLE VIII
FURTHER ASSURANCES

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Corporation title to any property or rights of any of the constituent corporations, or otherwise carry out the provisions hereof, the proper officers, directors and/or trustees of any of the constituent corporations, as of the Effective Time, and thereafter the officers of the Surviving Corporation acting on their behalf, shall execute and deliver any and all proper assignments, conveyances and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the provisions hereof.

ARTICLE IX
TERMINATION AND AMENDMENT

Anything contained in this Agreement of Merger to the contrary notwithstanding, and notwithstanding the adoption or approval hereof by the stockholders of Acquisitions and IMT, this Agreement of Merger may be terminated by any

constituent corporation through its Board of Directors, subject, however, to the provisions of any other agreement or contract that restrict such power of termination.

ARTICLE X
MISCELLANEOUS

1. This Agreement of Merger may be amended or supplemented at any time prior to its approval by Acquisitions' or IMT's stockholders by mutual agreement of Acquisitions and IMT, and thereafter by mutual agreement of Acquisitions and IMT to the extent provided in Section 252 of the DGCL and Section 490.1101 of the IBCA. Any such amendment or supplement must be in writing and approved by their respective Boards of Directors.

2. Any notice or other communication required or permitted under this Agreement of Merger shall be in writing and sufficient if delivered personally or sent by overnight express or by registered or certified mail, postage prepaid, addressed as follows:

If to Acquisition:

ACAS Holdings (IMT), Inc.
c/o American Capital Strategies, Ltd.
2 Bethesda Metro Center, 14th Floor
Bethesda, Maryland 20814
Attention: Compliance Officer

If to IMT:

Iowa Mold Tooling, Co., Inc.
500 Highway 18 West
PO Box 189
Garner, Iowa 50438-0189
Attn: President

3. The headings of the several Articles herein are inserted for convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Agreement of Merger.

4. For the convenience of the parties hereto and to facilitate the filing and recording of this Agreement of Merger, it may be executed in several counterparts, each of which shall be deemed the original, but all of which together shall constitute one and the same instrument.

5. This Agreement of Merger shall be governed by and construed in accordance with the laws of the State of Delaware applicable to agreements made and entirely to be performed in such jurisdiction, except to the extent federal law may be applicable.

SENT BY: AVCELLS INC;

972 418 0940;

OCT-11-00 2:56PM;

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed in counterparts by their duly authorized officers and their corporate seals to be hereto affixed and attested by their officers thereunto duly authorized, all as of the day and year first above written.

IOWA MOLD TOOLING, CO., INC., an Iowa corporation

By: Ira Wagner
Ira Wagner
President

ATTEST:

David Steinglass
Name: David Steinglass
Title: Vice President and Secretary

ACAS ACQUISITIONS (GMT), INC., a Delaware corporation

By: Ira Wagner
Ira Wagner
President and Chief Executive Officer

ATTEST:

David Steinglass
Name: David Steinglass
Title: Executive Vice President and Secretary

FILED
IOWA
SECRETARY OF STATE

10-13-00
1:21 pm

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