

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/31/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VT Holdings II, Inc.		08/31/2010	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	Engineered Solutions, L.P.		
Street Address:	P.O. Box 3241		
City:	Milwaukee		
State/Country:	WISCONSIN		
Postal Code:	53201-3241		
Entity Type:	LIMITED PARTNERSHIP: INDIANA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3071476	MORGRIP	
CORRESPONDENCE DATA			
Fax Number:	414978789		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	414.277.5789		
Email:	tm-dept@quarles.com		
Correspondent Name:	Cheryl M. Smukowski		
Address Line 1:	411 East Wisconsin Avenue		
Address Line 2:	Quarles & Brady LLP		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	125522.00003		
NAME OF SUBMITTER:	Cheryl M. Smukowski		

CH \$40.00 3071476

Signature:	/cms/
Date:	04/25/2012
Total Attachments: 14 source=VT Holdings to Engineered Solutions Merger#page1.tif source=VT Holdings to Engineered Solutions Merger#page2.tif source=VT Holdings to Engineered Solutions Merger#page3.tif source=VT Holdings to Engineered Solutions Merger#page4.tif source=VT Holdings to Engineered Solutions Merger#page5.tif source=VT Holdings to Engineered Solutions Merger#page6.tif source=VT Holdings to Engineered Solutions Merger#page7.tif source=VT Holdings to Engineered Solutions Merger#page8.tif source=VT Holdings to Engineered Solutions Merger#page9.tif source=VT Holdings to Engineered Solutions Merger#page10.tif source=VT Holdings to Engineered Solutions Merger#page11.tif source=VT Holdings to Engineered Solutions Merger#page12.tif source=VT Holdings to Engineered Solutions Merger#page13.tif source=VT Holdings to Engineered Solutions Merger#page14.tif	

**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF MERGER
of
ENGINEERED SOLUTIONS, L.P.**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Certificate of Merger of the above Domestic Limited Partnership (LP) have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Revised Uniform Limited Partnership Act.

The following non-surviving entity(s):

VT HOLDINGS II, INC.
a(n) Nevada Non-Qualified Foreign Corporation
merged with and into the surviving entity:
ENGINEERED SOLUTIONS, L.P.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, August 31, 2010.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 31, 2010.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

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**TRADEMARK
REEL: 004764 FRAME: 0072**

INDIANA SECRETARY OF STATE
RECEIVED

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ARTICLES OF CROSS-SPECIES MERGER
Resulting in the Formation of a Limited Partnership
State Form 61570 (1-04)
Approved by State Board of Accounts, 2004

TODD ROKITA
SECRETARY OF STATE
CORPORATE DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one copy to the address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov

Indiana Code 23-1-18-3
FILING FEE: \$30.00

ARTICLES OF CROSS-SPECIES MERGER OF VT Holdings II, Inc. <i>(hereinafter "Non-surviving Business Entity" ("Entities") and/or "Non-surviving Corporation(s)")</i>
INTO Engineered Solutions, L.P. <i>(hereinafter "Surviving LP")</i>

APPROVED
AND
FILED
Todd Rokita
IND. SECRETARY OF STATE

ARTICLE I: PLAN OF CROSS-SPECIES MERGER

Please set forth the Plan of Cross-Species Merger, attach herewith, and designate it as "Exhibit A." The Plan of Cross-Species Merger must state the following:

- The name of each Non-surviving Corporation incorporated in Indiana and/or the name and jurisdiction of formation, organization, or incorporation of each Non-surviving Business Entity;
- The name of Surviving LP;
- The terms and conditions of the merger;
- The manner and basis of converting the shares or rights thereof of Non-surviving Corporation and/or the interests, obligations, shares, other securities, or rights thereof of Non-surviving Business Entity (Entities) and/or Non-surviving Corporation(s) into the shares, obligations, assets, other securities, or rights thereof of Surviving LP; and
- All statements required to be set forth in the plan of merger by the laws under which each Non-surviving Business Entity is formed, organized, or incorporated.

The relevant Indiana Code sections for the Plan of Merger are as follows:

- 23-1-40-8(c)(4) if a corporation is a party to the merger;
- 23-18-7-9(c)(4) if a limited liability company is party to the merger;
- 23-4-1-53(c)(4) if a limited liability partnership is a party to the merger; and
- 23-16-3-13(c)(4) if a limited partnership is a party to the merger.

ARTICLE II: NAME AND PRINCIPLE OFFICE OF SURVIVING LP

a. The name of Surviving LP is the following:
Engineered Solutions, L.P.

(Please note pursuant to Indiana Code 23-16-2-1, this name must include the words "Limited Partnership", "L.P.", or "LP".
(If Surviving LP is a foreign LP, then its name must adhere to the laws of the state in which it is domiciled).

b. The address of Surviving LP's Principal Office is the following:

Street Address	City	State	Zip Code
13000 West Silver Spring Drive	Butler	WI	53007

ARTICLE III: REGISTERED OFFICE AND AGENT OF SURVIVING LP

Registered Agent: The name and street address of Surviving LP's Registered Agent and Registered Office for service of process are the following:

Name of Registered Agent
National Registered Agents, Inc.

Address of Registered Office (street or building)	City	State	Zip Code
320 N. Meridian Street	Indianapolis	Indiana	46204

ARTICLE IV: GENERAL PARTNERS OF SURVIVING LP

Please state the names and business addresses of each general partner of Surviving LP.

Name Versa Technologies, Inc.				
Business Address 13000 West Silver Spring Drive		City Butler	State WI	Zip Code 53007
Name				
Business Address		City	State	Zip Code
Name				
Business Address		City	State	Zip Code
Name				
Business Address		City	State	Zip Code
Name				
Business Address		City	State	Zip Code
Name				
Business Address		City	State	Zip Code
Name				

ARTICLE V: PARTNERSHIP AGREEMENT OF SURVIVING LP (OPTIONAL)

Please attach herewith and designate as "Exhibit B" any matters or terms concerning Surviving LP that the general partners of Surviving LP wish to include.

ARTICLE VI: DISSOLUTION OF SURVIVING LP

Please state the latest date upon which the LP is to dissolve:
August 31, 2010 at 11:59 p.m. EDT

ARTICLE VII: MANNER OF ADOPTION AND VOTE OF NON-SURVIVING CORPORATION (if applicable)

Please complete this Article if a corporation is party to the merger. (Select either A or B):

The designation (i.e. common, preferred, or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange, and the number of votes of each voting group represented at the meeting are set forth below:

- A. Unanimous consent executed on August 31, 20 10 and signed by all shareholders entitled to vote.
- B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
Common only				
NUMBER OF OUTSTANDING SHARES	1,000			
NUMBER OF VOTES ENTITLED TO BE CAST	1,000			
NUMBER OF VOTES REPRESENTED AT MEETING	1,000			
SHARES VOTED IN FAVOR	1,000			
SHARES VOTED AGAINST	-0-			

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ARTICLE VIII: NON-SURVIVING BUSINESS ENTITIES

SECTION 1: (Please list any non-surviving corporations (if any) in this merger).

The name, state of incorporation, and the date of incorporation or qualification (if applicable) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation which is party to the merger are as follows:

Name of Non-surviving Corporation VT Holdings II, Inc.	
State of Domicile Nevada	Date of Incorporation or qualification in Indiana February 21, 2001

Name of Non-surviving Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana

Name of Non-surviving Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana

SECTION 2: (Please list the Non-surviving Business Entities that are not a corporation (if any) in this merger).

The name, business entity type, state of organization, and date of organization of any Indiana or foreign business entity that is a party to the merger and qualified to do business in Indiana (if applicable).

Name	Type of business entity
State of Domicile	Date of organization or qualification

Name	Type of business entity
State of Domicile	Date of organization or qualification

Name	Type of business entity
State of Domicile	Date of organization or qualification

ARTICLE IX: SIGNATURE

In Witness Whereof, the undersigned, being a duly authorized representative of Surviving LP, executes these Articles of Cross-Species Merger and verifies, subject to penalty of perjury, that the statements contained herein are true, and that each business entity that is a party to this merger has approved the plan of merger according to Indiana law or according to the laws of the State in which the business entity was organized or incorporated, this

31st day of August 2010


Signature 	Printed name Andy Lampert
Title Vice President	

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of August 31, 2010 (the "Agreement"), by and between VT Holdings II, Inc., a Nevada corporation ("VTH"), and Engineered Solutions L.P., an Indiana limited partnership (the "Company"). VTH and the Company are sometimes collectively referred to herein as the "Constituent Companies."

WITNESSETH:

WHEREAS, the respective Constituent Companies deem it advisable that VTH merge with and into the Company and that the Company continue as the surviving company, upon the terms set forth herein and in accordance with the laws of the State of Nevada and the State of Indiana (the "Merger"), and that the issued and outstanding shares of capital stock of VTH be canceled upon consummation of the Merger as set forth herein; and

WHEREAS, the general partner of the Company has, by resolutions duly approved and adopted the provisions of this Agreement, adopted the plan of merger required by the Nevada Business Corporation Law and the Indiana Limited Partnership Act.

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I

Effect of the Merger; Manner and
Basis of Converting and Canceling Shares

Section 1.1 At the Effective Time (as hereinafter defined), VTH shall be merged with and into the Company, the separate company existence of VTH (except as may be continued by operation of law) shall cease, and the Company shall continue as the surviving company, all with the effects provided by applicable law. The Company in its capacity as the surviving company of the Merger, is hereinafter sometimes referred to as the "Surviving Company."

Section 1.2 At the Effective Time, each share of capital stock of VTH issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by VTH, the Company or any other person, be canceled and no cash or securities or other property shall be payable in respect thereof.

Section 1.3 At and after the Effective Time, the Surviving Company shall possess all the rights, privileges, immunities and franchises, of both a public and private nature, and be subject to all the duties and liabilities of VTH; and all rights, privileges, immunities and franchises of VTH and all property, real, personal and mixed, and all debts due on whatever accounts, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to VTH shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and title to any real estate, or any interest

therein, vested in VTH shall not revert or be in any way impaired by reason of the Merger; and the Surviving Company shall thenceforth be responsible and liable for all liabilities and obligations of VTH and any claim existing or action or proceeding pending by or against VTH may be prosecuted to judgment as if the Merger had not taken place or the Surviving Company may be substituted in its place. The authority of the officers of VTH shall continue with respect to the due execution in the name of each respective company of tax returns, instruments of transfer or conveyance and other documents where the execution thereof is required or convenient to comply with any provision of the Nevada Business Corporation Law or any contract to which VTH was a party or this Agreement.

Section 1.4 The name of the Surviving Company shall be "Engineered Solutions L.P."

ARTICLE 2

Effective Time

Section 2.1 Upon fulfillment or waiver of the conditions specified in Article 4 hereof, VTH shall cause a Certificate of Merger to be executed and delivery for filing with the Secretary of State of the State of Nevada, as provided in and accordance with the Nevada Business Corporation Law (the "Certificate of Merger") and an Articles of Merger to be executed and delivery for filing with the Secretary of State of the State of Indiana, as provided in and accordance with the Indiana Limited Partnership Act (the "Articles of Merger").

Section 2.2 The Merger shall become effective as of 11:59 p.m. EDT on August 31, 2010 upon the filing of the Company's Articles of Merger and Certificate of Merger, as provided by applicable law (the "Effective Time").

ARTICLE 3

Articles of Formation and Partnership Agreement; Management

Section 3.1 The Articles of Formation of the Company as in effect at the Effective Time shall govern the Surviving Company, until it shall be amended as provided by law.

Section 3.2 The partnership agreement of the Company as in effect at the Effective Time, subject to alteration, amendment or repeal from time to time by the general partner of the Company, shall govern the Surviving Company.

Section 3.3 The partners and the officers of the Company holding office immediately prior to the Effective Time shall be the partners and the officers (holding the same positions as they held with the Company immediately prior to the Effective Time) of the Surviving Company and shall hold such offices until the expiration of their current terms, or their prior resignation, removal or death, or as otherwise provided in the partnership agreement of the Surviving Company.

ARTICLE 4

Conditions

Section 4.1 The respective obligations of each of the Constituent Companies to consummate the Merger under this Agreement is subject to the fulfillment of the following conditions:

(a) There shall be no law, statute, rule or regulation, domestic or foreign, enacted or promulgated which would make consummation of the Merger illegal; and

(b) No preliminary or permanent injunction or other order by any federal or state court of competent jurisdiction that makes illegal or otherwise prevents the consummation of the Merger shall have been issued and shall remain in effect.

ARTICLE 5

Miscellaneous

Section 5.1 This Agreement may be executed in one or more counterparts, all of which taken together shall constitute one and the same instrument. Any counterpart may be executed by facsimile signature and such facsimile signature shall be deemed an original.

Section 5.2 The internal law, not the law of conflicts, of the State of Nevada will govern all questions concerning the construction, validity and interpretation of this Agreement.

Section 5.3 This Agreement is not intended to confer upon any person (other than the parties hereto and their respective successors and assigns) any rights or remedies hereunder or by reason hereof.

* * * * *



IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the day and year first written above.

VT HOLDINGS II, INC.

By: Terry M. Braatz
Name: Terry M. Braatz
Title: President, Secretary and Treasurer

ENGINEERED SOLUTIONS L.P.


By: Versa Technologies Inc.
Its: General Partner

By: Andrew G. Lampereur
Name: Andrew G. Lampereur
Title: Vice President and Secretary



140101

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4620
(775) 684 5708
Website: www.nvsoe.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20100652252-85 Filing Date and Time 08/30/2010 4:16 PM Entity Number C4275-2001
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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

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Articles of Merger
(Pursuant to NRS Chapter 92A - excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

VT Holdings II, Inc.

Name of merging entity

Nevada

Corporation

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Engineered Solutions, L.P.

Name of surviving entity

Indiana

Limited Partnership

Jurisdiction

Entity type *

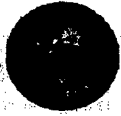
* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 10-18-09

NV023 - 05/13/2010 C T System Online



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4628
 (775) 684 6708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.1 80):

Attn: Andrew Lampereur

c/o: **Engineered Solutions, L.P.**
 13000 West Silver Spring Drive
 Butler, WI 53007

3) (Choose one)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200) (options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

NV025 - 05/13/2010 CT System Online

Nevada Secretary of State 92A Merger Page 2
 Revised: 10-16-09



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684 5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 3

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(b) The plan was approved by the required consent of the owners of *:

VT Holdings II, Inc.
 Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Engineered Solutions, L.P.
 Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



ROSS MILLER
 Secretary of State
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 Carson City, Nevada 89701-4520
 (775) 684 6708
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 SECRETARY OF STATE
 CARSON CITY, NEVADA
 10/16/09



Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 4

REQUIRED TO SUBMIT
 ORIGINAL TO SECRETARY OF STATE
 10/16/09

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

NV925 - 05/13/2009 C T System Online

Nevada Secretary of State 92A Merger Page 4

Revised: 10-16-09

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4620
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Website: www.nvsos.gov

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 5

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5) Amendments, if any, to the articles or certificates of the surviving entity. Provide article numbers, if available. (NRS 92A.200):

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)**: 11:59 p.m. EDT August 31, 2010

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
Revised: 10-18-09

NV925 - 05/13/2010 C T System Online



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
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Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

(If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

VT Holdings II, Inc.

Name of merging entity

X Terry M. Bryant
Signature

Treasurer
Title

8/30/10
Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Engineered Solutions, L.P.

Name of merging entity

X [Signature]
Signature

Vice President
Title

8/30/10
Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
This form must be accompanied by appropriate fees.