

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/29/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aurora Casket Company Inc		06/29/2012	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	KACC Acquisition, LLC
Street Address:	251 East Ohio Street, Suite 500
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46204
Entity Type:	CORPORATION: INDIANA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2261047	AURORA
Registration Number:	2268861	AURORA
Registration Number:	2274284	A
Registration Number:	2274285	A
Registration Number:	2786151	CLARKSBURG
Registration Number:	2977480	IMAGES OF LIFE
Serial Number:	85447642	ADVISOR BY AURORA

CORRESPONDENCE DATA

Fax Number: 2124920140

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

Email: dgaier@paulweiss.com, aashville@paulweiss.com

Correspondent Name: Danielle L. Gaier

Address Line 1: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER: 11191-237

NAME OF SUBMITTER: Danielle L. Gaier

Signature: /Danielle L. Gaier/

Date: 06/29/2012

Total Attachments: 10

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INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
CORPORATIONS CERTIFIED COPIES

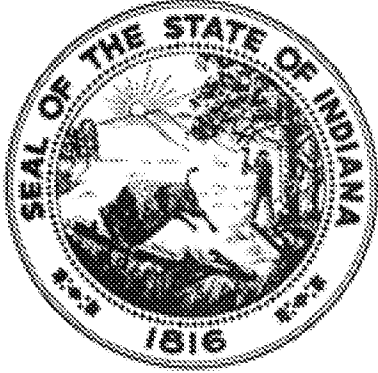
INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
302 West Washington Street, Room E018
Indianapolis, IN 46204

<http://www.sos.in.gov>

June 29, 2012

Company Requested: AURORA CASKET COMPANY, LLC
Control Number: 2012050900259

Date	Transaction	# Pages
06/29/2012	Articles of Merger	9



State of Indiana
Office of the Secretary of State

I hereby certify that this is a true and complete copy of this 9 page document filed in this office.

Dated: June 29, 2012
Certification Number: 2012062915743

Connie Lawson
Secretary of State

Indiana Secretary of State
 Packet: 2012050900259
 Filing Date: 06/29/2012
 Effective Date: 06/29/2012



ARTICLES OF CROSS-SPECIES MERGER
 Resulting in the Formation of a Limited Liability Company
 State Form 51583 (R / 2-11)
 Approved by State Board of Accounts, 2004

CHARLES P. WHITE
 SECRETARY OF STATE
 CORPORATE DIVISION
 302 W. Washington Street, Rm. E018
 Indianapolis, IN 46204
 Telephone: (317) 232-8578

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

APPROVED
 AND
 FILED

ARTICLES OF CROSS-SPECIES MERGER
199086-135 **NIC**

Aurora Casket Company, Inc., and Aurora Hardwoods, Inc.
 (hereinafter "Non-surviving Business Entity" ("Entities") and/or "Non-surviving Corporation(s)")

INTO

KACC Acquisition, LLC **2012050900259**
 (hereinafter "Surviving LLC")

Corrie J. [Signature]
 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 LLC;
- 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 LLC; 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 LLC

a. The name of Surviving LLC is the following:
 Aurora Casket Company, LLC, which name has been changed as a result of the merger

- (Please note pursuant to Indiana Code 23-18-2-8, this name must include the words "Limited Liability Company", "L.L.C.", or "LLC").
- (If Surviving LLC is a foreign LLC, then its name must adhere to the laws of the state in which it is domiciled).

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

Street Address (number and street)	City	State	ZIP Code
10944 Marsh Road	Aurora	IN	47001-0029

ARTICLE III: REGISTERED OFFICE AND AGENT OF SURVIVING LLC

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

Name of Registered Agent
 Corporation Service Company

Address of Registered Office (street or building)	City	State	ZIP Code
251 East Ohio Street, Suite 500	Indianapolis	Indiana	46204

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ARTICLE IV: MANAGEMENT OF SURVIVING LLC

Surviving LLC will be managed by one of the following: The members of Surviving LLC, OR A manager or managers

ARTICLE V: NON-SURVIVING BUSINESS ENTITIES

SECTION 1

(If any, please list any non-surviving corporations 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 Aurora Casket Company, Inc.	
State of Domicile Indiana	Date of Incorporation or qualification in Indiana <i>(month, day, year)</i> May 14, 1937

Name of Non-surviving Corporation Aurora Hardwoods, Inc.	
State of Domicile Tennessee	Date of Incorporation or qualification in Indiana <i>(month, day, year)</i> N/A

Name of Non-surviving Corporation	
State of Domicile	Date of Incorporation or qualification in Indiana <i>(month, day, year)</i>

SECTION 2

(If any, please list the Non-surviving Business Entities that not are not a corporation 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 <i>(month, day, year)</i>

Name	Type of business entity
State of Domicile	Date of organization or qualification <i>(month, day, year)</i>

Name	Type of business entity
State of Domicile	Date of organization or qualification <i>(month, day, year)</i>

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ARTICLE VI: 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. <input type="checkbox"/> Unanimous consent executed on _____, 20____ and signed by all shareholders entitled to vote.				
B. <input checked="" type="checkbox"/> 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)		Class A	Class B	
NUMBER OF OUTSTANDING SHARES	14,510	13,270	1,240	
NUMBER OF VOTES ENTITLED TO BE CAST	14,510	13,270	1,240	
NUMBER OF VOTES REPRESENTED AT MEETING	14,510	13,270	1,240	
SHARES VOTED IN FAVOR	14,510	13,270	1,240	
SHARES VOTED AGAINST	0	0	0	

ARTICLE VII: SIGNATURE	
In Witness Whereof, the undersigned, being a duly authorized representative of Surviving LLC, 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	
29 th day of June, 2012.	
Signature	Printed name
	Christopher Anderson
Title	
Vice President	

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Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of the 29th day of June 2012,

WITNESSETH THAT:

A. Aurora Casket Company, Inc. ("Casket") is a corporation organized under the Indiana Business Corporation Law ("IBCL") on May 14, 1937;

B. Aurora Hardwoods, Inc. ("Hardwoods," and collectively with Casket, the "Merging Corporations") is a corporation organized under the Tennessee Business Corporation Act ("TBCA") on January 21, 2003;

C. KACC Acquisition, LLC (the "Surviving Company") is an Indiana limited liability company organized under the Indiana Business Flexibility Act ("IBFA") on May 7, 2012; and

D. The Board of Directors and shareholders of each of the Merging Corporations and the manager and sole member of the Surviving Company desire that the Merging Corporations merge with and into the Surviving Company pursuant to the provisions of the IBCL, TBCA and IBFA in the manner set forth herein (the "Merger"), and have approved and adopted this Plan of Merger.

NOW, THEREFORE, the following Plan of Merger is adopted:

ARTICLE I

Parties to the Merger

Section 1.1. Surviving Company. The name of the limited liability company into which Merging Corporations propose to merge is "KACC Acquisition, LLC," an Indiana limited liability company, which name shall change as a result of the Merger to "Aurora Casket Company, LLC."

Section 1.2. Merging Corporations. The names of the corporations proposing to merge with and into the Surviving Company are "Aurora Casket Company, Inc.," an Indiana corporation, and "Aurora Hardwoods, Inc.," a Tennessee corporation.

Section 1.3. Defined Terms. Capitalized terms used but not defined in this Plan of Merger shall have the meanings ascribed to those terms in that certain Agreement and Plan of Merger dated as of May 9, 2012 and as amended by Amendment No. 1 thereto dated June 27, 2012 (collectively, the "Merger Agreement"), by and among Aurora Products Group, LLC, a Delaware limited liability company ("Parent"), the Surviving

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Company, Casket, Hardwoods, Bengal Holdings, Inc., an Indiana corporation and William Backman, III, as agent for and on behalf of the holders of Company Common Shares.

ARTICLE II
Manner and Basis for Converting Shares and Membership Interests;
Terms and Conditions of the Merger

Section 2.1. The Merger.

(a) **Effective Time of Merger.** The Merger shall become effective at such time as Articles of Merger are duly filed with both the Indiana Secretary of State and the Tennessee Secretary of State or at such other time as Parent and the Merging Corporations shall agree and specify in the Articles of Merger (the time the Merger becomes effective being hereinafter referred to as the "Effective Time").

(b) **Actions to be Taken Upon Effective Time of Merger.** At the Effective Time: (i) Merging Corporations shall merge with and into the Surviving Company; and (ii) the separate existence of Merging Corporations shall cease.

Section 2.2 Conversion of Shares and Membership Interests. As of the Effective Time, by virtue of the Merger and without any action on the part of the Surviving Company, the Merging Corporations, or any shareholder of either of the Merging Corporations or member of the Surviving Company:

(a) **Capital Shares of the Surviving Company.** Each limited liability company interest of the Surviving Company issued and outstanding as of immediately prior to the Effective Time shall be converted into and become one fully paid limited liability company interest of the Surviving Company.

(b) **Cancellation of Treasury Shares and Parent-Owned Shares.** Each Casket Common Share and Hardwoods Common Share that is owned by Casket, Hardwoods, the Surviving Company, Parent or any of their respective Subsidiaries shall automatically be cancelled and shall cease to be outstanding, and no consideration shall be delivered in exchange therefor.

(c) **Conversion of Company Common Shares.** Each Casket Common Share and Hardwoods Common Share (other than shares to be cancelled in accordance with Section 2.2(b) and Section 2.2(d)) issued and outstanding immediately prior to the Effective Time shall be converted automatically into the right to receive cash, without interest, and each shareholder of Casket and Hardwoods shall be entitled to receive the cash amount set forth below upon delivery of a duly executed Letter of Transmittal and surrender of the Certificate or Certificates formerly representing such shares. As of the Effective Time, all such shares of each class of Casket Common Shares and Hardwoods Common

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Shares shall no longer be outstanding and shall automatically be cancelled and shall cease to be outstanding, and each holder of a Certificate that immediately prior to the Effective Time represented such Casket Common Shares or Hardwoods Common Shares shall cease to have any rights with respect thereto, except the right to receive the Closing Consideration on the Closing Date, and following the Closing Date, the Contingent Consideration, if any, upon surrender of such Certificate and delivery of a duly executed Letter of Transmittal in accordance with Section 2.4 of the Merger Agreement, in each case without interest.

(d) Dissenters' Rights. Notwithstanding anything in this Agreement to the contrary, Company Common Shares issued and outstanding immediately prior to the Effective Time that are held by any Person who has properly exercised dissenters' rights with respect thereto in accordance with Chapter 44 of the IBCL or Chapter 23 of the TBCA, and who complies in all respects with the provisions thereof (the "Dissenting Shares"), shall not be converted into the right to receive the Total Merger Consideration as provided in Section 2.3(c) of the Merger Agreement but instead such holder shall be entitled to payment of the fair value of such shares in accordance with the provisions of Section 23-1-44-15 of the IBCL or Section 48-23-206 of the TBCA. At the Effective Time, all Dissenting Shares shall, by virtue of the Merger and without any action on the part of any holder thereof, no longer be outstanding and shall automatically be cancelled, retired and shall cease to exist without payment with respect thereto and without surrender of the certificates formerly representing such shares, and each holder of Dissenting Shares shall cease to have any rights with respect thereto, except the right to receive the fair value of such shares in accordance with the provisions of Chapter 44 of the IBCL or Chapter 23 of the TBCA. Notwithstanding the foregoing, if any holder shall fail to perfect or otherwise shall waive, withdraw or lose the right to appraisal under Chapter 44 of the IBCL or Chapter 23 of the TBCA or a court of competent jurisdiction shall determine that such holder is not entitled to the rights provided by Chapter 44 of the IBCL or Chapter 23 of the TBCA, then the right of such holder to be paid the fair value of such holder's Dissenting Shares under Chapter 44 of the IBCL or Chapter 23 of the TBCA shall cease, and such Dissenting Shares shall be deemed to have been converted at the Effective Time into, and shall have become, the right to receive, the Closing Merger Consideration as provided in Section 2.3(c) of the Merger Agreement. The Merging Corporations shall give Parent prompt notice of any written demands to assert appraisal rights that are received by the Merging Corporations with respect to Company Common Shares. Prior to the Effective Time, the Merging Corporations shall not, without the prior written consent of Parent, voluntarily make any payment with respect to or settle any such demands.

Section 2.3. Further Assurances. If at any time the Surviving Company shall consider or be advised that any further assignment, assurance or other action is necessary or desirable to vest in the Surviving Company the title to any property or right of either of the Merging Corporations or otherwise to carry out the purposes of this Plan of Merger, the proper officers of each of the Merging Corporations shall execute and make all such

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proper assignments or assurances and take such other actions. The proper officers of the Surviving Company are hereby authorized in the name of Merging Corporations to take any and all such actions.

ARTICLE III
Articles of Organization, Operating Agreement,
and Board of Managers and Officers of the Surviving Company

Section 3.1. Articles of Organization. The articles of organization of the Surviving Company, as in effect immediately prior to the Effective Time, shall be amended and restated as of the Effective Time in the form attached hereto as Exhibit 1 and, as so amended and restated, such articles of organization shall be the articles of organization of the Surviving Company until thereafter changed or amended as provided therein or by applicable Legal Requirements.

Section 3.2. Operating Agreement. The operating agreement of the Surviving Company, as in effect immediately prior to the Effective Time, shall be the operating agreement of the Surviving Company until thereafter changed or amended as provided therein or by applicable Legal Requirements.

Section 3.3. Board of Managers and Officers. The board of managers and officers of the Surviving Company immediately prior to the Effective Time shall be, from and after the Effective Time, the managers and officers, as applicable, of the Surviving Company, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

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Exhibit 1

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
AURORA CASKET COMPANY, LLC**

The undersigned, acting pursuant to the provisions of the Indiana Business Flexibility Act, Indiana Code §23-18-1-1, et seq. (the "Act"), for the purpose of forming a limited liability company (hereinafter referred to as the "Company") under the laws of the State of Indiana, hereby sets forth the following:

1. NAME. The name of the Company shall be Aurora Casket Company, LLC.
2. REGISTERED OFFICE. The address of the initial registered office of the Company and the name of the initial registered agent for the Company at such office shall be Corporation Service Company, 251 East Ohio Street, Suite 500, Indianapolis, IN 46204.
3. DURATION. The period of the Company's duration shall be perpetual, unless earlier dissolved pursuant to the Act or the terms and conditions of an operating agreement (the "Operating Agreement") among the members of the Company.
4. MANAGEMENT. The sole member of the Company shall initially be the manager of the Company in accordance with the provisions of the Operating Agreement of the Company.

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The Indiana Secretary of State filing office certifies that this copy is on file in this office.

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State of Indiana
Office of the Secretary of State

CERTIFICATE OF MERGER

of

KACC ACQUISITION, LLC

I, **CONNIE LAWSON**, *Secretary of State of Indiana*, hereby certify that Articles of Merger of the above Domestic Limited Liability Company (LLC) 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 Indiana Business Flexibility Act.

The following non-surviving entity(s):

AURORA CASKET COMPANY INC

a(n) For-Profit Domestic Corporation

AURORA HARDWOODS, INC.

a(n) Tennessee Non-Qualified Foreign Corporation

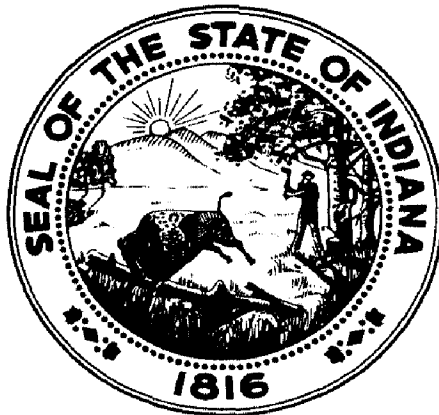
merged with and into the surviving entity:

KACC ACQUISITION, LLC

The name following said transaction will be:

AURORA CASKET COMPANY, LLC

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, June 29, 2012.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 29, 2012.

Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

2012050900259 / 2012062915741