

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2005		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Intech Technology Corporation	FORMERLY Intech EDM	12/31/2005
			Entity Type
			CORPORATION:
RECEIVING PARTY DATA			
Name:	Agie Charmilles Holding Corporation		
Street Address:	575 Bond Street		
City:	Lincolnshire		
State/Country:	ILLINOIS		
Postal Code:	60069		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2645570	DELTACUT
CORRESPONDENCE DATA			
Fax Number:	3122261919		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	312-226-1818		
Email:	jmiller@FactorIPLG.com		
Correspondent Name:	FACTOR INTELLECTUAL PROPERTY LAW GROUP,		
Address Line 1:	1327 W. Washington Blvd.		
Address Line 2:	Suite 5G/H		
Address Line 4:	Chicago, ILLINOIS 60607		
ATTORNEY DOCKET NUMBER:	INT-011232		
NAME OF SUBMITTER:	Patrick J. Smith		

Signature:	/Patrick J. Smith/
Date:	09/28/2012
Total Attachments: 3 source=Agreementandplanofmerger#page1.tif source=Agreementandplanofmerger#page2.tif source=Agreementandplanofmerger#page3.tif	

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of 12/31, 2005, between AGIE CHARMILLES HOLDING CORPORATION, a New York corporation (hereinafter sometimes referred to as "ACHC" or the "Surviving Corporation"), having its principal offices at 575 Bond Street, Lincolnshire, Illinois 60069, and INTECH TECHNOLOGY CORPORATION, a Delaware corporation (hereinafter sometimes referred to as "Intech"), having its principal offices at 575 Bond Street, Lincolnshire, Illinois 60069 (both of said corporations together hereinafter sometimes referred to collectively as the "Constituent Corporations").

WITNESSETH:

A. ACHC is a corporation duly organized and existing under the laws of the State of New York, having as of the date of this Agreement an authorized capitalization consisting of 2,500 shares of Common Stock ("ACHC Common Stock"), of which 1,000 shares are issued or outstanding.

B. Intech is a corporation, duly organized and existing under the laws of the State of Delaware, having as of the date of this Agreement an authorized capitalization consisting of 375 shares of Common Stock ("Intech Common Stock"), of which 375 shares of Intech Common Stock is issued and outstanding and entitled to vote.

C. ACHC owns all of issued and outstanding shares of Intech Common Stock.

D. The Board of Directors of ACHC and the Board of Directors of Intech have determined that it is in the best interests of the Constituent Corporations that Intech be merged with and into ACHC on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the Business Corporation Act of the State of Delaware and the laws of the State of New York.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and provisions hereinafter set forth, the parties hereto agree that Intech shall be merged into ACHC, and that the terms and conditions of such merger, the mode of carrying the same into effect and the manner and basis of converting the shares of the Constituent Corporations shall be as follows:

1. Merger. As of December 31, 2005 (the "Effective Date"), ACHC and Intech shall be merged into a single corporation on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the laws of the States of Delaware and New York (the "Merger") by Intech merging into ACHC, with ACHC being the Surviving Corporation. The separate existence of Intech shall cease on the Effective Date, and the existence of ACHC shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized under the laws of the State of New York.

2. Effect of Merger. As of the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises, public or private, and shall be subject to all the obligations, duties and liabilities, of each of the Constituent Corporations; and all assets and property, real, personal and mixed, and all debts due on whatever account, all chosen in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; and the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment, with right of appeal, by the Surviving Corporation as if the Merger had not taken place, or the Surviving Corporation may be substituted therefor; and the rights of creditors of each of the Constituent Corporations shall be preserved unimpaired by the Merger; and any liens upon the property of either of the Constituent Corporations shall be preserved unimpaired by the Merger on the property affected by such liens prior to the Effective Date.

3. Manner and Basis of Conversion of Shares. On the Effective Date, each share of Intech Common Stock, which shall then be outstanding, shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled.

4. Action Required by Constituent Corporations. This Agreement has been duly approved by the Board of Directors of ACHC and by the Board of Directors of Intech pursuant to the Business Corporation Act of the State of Delaware and pursuant to New York law. If no party elects to exercise any right it may have to terminate this Agreement, the Constituent Corporations shall promptly file or cause to be filed a Certificate of Merger pursuant to the laws of States of Delaware and New York, and shall thereafter take or cause to be taken any further action, including the recording of the Certificate of Merger which may be necessary or appropriate.

5. Approval. This Agreement and Plan of Merger was approved by the consent of the Board of Directors of Intech and ACHC.

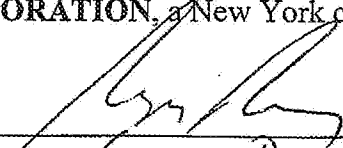
6. Amendment. Any of the provisions of this Agreement may be modified at any time by a writing approved by the Board of Directors of Intech and by the Board of Directors of ACHC and executed in the same manner as this Agreement.

7. Section Headings. The section headings herein are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement, nor are they deemed to constitute a part of this Agreement.

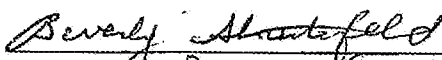
[signatures appear on next page]

The parties hereto have caused this Agreement and Plan of Merger to be duly executed as of the date written above.

AGIE CHARMILLES HOLDING CORPORATION, a New York corporation


By: Gregg Denig
Its: Treasurer

INTECH TECHNOLOGY CORPORATION,
a Delaware corporation


By: Beverly Streitenfeld
Its: Treasurer