

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/03/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Milton Roy Company		12/03/2012	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Milton Roy, LLC
Street Address:	201 Ivyland Road
City:	Ivyland
State/Country:	PENNSYLVANIA
Postal Code:	18974
Entity Type:	LIMITED LIABILITY COMPANY: PENNSYLVANIA

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	3616585	ROYTRONIC
Registration Number:	3448105	MROY
Registration Number:	3483899	YZ
Registration Number:	3793985	SOLAROY
Registration Number:	0770691	MILROYAL
Registration Number:	1658064	MACROY
Registration Number:	2454679	HARTELL
Registration Number:	2529251	RPM PRO PAC
Registration Number:	1370135	POLYPREL
Registration Number:	1876448	UNI-DOSE
Registration Number:	2542436	LMI
Registration Number:	2484773	LIQUIPRO
Registration Number:	0655033	MILTON ROY

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Registration Number:	1586506	MILTON ROY
Registration Number:	1590518	
Registration Number:	1163428	OSCILLAMATIC
Registration Number:	0967012	OSCILLAMATIC
Registration Number:	1032801	WILLIAMS
Registration Number:	2542497	
Registration Number:	2574389	WILROY
Registration Number:	1207079	ACCUROY
Registration Number:	1256664	MACROY
Registration Number:	4172987	ROYTRONIC EXCEL
Serial Number:	85569498	PRIMEROYAL
Serial Number:	85606314	NJEX
Serial Number:	85606716	DYNAPAK
Serial Number:	85606674	DURASITE
Serial Number:	85606774	DTEX
Serial Number:	73481204	MAXROY

CORRESPONDENCE DATA

Fax Number: 2127514864
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-906-1200
Email: angela.amaru@lw.com
Correspondent Name: Angela M. Amaru c/o Latham & Watkins LLP
Address Line 1: 885 Third Avenue
Address Line 2: Suite 1000
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	017637-1199
NAME OF SUBMITTER:	Angela M. Amaru
Signature:	/s/ Angela M. Amaru
Date:	12/04/2012

Total Attachments: 11
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**PENNSYLVANIA DEPARTMENT OF STATE
 CORPORATION BUREAU**

**Certificate of Merger or Consolidation
 Limited Liability Company
 (15 Pa. C.S. § 8958)**

Name	
Address	CT COUNTER
City	8017025 SO PA 1
State	PA
Zip Code	1

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
 CERTIFICATE OF MERGER 9 Page(s)



T1233867031

Fee: \$150 plus \$40 additional for each Party in addition to two

In compliance with the requirements of 15 Pa. C.S. § 8958 (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger or consolidation, hereby state that:

1. The name of the limited liability company surviving the merger is:
Milton Roy, LLC

2. Check and complete one of the following:

The surviving limited liability company is a domestic limited liability company and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County
c/o CT Corporation System				DAUPHIN

The surviving limited liability company is a qualified foreign limited liability company formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				County

The surviving limited liability company is a nonqualified foreign limited liability company formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

(a) Number and Street	City	State	Zip
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3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business and qualified foreign business which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County
MILTON ROY COMPANY		CT Corporation System	DAUPHIN

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on:

5. The manner in which the plan of merger was adopted by each domestic business is as follows:

Name	Manner of Adoption
Milton Roy, LLC	Adopted by the member and managers pursuant to 15 Pa. C.S. 8957(g)
Milton Roy Company	Adopted by the directors pursuant to 15 Pa. C.S. §1727; Adopted by the stockholders pursuant to 15 Pa. C.S. §1766

6. ~~Strike out this paragraph if no foreign limited liability company is a party to the merger. The plan was authorized, adopted or approved, as the case may be, by the foreign limited liability company (or each of the foreign limited liability companies) party to the plan in accordance with the laws of the jurisdiction in which it is organized.~~

7. Check, and if appropriate complete, one of the following:

The plan of merger or consolidation is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Certificate of Organization of the surviving limited liability company as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving limited liability company, the address of which is:

201 Ivyland Drive	Ivyland	PA	18974	Bucks
Number and street	City	State	Zip	County

DC2295611.2

IN TESTIMONY WHEREOF, the undersigned have caused this Certificate of Merger to be signed by a duly authorized officer thereof this 3rd day of December 2012.



Milton Roy Company
Name of Corporation

Signature
President
Title
Milton Roy, LLC
Name of Limited Liability Company

Signature
Executive President
Title

Exhibit A

Agreement and Plan of Merger

(see attached)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") is made as of December 3, 2012 by and between Milton Roy Company, a Pennsylvania corporation ("MR Corp."), and Milton Roy, LLC, a Pennsylvania limited liability company ("MR LLC"), in accordance with Section 1921 of the Business Corporation Law of the Commonwealth of Pennsylvania (the "BCL") and Section 8956 of the Pennsylvania Limited Liability Company Act (the "LLC Act").

WHEREAS, MR Corp. is a wholly owned subsidiary of Hamilton Sundstrand Corporation, a Delaware corporation ("Parent"); and

WHEREAS, MR Corp. desires to merge with and into MR LLC (the "Merger") as part of a corporate reorganization by Parent.

NOW, THEREFORE, in consideration of the agreements herein contained and intending to be legally bound, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as defined below), MR Corp. shall be merged with and into MR LLC, and MR LLC shall continue as the surviving company of the Merger (the "Surviving Company"). At the Effective Time, the separate corporate existence of MR Corp. shall cease, and the Surviving Company shall possess all rights, powers, privileges, immunities and franchises of MR Corp. and all property, real, personal and mixed, and all debts due MR Corp. on whatever account, and all debts, liabilities and duties of MR Corp.
2. Certificate of Organization and Limited Liability Company Agreement. The Certificate of Organization of MR LLC, substantially in the form attached hereto as Exhibit A (the "Certificate of Organization"), and the Limited Liability Company Agreement of MR LLC, substantially in the form attached hereto as Exhibit B (the "Limited Liability Company Agreement"), in effect immediately prior to the Effective Time shall be the Certificate of Organization and the Limited Liability Company Agreement of the Surviving Company.
3. Managers and Officers. The managers and officers of MR LLC in office immediately prior to the Effective Time shall remain in the same capacity as managers and officers of the Surviving Company, until their successors have been duly elected and qualified.
4. Cancellation of Shares and Continuance of Membership Interests.

MR Corp. At the Effective Time, each then issued and outstanding share, and each share then held in the treasury, of capital stock of MR Corp. shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and no securities, obligations or membership interests of the Surviving Company or other property shall be issued in exchange therefor.

MR LLC. At the Effective Time, no membership interests of MR LLC shall be issued or exchanged, and each then issued and outstanding membership interest of MR LLC shall, by virtue of the Merger and without any action on the part of the

holder thereof, continue as the same such membership interest of the Surviving Company having the same designations, preferences, limitations and rights as such membership interest of MR LLC immediately prior to the Merger.

5. **Approval.** The board of directors and sole stockholder of MR Corp. and the sole member of MR LLC shall each approve this Plan in the manner required by the BCL and the LLC Act, as applicable.
6. **Effective Time.** Upon approval of this Plan as provided in Paragraph 5 herein, the parties shall promptly prepare and present for filing a Certificate of Merger, substantially in the form attached hereto as **Exhibit C** (the "**Certificate of Merger**"), in accordance with Section 8958 of the LLC Act. The Articles of Merger and the Certificate of Merger, respectively, shall specify that the Merger shall become effective on December 3, 2012 (such time being referred to herein as the "**Effective Time**").
7. **Termination.** This Plan may be terminated and the Merger abandoned at any time prior to the date of filing of the Articles of Merger and the Certificate of Merger by mutual consent of the board of directors of MR Corp. and the sole member of MR LLC.
8. **Tax Treatment.** It is intended that the Merger be treated as a transaction governed by Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "**Code**") and the Treasury Regulations promulgated thereunder and that this Plan be treated as a plan of reorganization within the meaning of Section 368 of the Code and the Treasury Regulations promulgated thereunder. All tax reporting and compliance pertaining to the Merger shall reflect that the Merger qualifies as a transaction governed by Section 368(a)(1)(F) of the Code.
9. **Further Action.** MR Corp. and MR LLC each agree to take whatever corporate or limited liability company action, as applicable, that may be necessary or desirable to consummate the Merger.

[Signature Page Follows]

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed as of the date first above written.

MILTON ROY COMPANY

By: *Ann Suellen Torregrosa*
Name: Ann Suellen Torregrosa
Title: President

MILTON ROY, LLC

By: _____
Name: John J. Doucette
Title: Executive President


[Agreement and Plan of Merger – Milton Roy Company and Milton Roy, LLC]

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed as of the date first above written.

MILTON ROY COMPANY

By: _____
Name: Ann Suellen Torregrosa
Title: President

MILTON ROY, LLC

By:  _____
Name: John J. Doucette
Title: Executive President

[Agreement and Plan of Merger – Milton Roy Company and Milton Roy, LLC]

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

EXPEDITE

Certificate of Organization
Domestic Limited Liability Company
(15 Pa.C.S. § 8913)

Name: **CT - COUNTER**
Address: _____
City: **8585696** Code: **SOPA 1**

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania
CERTIFICATE OF ORGANIZATION 4 Page(s)



Fee: \$125

In compliance with the requirements of 15 Pa.C.S. § 8913 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company (designator is required, i.e., "company", "limited" or "limited liability company" or abbreviation):
Milton Roy, LLC

2. The (a) address of the limited liability company's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider c/o: C T Corporation System				County Dauphin

3. The name and address, including street and number, if any, of each organizer is (all organizers must sign on page 2):

Name	Address
Eleanor Romanelli	c/o Latham & Watkins, LLP
	555 Eleventh Street, NW, Suite 1000
	Washington, DC 20004

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4. *Strike out if inapplicable term*
A member's interest in the company is to be evidenced by a certificate of membership interest.

5. *Strike out if inapplicable:*
Management of the company is vested in a manager or managers.

6. The specified effective date, if any is: _____,
month date year hour, if any

7. *Strike out if inapplicable:* ~~The company is a restricted professional company organized to render the following ex-~~
~~cluded professional service(s):~~

8. For additional provisions of the certificate, if any, attach an 8 1/2 x 11 sheet.

IN TESTIMONY WHEREOF, the organizer(s) has (have)
signed this Certificate of Organization this
16th day of October, 2012.

Eleanora Romanelli

Signature

Signature

Signature

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Consent to Appropriation of Name
(19 Pa.Code § 17.2)

Pursuant to 19 Pa. Code § 17.2 (relating to appropriation of the name of a senior corporation) the undersigned association, desiring to consent to the appropriation of its name by another association, hereby certifies that:

1. The name of the association executing this Consent of Name is:
Milton Roy Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				
c/o CT Corporation System				Dauphin


3. The date of its incorporation or other organization is:
March 25, 1946

4. The statute under which it was incorporated or otherwise organized is:
Section 1306 of the Pennsylvania Business Corporation Law

5. The association(s) entitled to the benefit of this Consent of Name is(are):
Milton Roy, LLC

6. The consenting association is about to (check one):
 Change its name Cease to do business Withdraw from doing business in PA Is being wound up

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 16th day of October, 2012.



John J. Doucette Signature

Executive President Title