

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Paperchine, Inc.		12/22/2011	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Paperchine, Inc.
Street Address:	4399 Corporate Road
City:	Charleston
State/Country:	SOUTH CAROLINA
Postal Code:	29405
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3053429	MECHTRONIC
Registration Number:	4038483	PAPERCHINE

CORRESPONDENCE DATA

Fax Number: 2155686499
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 215-568-6400
 Email: trademarks@vklaw.com
 Correspondent Name: John J. O'Malley
 Address Line 1: 30 S 17TH ST
 Address Line 4: Philadelphia, PENNSYLVANIA 19103-4009

ATTORNEY DOCKET NUMBER:	AJE-5.207.0US
NAME OF SUBMITTER:	John J. O'Malley

OP \$65.00 3053429

Signature:	/John J. O'Malley/
Date:	12/13/2012
<p>Total Attachments: 14</p> <p>source=Paperchine Merger Docs#page1.tif source=Paperchine Merger Docs#page2.tif source=Paperchine Merger Docs#page3.tif source=Paperchine Merger Docs#page4.tif source=Paperchine Merger Docs#page5.tif source=Paperchine Merger Docs#page6.tif source=Paperchine Merger Docs#page7.tif source=Paperchine Merger Docs#page8.tif source=Paperchine Merger Docs#page9.tif source=Paperchine Merger Docs#page10.tif source=Paperchine Merger Docs#page11.tif source=Paperchine Merger Docs#page12.tif source=Paperchine Merger Docs#page13.tif source=Paperchine Merger Docs#page14.tif</p>	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PAPERCHINE, INC.", AN ILLINOIS CORPORATION,
WITH AND INTO "JOHNSONFOLLS, INC." UNDER THE NAME OF
"PAPERCHINE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2011, AT 11:43
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

3870028 8100M

11133781B

You may verify this certificate online
at corp.delaware.gov/authver.shtml




jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9255768

DATE: 12-27-11

TRADEMARK
REEL: 004919 FRAME: 0003

CERTIFICATE OF MERGER
of
PAPERCHINE, INC.
with and into
JOHNSONFOILS, INC.

Pursuant to Section 252 of the Delaware General Corporation Law, the undersigned corporation does hereby certify, on December 22, 2011, that:

1. The name and state of incorporation of each constituent entity which is a party to the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
PAPERCHINE, INC. ("Paperchine")	Illinois
JOHNSONFOILS, INC. ("JF")	Delaware

Paperchine shall merge with and into JF, and JF shall be the surviving corporation (the "Surviving Corporation").

2. The Surviving Corporation shall be "JOHNSONFOILS, INC."

3. The Certificate of Incorporation of JF shall be amended and restated in the merger effected hereby to read in its entirety as set forth in Annex A to this Certificate of Merger, and as so amended and restated, shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation. Pursuant to the Amended and Restated Certificate of Incorporation, the name of the Surviving Corporation upon the merger effected hereby shall be PAPERCHINE, INC.

4. The executed Agreement and Plan of Merger (the "Agreement"), by and among the constituent entities, is on file at the principal place of business of the Surviving Corporation, the address of which is 400 Progress Avenue, Springfield, Massachusetts 01104.

5. The Agreement and merger were duly approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of the Delaware General Corporation Law.

6. The authorized stock and par value of Paperchine (the non-Delaware corporation) is as follows: 20,000 shares of common stock having no par value.

7. The merger was approved by the unanimous consent of the Board of Directors and the sole stockholder of both Paperchine and JF.

8. A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent entity.

9. The merger shall become effective at 11:59 P.M. Eastern Standard Time on December 31, 2011.

[Signature page follows]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer on the date first above written.

JOHNSONFOILS, INC.

By: James M. Gibson

Name: James M. Gibson

Title: Secretary

LEGAL_NIS_E # 99334968.1

TRADEMARK
REEL: 004919 FRAME: 0005

ANNEX A

Amended and Restated Certificate of Incorporation

(see attached)

LEGAL_US_E#95934968.1

TRADEMARK
REEL: 004919 FRAME: 0006

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
Paperchine, Inc.

1. Name. The name of the Corporation is Paperchine, Inc.
2. Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, DE 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.
3. Purpose. The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and to possess and exercise all of the powers and privileges granted by such law and any other law of Delaware.
4. Authorized Capital. The aggregate number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares, all of which are of one class and are designated as Common Stock and each of which has a par value of One Cent (\$0.01).
5. Bylaws. The board of directors of the Corporation is authorized to adopt, amend or repeal the bylaws of the Corporation, except as otherwise specifically provided therein.
6. Elections of Directors. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.
7. Right to Amend. The Corporation reserves the right to amend any provision contained in this Certificate as the same may from time to time be in effect in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder are subject to such reservation.
8. Limitation on Liability. The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now

or hereafter become available under the General Corporation Law of Delaware. Without limiting the generality of the foregoing, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Section 8 shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

9. Miscellaneous. The Corporation elects not to be governed by Section 203 of the Delaware General Corporation Law.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 27, 2011

6104-315-2

CT CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD IL 62704

RE PAPERCHINE, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION.

THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

SINCERELY,

Jesse White

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM **BCA 11.25** (rev. Dec. 2009)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6951
www.cyberdrivellinois.com

Remit payment in the form of a
check or money order payable
to the Secretary of State.

FILED

DEC 27 2011

JESSE WHITE
SECRETARY OF STATE

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

File # 6104-3152 Filing Fee: \$ 100.00 Approved: Jt
-----Submit in duplicate-----Type or Print clearly in black ink-----Do not write above this line-----

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
Paperchine, Inc.	Illinois	6104-315-2
JohnsonFoils, Inc.	Delaware	<u>NR</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~XXXXXX~~ ^{surviving} corporation: JohnsonFoils, Inc.
~~XXXXXX~~ ^{Delaware}
(b) It shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~XXXXXX~~
See attached.

5. Plan of ~~consolidation~~^{merger} was approved, as to each corporation not organized in Illinois, in compliance with the laws of the ~~exchange~~ state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Paperchine, Inc.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 2011
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 22, 2011
 (Month & Day) (Year)

Paperchine, Inc.
 (Exact Name of Corporation)

James M. Gibson
 (Any authorized officer's signature)

James M. Gibson, Secretary
 (Type or Print Name and Title)

Dated December 22, 2011
 (Month & Day) (Year)

JahsonFoils, Inc.
 (Exact Name of Corporation)

James M. Gibson
 (Any authorized officer's signature)

James M. Gibson, Secretary
 (Type or Print Name and Title)

Dated _____, _____
 (Month & Day) (Year)

 (Exact Name of Corporation)

 (Any authorized officer's signature)

 (Type or Print Name and Title)

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of December 22, 2011, by and between JohnsonFoils, Inc., a Delaware corporation ("JF"), and Paperchine, Inc., an Illinois corporation ("Paperchine").

WITNESSETH:

WHEREAS, Section 252 of the Delaware General Corporation Law (the "DGCL") and Sections 11.05 and 11.35 of the Illinois Business Corporation Act (the "IBCA"), authorize the merger of an Illinois corporation with and into a Delaware corporation;

WHEREAS, Paperchine was formed in Illinois upon the filing of its Articles of Incorporation with the Secretary of the State of the State of Illinois on May 4, 2000, as amended;

WHEREAS, all of the issued and outstanding shares of stock of Paperchine are held by AstenJohnson Holdings Ltd., a Delaware corporation ("AJ");

WHEREAS, JF was formed in Delaware upon the filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware on October 20, 2004;

WHEREAS, all of the issued and outstanding shares of stock of JF are held by AJ;

WHEREAS, Paperchine and JF desire to merge (the "Merger"), following which JF shall be the surviving entity;

WHEREAS, the board of directors of each of JF and Paperchine has approved the consummation of the Merger; and

WHEREAS, AJ, as the sole stockholder of each of JF and Paperchine, has approved this Agreement and the consummation of the Merger.

NOW, THEREFORE, in consideration of the foregoing premises and the covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. The Merger

1.1 The Merger. Subject to the terms and conditions set forth herein and upon the filing of (A) the Certificate of Merger (the "Delaware Certificate") with the Secretary of State of the State of Delaware and (B) the Articles of Merger (the "Illinois Articles") with the Secretary of State of the State of Illinois, Paperchine shall be merged with and into JF, whereupon the separate existence of Paperchine shall cease, and JF shall be the surviving

entity of the Merger (the "Surviving Corporation") in accordance with the DGCL and the IBCA. The effective date of the Merger (the "Effective Date") shall be 11:59 P.M. Eastern Standard Time on December 31, 2011.

1.2 Cancellation of Interests. On the Effective Date, each share of stock of Paperchine outstanding on the Effective Date shall be cancelled.

1.3 Filing of Delaware Certificate and Illinois Articles. The Delaware Certificate, executed and certified in accordance with the laws of the State of Delaware, shall be filed with the Secretary of State of the State of Delaware, and the Illinois Articles, executed and certified in accordance with the laws of the State of Illinois, shall be filed with the Secretary of State of the State of Illinois.

2. The Surviving Corporation

2.1 Bylaws. As of the Effective Date, the Bylaws of JF shall be amended and restated, and as so amended and restated, shall be the Amended and Restated Bylaws of the Surviving Corporation.

2.2 Directors and Officers. The directors and officers of JF immediately prior to the Effective Date shall, from and after the Effective Date, be the directors and officers of the Surviving Corporation and shall hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Amended and Restated Bylaws of the Surviving Corporation, or as otherwise provided by applicable law.

3. Transfer and Conveyance of Assets and Assumption of Liabilities

3.1 Transfer, Conveyance and Assumption. On the Effective Date, JF shall continue in existence as the Surviving Corporation, and, without further transfer, shall succeed to and possess all of the rights, privileges and powers of Paperchine, and all of the assets and property of whatever kind and character of Paperchine shall vest in JF without further act or deed. Thereafter, JF, as the Surviving Corporation, shall be liable for all of the liabilities and obligations of Paperchine, and any claim or judgment against Paperchine may be enforced against JF, as the Surviving Corporation, in accordance with Section 259 of the DGCL and Section 11.50 of the IBCA.

3.2 Further Assurances. At any time, and from time to time, after the Effective Date, the officers of the Surviving Corporation, may, in the name of the Surviving Corporation, execute and deliver or cause to be executed and delivered all such deeds, bills of sale, assignments, assurances, certificates, agreements, instruments and other writings and take or cause to be taken such further actions as the Surviving Corporation may deem necessary or desirable in order to vest in the Surviving Corporation title to, and possession of, any property of Paperchine acquired or to be acquired by reason or as a result of the Merger and otherwise to carry out the intent and purposes hereof, and the proper officers and managers of the Surviving Corporation are fully authorized in the name of Paperchine or otherwise to take any and all such actions.

4. **Miscellaneous**

4.1 Headings. The headings used in this Agreement are for convenience of reference only and are not part of this Agreement and shall not be deemed in any manner to modify, explain, enlarge or restrict any of the provisions of this Agreement.

4.2 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

4.3 Counterparts. This Agreement may be executed in separate counterparts, each of which shall be deemed to be an original and all of which shall constitute one and the same instrument.

4.4 Complete Agreement. This Agreement, together with the Delaware Certificate and the Illinois Articles, contains the complete agreement among the parties hereto with respect to the Merger and supersedes all prior agreements and undertakings relating thereto.

[Signature Page Follows]

IN WITNESS WHEREOF, Paperchine and JF have each caused this Agreement to be duly executed as of the year and date first above written.

PAPERCHINE, INC., AN ILLINOIS CORPORATION

By: James M. Gibson
Name: James M. Gibson
Title: Secretary

JOHNSONFOILS, INC., A DELAWARE CORPORATION

By: James M. Gibson
Name: James M. Gibson
Title: Secretary

LEGAL_US_E#94866934.2