

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Articles of Conversion from Corp. to LLC

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CMW International, Inc.		12/31/2012	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	CMW International, LLC
Street Address:	70 S. Gray Street
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46201
Entity Type:	LIMITED LIABILITY COMPANY: INDIANA

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2629795	GCAP
Registration Number:	2277012	CMW
Registration Number:	1756458	ANVILOY
Registration Number:	1551644	ELKON
Registration Number:	1347200	ELKONIUM
Registration Number:	1354948	THERMKON
Registration Number:	1152128	NO-CHAT
Registration Number:	1227285	CMW
Registration Number:	0677587	ANVILOY
Registration Number:	0585730	"NU-TWIST"
Registration Number:	0426921	D-54
Registration Number:	0408003	ELKALOY
Registration Number:	0403371	ELKON
Registration Number:	0401580	ELKONIUM

CH \$440.00 2629795

Registration Number:	0399945	ELKONITE
Registration Number:	0281177	ELKALOY
Registration Number:	0234831	ELKONITE

CORRESPONDENCE DATA

Fax Number: 5133810205
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 513-381-2838
 Email: bayliss@taftlaw.com
 Correspondent Name: Linda D. Bayliss, paralegal
 Address Line 1: 425 Walnut Street
 Address Line 2: Suite 1800
 Address Line 4: Cincinnati, OHIO 45202

ATTORNEY DOCKET NUMBER:	S8768 02201
NAME OF SUBMITTER:	Linda D. Bayliss
Signature:	/Linda D. Bayliss, paralegal/
Date:	01/23/2013

Total Attachments: 7
 source=Approved Articles of Conversion - CMW International 12-31-2012#page1.tif
 source=Approved Articles of Conversion - CMW International 12-31-2012#page2.tif
 source=Approved Articles of Conversion - CMW International 12-31-2012#page3.tif
 source=Approved Articles of Conversion - CMW International 12-31-2012#page4.tif
 source=Approved Articles of Conversion - CMW International 12-31-2012#page5.tif
 source=Approved Articles of Conversion - CMW International 12-31-2012#page6.tif
 source=Approved Articles of Conversion - CMW International 12-31-2012#page7.tif

**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

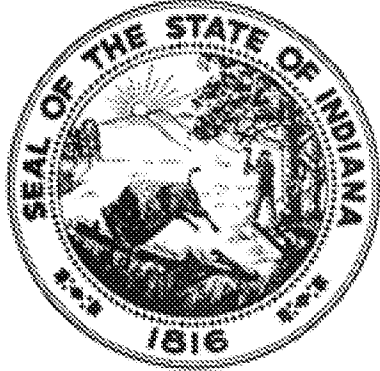
<http://www.sos.in.gov>

December 31, 2012

Company Requested: CMW INTERNATIONAL, LLC

Control Number: 197802-426

Date	Transaction	# Pages
12/31/2012	Articles of Conversion	6



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

**I hereby certify that this is a true and
complete copy of this 6 page
document filed in this office.**

**Dated: December 31, 2012
Certification Number: 2012123168669**

Connie Lawson

**Connie Lawson
Secretary of State**

Indiana Secretary of State
 Packet: 197802-426
 Filing Date: 12/31/2012
 Effective Date: 12/31/2012



ARTICLES OF ENTITY CONVERSION:
 Conversion of a Corporation into a Limited Liability Company
 State Form 51576 (R2 / 4-12)
 Approved by State Board of Accounts, 2004

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

2012 DEC 31 AM 10: 19

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

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

ARTICLES OF CONVERSION OF <u>CMW International, Inc.</u> (hereinafter "Non-surviving Corporation")	APPROVED AND FILED <i>Connie Lawson</i> IND. SECRETARY OF STATE
INTO <u>CMW International, LLC</u> (hereinafter "Surviving LLC")	

ARTICLE I: PLAN OF ENTITY CONVERSION

a. Please set forth the Plan of Conversion, containing such information as required by Indiana Code 23-1-38.5-11 and Indiana Code 23-1-38.5-12, attach herewith, and designate it as "Exhibit A."
 The following is basic information that must be included in the Plan of Entity Conversion: (please refer to Indiana Code 23-1-38.5-12 for a more complete listing of requirements before submitting the plan).

- A statement of the type of business entity that Surviving LLC will be and, if it will be a foreign non-corporation, its jurisdiction of organization;
- The terms and conditions of the conversion;
- The manner and basis of converting the shares of Non-surviving Corporation into the interests, securities, obligations, rights to acquire interests or other securities of Surviving LLC following its conversion; and
- The full text, as in effect immediately after the consummation of the conversion, of the organic document (if any) of Surviving LLC.
- If, as a result of the conversion, one or more shareholders of Non-surviving Corporation would be subject to owner liability for debts, obligations, or liabilities of any other person or entity, those shareholders must consent in writing to such liabilities in order for the Plan of Merger to be valid.

b. Please read and sign the following statement.
 I hereby affirm under penalty of perjury that the plan of conversion is in accordance with the Articles of Incorporation or bylaws of Non-surviving Corporation and is duly authorized by the shareholders of Non-surviving Corporation as required by the laws of the State of Indiana.

Signature *Mark B. Gramelspacher* Printed Name Mark B. Gramelspacher Title President

ARTICLE II: NAME AND DATE OF INCORPORATION OF NON-SURVIVING CORPORATION

a. The name of Non-surviving Corporation immediately before filing these Articles of Entity Conversion is the following:
CMW International, Inc.

b. The date on which Non-surviving Corporation was incorporated in the State of Indiana is the following (month, day, year): 2/17/1978

ARTICLE III: NAME AND PRINCIPAL OFFICE OF SURVIVING LLC

a. The name of Surviving LLC is the following:
CMW International, LLC

- (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) <u>70 S. Gray Street</u>	City <u>Indianapolis</u>	State <u>IN</u>	ZIP Code <u>46201</u>
--	-----------------------------	--------------------	--------------------------

Indiana Secretary of State
 Packet: 197802-426
 Filing Date: 12/31/2012
 Effective Date: 12/31/2012

ARTICLE IV: 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 <i>Mark B. Gramelspacher</i>			
Address of Registered Office (number and street or building)	City	State	ZIP Code
70 S. Gray Street	Indianapolis	Indiana	46201

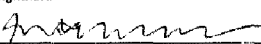
ARTICLE V - JURISDICTION OF SURVIVING LLC AND CHARTER SURRENDER OF NON-SURVIVING CORPORATION	
SECTION 1:	<u>JURISDICTION</u>
Please state the jurisdiction in which Surviving LLC will be organized and governed. <u>Indiana</u>	
SECTION 2:	<u>CHARTER SURRENDER</u> (Please complete this section only if Surviving LLC is organized outside of Indiana).
If the jurisdiction stated above is not Indiana, please set forth the Articles of Charter Surrender for the Non-surviving Corporation and attach herewith as "Exhibit B."	
Pursuant to <i>Indiana Code 23-1-38.5-14</i> , the Articles of Charter Surrender must include:	
<ol style="list-style-type: none"> 1. The name of Non-surviving Corporation; 2. A statement that the Articles of Charter Surrender are being filed in connection with the conversion of Non-surviving Corporation into an LLC that will be organized in a jurisdiction other than the State of Indiana; 3. A signed statement under penalty of perjury that the conversion was duly approved by the shareholders of Non-surviving Corporation in a manner required by Indiana Law and consistent with the Articles of Incorporation or the bylaws of Non-surviving Corporation; 4. The jurisdiction under which the Surviving LLC will be organized; and 5. The address of Surviving LLC's executive office. 	

ARTICLE VI: DISSOLUTION OF SURVIVING LLC
Please indicate when dissolution will take place in Surviving LLC:
<input type="checkbox"/> The latest date upon which Surviving LLC is to dissolve is _____ OR <input checked="" type="checkbox"/> Surviving LLC is perpetual until dissolution.

ARTICLE VII: MANAGEMENT OF SURVIVING LLC
Surviving LLC will be managed by:
<input type="checkbox"/> The members of Surviving LLC, OR <input checked="" type="checkbox"/> A manager or managers

In Witness Whereof, the undersigned being an officer or other duly authorized representative of Non-surviving Corporation executes these Articles of Entity Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true,

this 31st day of December, 20 12

Signature 	Printed Name Mark B. Gramelspacher
Title President	

Indiana Secretary of State
Packet: 197802-426
Filing Date: 12/31/2012
Effective Date: 12/31/2012

EXHIBIT A
PLAN OF ENTITY CONVERSION

THIS PLAN OF ENTITY CONVERSION is adopted by CMW International, Inc., an Indiana corporation (the "Company"), as of the 31st day of December 2012.

WITNESSETH THAT:

WHEREAS, the Company is incorporated under the Indiana Business Corporation Law, §§23-1-1-1 *et seq.* (the "IBCL"); and

WHEREAS, the Company desires to convert into an Indiana limited liability company (the "Conversion") governed by the Indiana Business Flexibility Act, Indiana Code §§23-18-1-1 *et seq.*; and

WHEREAS, Evergreen Holdings, Inc., an Indiana corporation ("Parent") is the sole shareholder of the Company and, together with the Board of Directors of the Company, have approved the Conversion.

NOW, THEREFORE, the Company shall be converted, effective as of the Effective Time, according to the following Plan of Entity Conversion:

ARTICLE I
Parties to the Conversion

Section 1.1. Surviving Entity. The name of the entity into which the Company is converting is "CMW International, LLC" (the "Surviving Entity") whose street address and principal place of business will be located at 70 S. Gray Street, Indianapolis, Indiana 46201.

Section 1.2. Converting Entity. The name of the converting entity is "CMW International, Inc." whose street address and principal place of business are the same as those of the Surviving Entity.

ARTICLE II
Manner and Basis for Converting Shares;
Terms and Conditions of the Conversion

Section 2.1. The Conversion.

(a) Effective Time of Conversion. On the terms and subject to the conditions set forth in this Plan of Entity Conversion and in accordance with Indiana Code §§23-1-38.5-1 *et seq.*, the Conversion shall be effective (the "Effective Time") on the later of (i) December 31, 2012 and (ii) the filing and approval of Articles of Conversion by the Indiana Secretary of State.

Indiana Secretary of State
Packet: 197802-426
Filing Date: 12/31/2012
Effective Date: 12/31/2012

(b) Actions to be Taken Upon Effective Time of Conversion. At the Effective Time, the Company shall be converted into the Surviving Entity.

Section 2.2 Conversion of Equity Securities. On the terms and subject to the conditions set forth in this Plan of Entity Conversion, at the Effective Time, by virtue of the Conversion and without any action on the part of the Surviving Entity or the Company, all of the 10,000 outstanding common shares of the Company, which are the only shares of the Company outstanding and all of which are owned by Parent, shall be converted into an aggregate 100% membership interest in the Surviving Entity.

Section 2.3. Further Assurances. If at any time the Surviving Entity shall consider or be advised that any further assignment, assurance or other action is necessary or desirable to vest in the Surviving Entity the title to any property or right of any of the Company or otherwise to carry out the purposes of this Plan of Entity Conversion, the proper officers, members, managers, or other agents of any of the Company shall execute and make all such proper assignments or assurances and take such other actions. The proper officers, members, managers or other agents of the Surviving Entity are hereby authorized in the name of the Company to take any and all such actions.

ARTICLE III
Articles of Organization, Operating Agreement,
and Officers of Surviving Entity

At the Effective Time, the Articles of Organization of the Surviving Entity shall be as set forth on Schedule A attached hereto. The officers of the Company at the Effective Time shall become the officers of the Surviving Entity and each such officer shall continue in office until such officer's successor shall have been elected and qualified or until such officer's earlier resignation or removal. At the Effective Time, all directors of the Company shall be deemed to be removed and the Company's Board of Managers shall be elected and appointed as provided in its Operating Agreement.

1760447

Indiana Secretary of State
Packet: 197802-426
Filing Date: 12/31/2012
Effective Date: 12/31/2012

SCHEDULE A

**ARTICLES OF ORGANIZATION
OF
CMW INTERNATIONAL, LLC**

1. **NAME.** The name of the Company formed pursuant to these Articles of Organization shall be CMW International, LLC.
2. **REGISTERED OFFICE.** The initial registered office of the Company shall be 70 S. Gray Street, Indianapolis, Indiana 46201. The registered agent for the Company at such office shall be Mark B. Gramelspacher.
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 Company shall be managed by its manager or managers in accordance with the provisions of the Operating Agreement of the Company.

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

Indiana Secretary of State
Packet: 197802-426
Filing Date: 12/31/2012
Effective Date: 12/31/2012

State of Indiana
Office of the Secretary of State

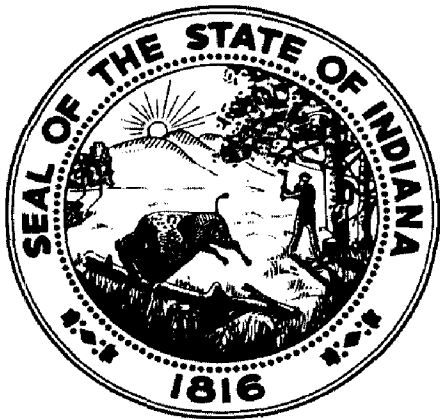
CERTIFICATE OF CONVERSION
of
CMW INTERNATIONAL, INC.

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Conversion 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 name following said transaction will be:

CMW INTERNATIONAL, LLC

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, December 31, 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, December 31, 2012.

Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

197802-426 / 2012123168654