

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Precision Gear Holdings, Inc.		12/08/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Precision Gear Holdings, LLC		
Street Address:	810 Hudson		
City:	Antigo		
State/Country:	WISCONSIN		
Postal Code:	54409		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3381836	PG	
CORRESPONDENCE DATA			
Fax Number:	7156232290		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	800-756-3748		
Email:	bob.qualls@meritgear.com		
Correspondent Name:	Robert M. Qualls		
Address Line 1:	810 Hudson		
Address Line 4:	Antigo, WISCONSIN 54409		
NAME OF SUBMITTER:	Robert M. Qualls		
Signature:	/robert m qualls/		
Date:	12/08/2013		
Total Attachments: 10			

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 REEL: 005169 FRAME: 0310

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PRECISION GEAR HOLDINGS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF JULY, A.D. 2004, AT 4:36 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "PRECISION GEAR HOLDINGS, INC." TO "PRECISION GEAR HOLDINGS, LLC", FILED THE THIRTIETH DAY OF MAY, A.D. 2008, AT 9:43 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE THIRTIETH DAY OF MAY, A.D. 2008, AT 9:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "PRECISION GEAR HOLDINGS, LLC".

3822013 8100H

100151115




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7815541

DATE: 02-16-10

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

TRADEMARK
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CERTIFICATE OF INCORPORATION
OF
PRECISION GEAR HOLDINGS, INC.

FIRST. The name of the corporation is Precision Gear Holdings, Inc. (the "Corporation").

SECOND. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware. The name of its registered agent at such address is The Corporation Trust Company in New Castle County.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware ("DGCL").

FOURTH. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,250,000 and the number of shares of each class and the par value of each share of each class are as follows:

<u>Name of Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>	
Class A Preferred Stock	250,000	\$.01	("Preferred Stock")
Common Stock	1,000,000	\$.01	("Common Stock")

The powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations and restrictions thereon, are as provided in this Certificate of Incorporation.

1. Rights and Privileges Generally.

Except as otherwise provided herein, all shares of Preferred Stock and Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.

2. Voting Rights.

Except as otherwise required by the DGCL or as otherwise provided herein, the holders of Preferred Stock and the holders of Common Stock shall be entitled to one vote per share on all matters submitted to the Corporation's stockholders. Except as otherwise required by the DGCL, the holders of the Preferred Stock and all the holders of the Common Stock shall vote together as one class on all matters.

3. Rights and Privileges of the Preferred Stock.

3.1 Dividend Rights. To the extent permitted under the DGCL, the Corporation shall pay preferential dividends to the holders of the Preferred Stock as provided in this Section 3.1. Cash dividends on each share of Preferred Stock shall accrue at a cumulative rate of 8% per annum (without compounding) on its original issue price of \$100.00 (as adjusted

appropriately in the event of any stock split or other transaction which the Board of Directors of the Corporation (the "Board") determines requires such an adjustment (the "Original Issue Price") from and including the date of issuance of such share of Preferred Stock to and including (i) the date on which the Preferred Stock Liquidation Value (as hereinafter defined) of such share of Preferred Stock is paid or (ii) the date on which such share of Preferred Stock is otherwise acquired by the Corporation. Such dividends shall accrue whether or not they have been declared and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends. If at any time the Corporation distributes less than the total amount of dividends then accrued with respect to the Preferred Stock, such payment shall be distributed ratably among the holders of Preferred Stock based upon the aggregate accrued but unpaid dividends on the shares of Preferred Stock held by each such holder. The date on which the Corporation initially issues a share of Preferred Stock shall be deemed to be its "date of issuance" regardless of the number of times transfer of such share is made on the stock records maintained by and for the Corporation and regardless of the number of certificates which may be issued to evidence such share. Dividends on the Preferred Stock shall be computed for the actual number of days elapsed on the basis of a hypothetical year of 365 days and shall be payable on the earlier of (a) a liquidation, dissolution or winding up of the Corporation, or (b) a redemption of the Preferred Stock as provided for in Section 3.3. The Corporation shall not declare or pay any dividend nor make any other distribution (other than a dividend or distribution payable solely in shares of Common Stock or other shares ranking junior to the Preferred Stock) on or with respect to the Common Stock or any other shares ranking junior to the Preferred Stock unless and until there shall have been paid or declared and set aside for payment with respect to the Preferred Stock dividends in an amount equal to all accrued and unpaid dividends thereon to the date of such declaration or payment.

3.2 Liquidation Rights.

(a) The amount payable in respect of the Preferred Stock in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation (a "Liquidation Event") shall be the Original Issue Price per share of such stock, plus all accrued and unpaid dividends thereon (the "Preferred Stock Liquidation Value"). The Preferred Stock Liquidation Value shall be paid to the holders of Preferred Stock before any of the Corporation's assets are distributed to holders of the Common Stock or any other capital stock ranking junior to the Preferred Stock. In the event the assets of the Corporation legally available for distribution upon a Liquidation Event are insufficient to permit payment in full to the holders of the Preferred Stock of the Preferred Stock Liquidation Value to which they are respectively entitled, then the entire assets of the Corporation so available shall be distributed on a pro rata basis to the holders of the Preferred Stock in proportion to the Preferred Stock Liquidation Value to which each share is entitled.

(b) Neither the consolidation nor the merger of the Corporation, nor the sale, lease or transfer by the Corporation of all or any part of its assets shall be deemed to be a liquidation, dissolution or winding up of the Corporation for the purposes of this Section 3.

(c) After payment of the Preferred Stock Liquidation Value shall have been made in full to the holders of the Preferred Stock, the holders of Preferred Stock shall have no right or claim to any of the remaining assets of the Corporation.

(d) The value of assets and property other than cash to be distributed to holders of the Corporation's capital stock shall be deemed to be the value as reasonably determined by the Board. The determination of the Board made in good faith shall be final and binding on all parties.

3.3 Redemption Rights.

(a) Optional Redemption. To the extent not prohibited by law or by the terms of any indenture, loan agreement or similar document to which the Corporation is a party, all or a portion of the Preferred Stock shall be redeemable at any time or from time to time at the option of the Corporation. The per share redemption price for the Preferred Stock shall be the Original Issue Price of the Preferred Stock plus an amount equal to all accrued and unpaid dividends (the "Redemption Price") through the date ("Optional Redemption Date") of redemption. In the event of an optional redemption in which less than all of the outstanding shares of Preferred Stock are to be redeemed, such redemption shall be on a pro rata basis among the holders of the Preferred Stock and a new certificate representing the number of unredeemed shares of Preferred Stock will be issued to each holder of Preferred Stock.

(b) Mandatory Redemption. To the extent not prohibited by law or by the terms of any indenture, loan agreement or similar document to which the Corporation is a party, all of the Preferred Stock shall be redeemed by the Corporation at the Redemption Price on the dates and upon the occurrence of any of the following events (each, a "Mandatory Redemption Date"):

(i) the sale or exchange by the stockholders of the Corporation of all or substantially all of the Common Stock of the Corporation or any class of securities ranking junior to the Preferred Stock;

(ii) the merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into the Corporation if thereafter Morgenthaler Partners VI, L.P. ("MP VI") and Morgenthaler Partners VII, L.P. ("MP VII," together with MP VI, "MP") or their affiliates are unable to elect, directly or indirectly, a majority of the members of the Board;

(iii) a capital reorganization, reclassification or change of outstanding capital stock (other than stock split, stock dividend, combination by reverse stock split or similar event applicable to the Common Stock or any class of securities junior to the Preferred Stock);

(iv) the sale, exchange or transfer of all or substantially all of the assets of the Corporation (other than a sale, exchange or transfer to one or more subsidiary corporations of the Corporation);

(v) any event that results in MP or their affiliates being unable to elect, directly, or indirectly, a majority of the members of the Board; or

(vi) the first underwritten public offering of the Corporation's securities pursuant to a registration statement under the Securities Act of 1933.

(c) Shares of Preferred Stock redeemed, purchased or otherwise acquired by the Corporation shall be canceled and shall revert to authorized but unissued Preferred Stock undesignated as to series and subject to reissuance by the Corporation as any one or more series; provided, however, that so long as any shares of Preferred Stock remain outstanding, no such shares of stock shall be reissued as Preferred Stock.

3.4 Procedures Applicable to Redemption.

(a) The Corporation shall mail notice of any redemption postage prepaid, to the holders of record of the Preferred Stock to be redeemed at their respective addresses then appearing on the books of the Corporation, not less than 15 days prior to the Optional Redemption Date or Mandatory Redemption Date. On or before the Optional Redemption Date or Mandatory Redemption Date, the Corporation shall either cause the aggregate Redemption of the Preferred Shares to be redeemed to be paid directly, or deposit the aggregate Redemption Price of the Preferred Stock to be redeemed with any bank or trust company in Cleveland, Ohio having capital and surplus in excess of \$100,000,000 named in such notice ("Bank") directed to be paid, to the respective holders of the Preferred Stock so to be redeemed, upon surrender of the stock certificate or certificate held by such holders duly endorsed in blank or accompanied by an appropriate form of assignment duly endorsed in blank. From and after the Optional Redemption Date or Mandatory Redemption Date, (i) the holders of shares of Preferred Stock to be redeemed shall cease to be stockholders with respect to such shares, and (ii) such holders shall have no interest or claim against the Corporation with respect to such shares, other than the right to receive such money directly from the Corporation or, in the event deposited with the Bank, from the Bank. The holders of Preferred Stock shall not be entitled to any interest on funds deposited by the Corporation, and any such interest shall be paid to the Corporation.

(b) If the holders of shares of Preferred Stock that have been called for redemption shall not claim the amount, if any, deposited for the redemption thereof within four (4) years after such deposit, the Bank shall, upon demand, pay over to the Corporation such unclaimed amount. Thereupon the Bank shall be relieved of all responsibility in respect thereof and to such holders and the holders shall look only to the Corporation for payment of the Redemption Price (but without any interest thereon).

(c) In the event the assets of the Corporation are insufficient to permit payment in full of the Redemption Price to the holders of Preferred Stock, then the entire assets of the Corporation so available shall be distributed on a pro rata basis to the holders of the Preferred Stock in proportion to the Preferred Stock Liquidation Value to which each share is entitled.

4. Rights and Privileges of the Common Stock.

4.1 Designation. The Common Stock shall be subject to the rights and privileges of the Preferred Stock and any series thereof.

4.2 Dividend Rights. Subject to Section 3.1, the holders of Common Stock shall be entitled to receive such dividends as from time to time may be declared by the Board. Dividends, whether in cash or property, shall be paid at the same rate and at the same time on all outstanding shares of Common Stock.

4.3 Liquidation Rights.

(a) Upon any distribution of the assets of the Corporation in liquidation or dissolution or upon the winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to share ratably according to the number of outstanding shares of Common Stock held by them in the remaining assets of the Corporation available for distribution to holders of Common Stock after all required distributions to holders of Preferred Stock.

(b) Neither the consolidation nor the merger of the Corporation, nor the sale, lease or transfer by the Corporation of all or any part of its assets, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 4.3.

FIFTH. In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the DGCL or other statutes or laws of the State of Delaware, the Board is expressly authorized to make, alter, amend or repeal the By-Laws of the Corporation, without any action on the part of the Corporation's stockholders, but the stockholders may make additional By-Laws and may alter, amend or repeal any By-Law whether adopted by them or otherwise. The Corporation may in its By-Laws confer powers upon its Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board by applicable law.

SIXTH. Meetings of stockholders shall be held at such place, within or without the State of Delaware, as may be designated by or in the manner provided in the By-Laws, or, if not so designated, at the registered office of the Corporation in the State of Delaware. Elections of directors need not be by written ballot unless and to the extent that the By-Laws so provide.

SEVENTH. The Corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

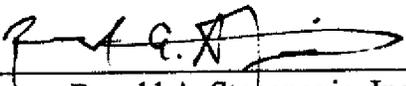
EIGHTH. To the fullest extent permitted by the DGCL or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article Eighth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

NINTH. Each person who is or was or had agreed to become a director or officer of the Corporation, and each person who is or was serving or who had agreed to serve at the request of the Board or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted by the DGCL or any other applicable laws as presently or hereafter in effect. Without limiting the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article Ninth. Any repeal or

modifications of this Article Ninth shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

TENTH. No stockholder of the Corporation will have a right to purchase shares of capital stock of the Corporation sold or issued by the Corporation except to the extent that such right may from time to time be set forth in a written agreement between the Corporation and a stockholder.

IN WITNESS WHEREOF, undersigned has caused this certificate to be signed by Ronald A. Stepanovic, who hereby acknowledges under penalties of perjury that the facts herein stated are true and that this certificate is his free act and deed, this 20th day of July, 2004.

By: 

Ronald A. Stepanovic, Incorporator
1900 E. 9th St., Suite 3200
Cleveland, Ohio 44114

SOLICITORS, 38729, 00016, 100577559.5, Precision Gear Holdings, Inc. Certificate of Incorporation

BAKER
&
HOSTETLER LLP
COUNSELLORS AT LAW

3200 NATIONAL CITY CENTER • 1900 EAST 9TH STREET • CLEVELAND, OHIO 44114-3485 • (216) 821-0200 • FAX (216) 696-0740

JENNIFER HARDY
WRITER'S DIRECT DIAL NUMBER (216) 861-6088
E-MAIL: JHARDY@BAKERLAW.CO

July 20, 2004

VIA E-MAIL

Delaware Secretary of State
Corporations Division

Re: Name Reservation Releases

Dear Sir/Madam:

This letter is authorization to release the following name reservations reserved under the name Jennifer Hardy at Baker & Hostetler to The Corporation Trust Company for filing of the Articles of Incorporation and Articles of Organization:

Precision Gear Holdings Inc.; Reservation # 3822013
Precision Parts International Inc. Reservation # 3821611

Please contact me at 216/861-6088 with any questions or concerns regarding the above.

Sincerely,


Jennifer Hardy
Paralegal

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY**

*In accordance with the provisions of Section 18-214 of the
Delaware Limited Liability Act*

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a domestic corporation to a domestic limited liability company for the purposes of converting Precision Gear Holdings, Inc., a Delaware corporation (the "Company"), into a domestic limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Act, does hereby certify as follows:

FIRST: The name of the Company immediately prior to filing this Certificate is Precision Gear Holdings, Inc.

SECOND: The date the Certificate of Incorporation was first filed is July 20, 2004 in the State of Delaware.

THIRD: The original name of the Company as set forth in the Certificate of Incorporation is Precision Gear Holdings, Inc.

FOURTH: The conversion has been approved in accordance with the provisions of Section 18-214 of the Delaware Limited Liability Act.

FIFTH: The name of the limited liability company as set forth in its Certificate of Formation is Precision Gear Holdings, LLC.

The undersigned, being the duly authorized person of the Company, for the purposes of converting the Company into a domestic limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Act, does make this Certificate of Conversion, hereby declare and certify that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 30th day of May, 2008.

By: /s/ Michael E. Niemiec
Michael E. Niemiec, Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:43 PM 05/30/2008
FILED 09:43 PM 05/30/2008
SRV 080650278 - 3822013 FILE

**CERTIFICATE OF FORMATION
OF
PRECISION GEAR HOLDINGS, LLC**

This Certificate of Formation of Precision Gear Holdings, LLC (the "LLC") has been duly executed and is being filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Act (6 Del. C. § 18-101, et. seq.).

FIRST. The name of the limited liability company formed hereby is: Precision Gear Holdings, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, in the City of Wilmington, County of New Castle.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is: Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, in the City of Wilmington, County of New Castle.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of this 30th day of May, 2008.

By: /s/ Stephanie Levy
Stephanie Levy, Authorized Person

*State of Delaware
Secretary of State
Division of Corporations
Delivered 09:43 PM 05/30/2008
FILED 09:43 PM 05/30/2008
SRV 080650278 - 3822013 FILE*