

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/06/2013		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Bedford Industries, Inc.		12/06/2013
			Entity Type
			CORPORATION: SOUTH DAKOTA
RECEIVING PARTY DATA			
Name:	Bedford Industries, Inc.		
Street Address:	1659 Rowe Avenue		
City:	Worthington		
State/Country:	MINNESOTA		
Postal Code:	56187		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Serial Number:	85085742	POLYWIRE
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	6123300495		
Email:	arhea@wck.com		
Correspondent Name:	James L. Young		
Address Line 1:	900 Second Ave S.		
Address Line 2:	Suite 1400		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	B372.22-0075		
NAME OF SUBMITTER:	James L. Young		

OP \$40.00 85085742

Signature:	/James L. Young/
Date:	12/16/2013
<b>Total Attachments: 15</b> source=Certificate of Merger Docs#page1.tif source=Certificate of Merger Docs#page2.tif source=Certificate of Merger Docs#page3.tif source=Certificate of Merger Docs#page4.tif source=Certificate of Merger Docs#page5.tif source=Certificate of Merger Docs#page6.tif source=Certificate of Merger Docs#page7.tif source=Certificate of Merger Docs#page8.tif source=Certificate of Merger Docs#page9.tif source=Certificate of Merger Docs#page10.tif source=Certificate of Merger Docs#page11.tif source=Certificate of Merger Docs#page12.tif source=Certificate of Merger Docs#page13.tif source=Certificate of Merger Docs#page14.tif source=Certificate of Merger Docs#page15.tif	

**Office of the Minnesota Secretary of State  
Certificate of Merger**

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Names of Merging Entities:

SOUTH DAKOTA: BEDFORD INDUSTRIES, INC.

MINNESOTA: BEDFORD INDUSTRIES, INC.

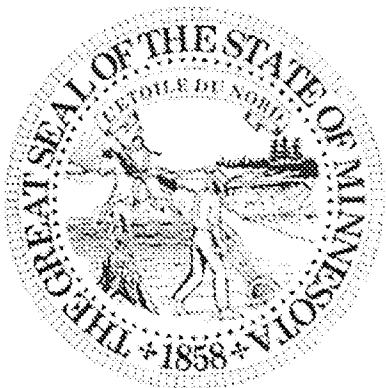
Home Jurisdiction and Name of Surviving Entity:

MINNESOTA: BEDFORD INDUSTRIES, INC.

Name of Surviving Entity after Effective Date of Merger:

BEDFORD INDUSTRIES, INC.

This certificate has been issued on: 08/20/2013



*Mark Ritchie*

Mark Ritchie  
Secretary of State  
State of Minnesota

TRADEMARK

REEL: 005174 FRAME: 0842

671906900035

DC

Articles of Merger  
Of Foreign Corporation  
Into  
Bedford Industries, Inc.

Pursuant to the provisions of Section 302A.615 of the Minnesota compiled laws and Section 47-1A-1106 of the South Dakota compiled laws, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

Name of Corporation	State
Bedford Industries, Inc.	South Dakota (Foreign) ✓
Bedford Industries, Inc.	Minnesota (Domestic) ✓

SECOND: The laws of the State under which each corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Bedford Industries, Inc., and it is to be governed by the laws of the State of Minnesota. ✓

FOURTH: The Plan of Merger attached hereto as Exhibit A was approved by the shareholders of the undersigned corporations in the manner prescribed by the laws of the State under which each is organized. ✓

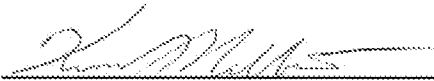
FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan of Merger are as follows:

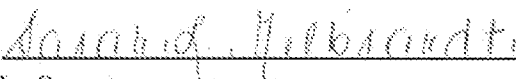
Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Bedford Industries, Inc. (South Dakota)	130,000	Not Applicable	
Bedford Industries, Inc. (Minnesota)	130,000	Not Applicable ✓	

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan of Merger, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan of Merger, respectively, are as follows:

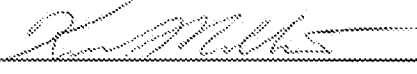
Name of Corporation	Number of Shares				
	Total Voted for	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Bedford Industries, Inc. (South Dakota)	130,000	0	Not Applicable		
Bedford Industries, Inc. (Minnesota)	130,000	0	Not Applicable		

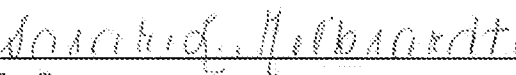
Bedford Industries, Inc., a South Dakota corporation

By:   
Its President

By:   
Its Secretary

Bedford Industries, Inc., a Minnesota corporation

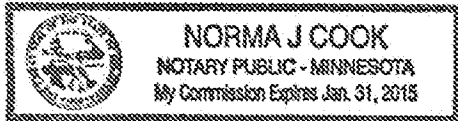
By:   
Its President

By:   
Its Secretary

State of MINNESOTA

County of NOBLES

I, NORMA J COOK, a notary public, do hereby certify that on this 12th day of JULY the year of 2013, personally appeared before me KIM A. MURBRANTZ and SARAH L. MURBRANTZ who, being by me first duly sworn, declared that they are respectively the President and the Secretary of Bedford Industries, Inc., a South Dakota corporation, that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.



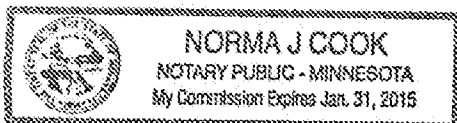
(Notarial Seal)

Norma J Cook  
Notary Public

State of MINNESOTA

County of NOBLES


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(Notarial Seal)

Norma J Cook  
Notary Public

NORMAN J. COOK  
NOTARY PUBLIC - MINNESOTA  
My Commission Expires Jan. 31, 2012



NORMAN J. COOK  
NOTARY PUBLIC - MINNESOTA  
My Commission Expires Jan. 31, 2012




EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER, between Bedford Industries, Inc. of South Dakota, and Bedford Industries, Inc. of Minnesota, with Bedford Industries, Inc. of Minnesota as the surviving corporation.

WHEREAS, Bedford Industries, Inc. (Minnesota), hereinafter referred to as "Bedford of MN" or "the surviving corporation," is a Minnesota corporation with its principal place of business as Worthington, MN; and

WHEREAS, Bedford Industries, Inc. (South Dakota), hereinafter referred to as "Bedford of SD" is a South Dakota corporation with its principal place of business at Worthington, MN; and

WHEREAS, Bedford of MN and Bedford of SD are each herein referred to as a "constituent corporation"; and

WHEREAS, Bedford of SD has 150,000 authorized and 130,000 issued and outstanding shares of common stock, with a par value of \$1.00 per share; and

WHEREAS, Bedford of MN has 150,000 authorized and 130,000 issued and outstanding shares of common stock, with a par value of \$1.00 per share; and

WHEREAS, for business purposes, including savings on administrative expenses, facilitation of future growth of the business and facilitation of financing for future capital needs, it is desirable for both corporations and their shareholder that the properties, businesses, assets and liabilities of all parties be combined into one surviving corporation which shall be Bedford of MN.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the parties hereto, in accordance with the applicable provisions of the law of the State of South Dakota and the State of Minnesota do hereby agree as follows:

1. MERGER. Bedford of SD and Bedford of MN shall be merged with and into Bedford of MN, with Bedford of MN being the surviving corporation. On the Effective date (as hereinafter defined):
  - a. Bedford of MN shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of Minnesota with all rights and obligations of such surviving domestic corporation as provided by the Minnesota Business Corporation Act.
  - b. Bedford of SD shall cease to exist and its property shall become the property of Bedford of MN as the surviving corporation as provided by the South Dakota Business Corporation Act and Minnesota Business Corporation Act.



- c. Bedford of MN shall thereupon and thereafter possess all the rights, privileges, powers, immunities and franchises of a public as well as of a private nature of each of the constituent corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses 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 Bedford of MN without further act or deed; and the title to any real estate, or any interest therein, vested in either constituent corporation shall not revert nor be in any way impaired by reason of the merger; Bedford of MN shall therefore, 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 such constituent corporations may be prosecuted to judgment as if the merger had not taken place. Neither the rights of creditors nor any liens upon the property of either of the constituent corporations shall be impaired by the merger. ✓
2. Articles of Incorporation; By-Laws. The Articles of Incorporation and the By-Laws of Bedford of SD shall continue as the Articles of Incorporation and the By-Laws of the surviving corporation.
3. Directors. The directors of Bedford of MN shall be the directors of the surviving corporation until their successors are duly elected and qualified under the By-Laws of the surviving corporation.
4. Manner and Basis of Converting Shares. At the Effective Date, each share of Bedford of SD common stock issued and outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into and become one share of Bedford of MN common stock, which shall upon such conversion be validly issued and outstanding, fully paid and non-assessable. ✓
5. Tax Treatment. It is contemplated that this Plan of Merger shall be treated as a statutory merger of Bedford of SD with and into Bedford of MN under IRC Section 368 (a) (1) (A) and shall entitle the surviving corporation to use the adjusted basis of the assets of Bedford of SD as its adjusted basis in the assets of the surviving corporation acquired pursuant to this Plan of Merger.
6. Approval. This Plan of Merger shall be submitted to the board of directors and shareholders of each constituent corporation. Upon approval of this Plan of Merger by the board of directors and shareholders of each constituent corporation, the proper officers of each constituent corporation shall, and are hereby authorized and directed to perform all such further acts and execute and deliver to the proper authority for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan of Merger.

7. Effective Date. This merger shall be effective upon filing of the Articles of Merger with the Secretary of State of South Dakota and the Secretary of State of Minnesota (the "Effective Date"). However, for financial and accounting purposes the merger shall be deemed effective as of July 1, 2013.

IN WITNESS WHEREOF, the constituent corporations have caused this agreement to be executed in their corporate names by their respective officers on this 12th Day of July, 2013.

BEDFORD INDUSTRIES, INC., a Minnesota corporation

By: [Signature]  
Its President

By: [Signature]  
Its Secretary

BEDFORD INDUSTRIES, INC., a South Dakota corporation

By: [Signature]  
Its President

By: [Signature]  
Its Secretary

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

AUG 20 2013

[Signature]  
Secretary of State

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Merger Domestic Business

ORGANIZATIONAL ID# DB023447

I, **Jason Gant**, Secretary of State of the State of South Dakota, hereby certify that the Merger of

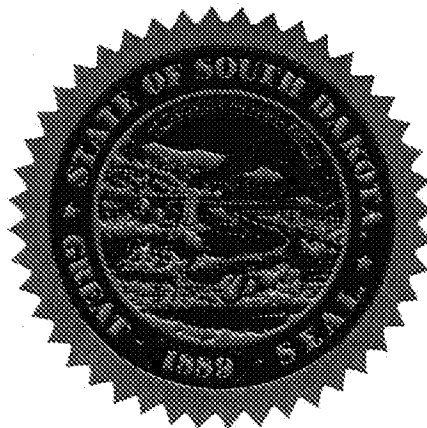
BEDFORD INDUSTRIES, INC.

duly signed and verified, have been received in this office and are found to conform to law.

**ACCORDINGLY**, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger and attach hereto a duplicate of the Merger.

#### IN TESTIMONY

WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this 12/06/2013.



Jason M. Gant  
Secretary of State

12/6/2013 1:17:02 PM

Change ID: 3381

TRADEMARK

REEL: 005174 FRAME: 0850

RECEIVED

DEC 06 2013

S.D. SEC. OF STATE

Filed this 6<sup>th</sup> day of Dec 2013  
*John S. [Signature]*  
SECRETARY OF STATE

Articles of Merger  
Of Domestic Corporation  
Into  
Bedford Industries, Inc.

Pursuant to the provisions of Section 302A.615 of the Minnesota compiled laws and Section 47-1A-1106 of the South Dakota compiled laws, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

Name of Corporation	State
Bedford Industries, Inc.	South Dakota (Domestic)
Bedford Industries, Inc.	Minnesota (Foreign)

SECOND: The laws of the State under which each corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Bedford Industries, Inc., and it is to be governed by the laws of the State of Minnesota.

FOURTH: The Plan of Merger attached hereto as Exhibit A was approved by the shareholders of the undersigned corporations in the manner prescribed by the State under which each is organized.

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan of Merger are as follows:

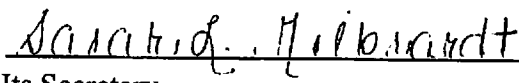
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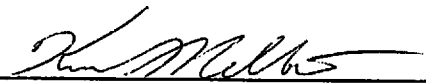
<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total Voted for</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
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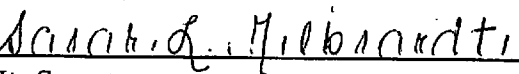
Bedford Industries, Inc. a South Dakota corporation

By:   
Its President

By:   
Its Secretary

Bedford Industries, Inc., a Minnesota corporation

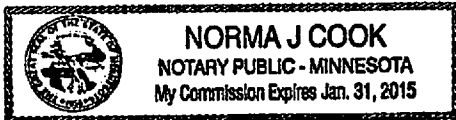
By:   
Its President

By:   
Its Secretary

State of MINNESOTA

County of NOBLES

I, NORMA J. COOK, a notary public, do hereby certify that on this 12th day of JULY the year of 2013, personally appeared before me KIM A. MILBRANDT and SARAH L. MILBRANDT who, being by me first duly sworn, declared that they are respectively the President and the Secretary of Bedford Industries, Inc., a South Dakota corporation, that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.



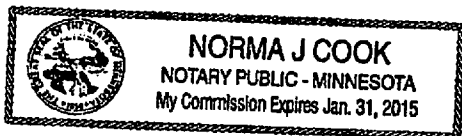
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Norma J Cook  
Notary Public

State of MINNESOTA

County of NOBLES

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Norma J Cook  
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WHEREAS, Bedford of SD has 150,000 authorized and 130,000 issued and outstanding shares of common stock, with a par value of \$1.00 per share; and

WHEREAS, Bedford of MN has 150,000 authorized and 130,000 issued and outstanding shares of common stock, with a par value of \$1.00 per share; and

WHEREAS, for business purposes, including savings on administrative expenses, facilitation of future growth of the business and facilitation of financing for future capital needs, it is desirable for both corporations and their shareholder that the properties, businesses, assets and liabilities of all parties be combined into one surviving corporation which shall be Bedford of MN.

NOW, THEREFORE, in consideration of the premises and the mutual agreements contained herein, the parties hereto, in accordance with the applicable provisions of the law of the State of South Dakota and the State of Minnesota do hereby agree as follows:

1. MERGER. Bedford of SD and Bedford of MN shall be merged with and into Bedford of MN, with Bedford of MN being the surviving corporation. On the Effective date (as hereinafter defined):
  - a. Bedford of MN shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of Minnesota with all rights and obligations of such surviving domestic corporation as provided by the Minnesota Business Corporation Act.
  - b. Bedford of SD shall cease to exist and its property shall become the property of Bedford of MN as the surviving corporation as provided by the South Dakota Business Corporation Act and Minnesota Business Corporation Act.

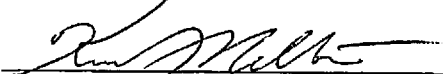
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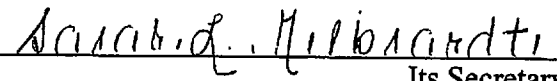


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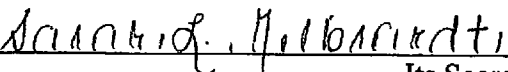
BEDFORD INDUSTRIES, INC., a Minnesota corporation

By:   
Its President

By:   
Its Secretary

BEDFORD INDUSTRIES, INC., a South Dakota corporation

By:   
Its President

By:   
Its Secretary