

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM332289

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	09/08/2014

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cole-Parmer Instrument Company		09/08/2014	CORPORATION: ILLINOIS

**NEWLY MERGED ENTITY DATA**

Name	Execution Date	Entity Type
Cole-Parmer Instrument Company Merger Sub LLC	09/08/2014	LIMITED LIABILITY COMPANY: ILLINOIS

**MERGED ENTITY'S NEW NAME (RECEIVING PARTY)**

<b>Name:</b>	Cole-Parmer Instrument Company LLC
<b>Street Address:</b>	625 E. Bunker Court
<b>City:</b>	Vernon Hills
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60061
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: ILLINOIS

**PROPERTY NUMBERS Total: 71**

Property Type	Number	Word Mark
Registration Number:	1882815	ACCUCAL
Registration Number:	2307462	ACORN
Registration Number:	2216603	AIR ADMIRAL
Registration Number:	1065186	AIR CADET
Registration Number:	3121594	AIR CADET PRO
Registration Number:	2148067	B/T
Registration Number:	3336800	BIOCONNECT
Registration Number:	2023981	C/L
Registration Number:	2815448	CALIMAT
Registration Number:	3224646	CHEM-DURANCE
Registration Number:	1158965	CHEMPETTE
Registration Number:	1344114	COLE-PARMER
Registration Number:	1400994	COLE-PARMER

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3023111	COLE-PARMER
Registration Number:	2222515	COMPULAB
Registration Number:	2994653	CP
Registration Number:	3010846	CP
Registration Number:	1401944	CP
Registration Number:	4420460	DAVIS INSTRUMENTS
Registration Number:	3034438	DELIVERING SOLUTIONS YOU TRUST
Registration Number:	1053576	DIGI-SENSE
Registration Number:	4608151	DIGI-SENSE
Registration Number:	2109706	DUAL J-T-E-K
Registration Number:	2105849	DUALOGR
Registration Number:	3329413	E/S
Registration Number:	1648479	EASY-LOAD
Registration Number:	3352279	ECTESTR
Registration Number:	2290483	FOODTECH SOURCE
Registration Number:	1173981	GILMONT
Registration Number:	2084577	I/P
Registration Number:	1925245	INFRAPRO
Registration Number:	2825951	INNOCAL
Registration Number:	2879337	INNOCAL
Registration Number:	4517096	INNOTRAK
Registration Number:	0923201	JIFFY-JACK
Registration Number:	2115004	L/S
Registration Number:	3311916	LABGEN
Registration Number:	1923485	LIQUI-SENSE
Registration Number:	1052318	MANOSTAT
Registration Number:	0828794	MASTERFLEX
Registration Number:	1398521	MASTERFLEX
Registration Number:	3586480	MASTERFLEX
Registration Number:	3390129	MICROFLEX
Registration Number:	4577562	MINIFLEX
Registration Number:	1692543	OAKTON
Registration Number:	2195176	ORPTESTR
Registration Number:	3486377	PERFECTPOSITION
Registration Number:	2422829	PHTESTR
Registration Number:	1440496	POLYSTAT
Registration Number:	3195835	PREFERRED SOLUTIONS
Registration Number:	1942787	PRESTON

Property Type	Number	Word Mark
Registration Number:	1836653	PRO-SPENSE
Registration Number:	4185079	PROVEN. PRECISE. PERSONAL.
Registration Number:	1735566	RAPID-LOAD
Registration Number:	3433973	SALTTESTR
Registration Number:	2530847	SETTING THE STANDARD, AGAIN AND AGAIN
Registration Number:	1944113	SIMON
Registration Number:	2426184	SINGLES
Registration Number:	3607338	SOLVE-FLEX
Registration Number:	2296874	STABLETEMP
Registration Number:	1019887	STIR-PAK
Registration Number:	3332047	SYMMETRY
Registration Number:	2434682	TDSTESTR
Registration Number:	2970178	TEMPTESTR
Registration Number:	1757576	TEMPTESTR
Registration Number:	0785561	VARISTALTIC
Registration Number:	1944118	VERA
Serial Number:	86163371	D
Serial Number:	86163369	D DIGI-SENSE
Serial Number:	86048309	DIGI-SENSE
Serial Number:	86301634	STABLETEMP

**CORRESPONDENCE DATA**

**Fax Number:** 2485940610

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 2485940630

**Email:** tmdocketing@raderfishman.com

**Correspondent Name:** Michael D. Fishman

**Address Line 1:** 39533 Woodward Avenue, Suite 140

**Address Line 4:** Bloomfield Hills, MICHIGAN 48304

<b>ATTORNEY DOCKET NUMBER:</b>	66006-999
<b>NAME OF SUBMITTER:</b>	Michael D. Fishman
<b>SIGNATURE:</b>	/mdf/
<b>DATE SIGNED:</b>	02/16/2015

**Total Attachments: 5**

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Form **LLC-37.25**  
May 2012

Secretary of State  
Department of Business Services  
Limited Liability Division  
501 S. Second St., Rm. 351  
Springfield, IL 62756  
217-524-8008  
www.cyberdriveillinois.com


Payment may be made by check payable to Secretary of State. If check is returned for any reason this filing will be void.

Illinois  
Limited Liability Company Act  
**Articles of Merger**

**SUBMIT IN DUPLICATE**

Type or print clearly.

Filing Fee: \$100  
(Filing fee \$100 plus \$50 each entity more than two)

Approved: 

FILE # 04824857

This space for use by Secretary of State.

**FILED**

**SEP 08 2014**

**JESSE WHITE  
SECRETARY OF STATE**

1. Names of Entities proposing to merge:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Jurisdiction	Date of Organization or Admission to Illinois	Illinois Secretary of State File Number (if any)
Cole-Parmer Instrument Company Merger Sub LLC	LLC	IL	09/03/2014	04824857
Cole-Parmer Instrument Company	Corporation	IL	06/29/1957	37071277

2. A copy of the plan as approved must be attached to these Articles of Merger.

3. a. Name of Surviving Entity: Cole-Parmer Instrument Company Merger Sub LLC
- b. Address of Surviving Entity: 625 E. Bunker Court, Vernon Hills, IL 60061
- c. File Number (if any): 04824857
- d. Jurisdiction: Illinois

4. Effective date of merger: (check one)
- a.  the filing date, or
- b.  a later date, but not more than 30 days subsequent to the filing date: \_\_\_\_\_  
Month, Day, Year


5. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization as stated in the plan of merger:
- Article First: The name of the company is Cole-Parmer Instrument Company LLC.


LLC-37.25

If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

6. The plan of merger has been approved and each LLC or other entity that is party to this Merger has signed below and affirms, under penalty of perjury, that the facts stated herein are true, correct and complete.

Dated September 8 2014  
Month & Day Year

1.   
Signature  
Monica Manotas, Vice President of CPI Buyer, LLC, the Member  
Name and Title (type or print)  
Cole-Parmer Instrument Company Merger Sub LLC  
Name if a Corporation or other Entity

2.   
Signature  
Monica Manotas, Vice President  
Name and Title (type or print)  
Cole-Parmer Instrument Company  
Name if a Corporation or other Entity

3. \_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name and Title (type or print)  
\_\_\_\_\_  
Name if a Corporation or other Entity

4. \_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name and Title (type or print)  
\_\_\_\_\_  
Name if a Corporation or other Entity

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.  
Carbon copy, photocopy or rubber stamp signatures  
may only be used on conformed copies.**

**AGREEMENT AND PLAN OF MERGER**

**OF**

**COLE-PARMER INSTRUMENT COMPANY**  
**(an Illinois corporation)**

**WITH AND INTO**

**COLE-PARMER INSTRUMENT COMPANY MERGER SUB LLC**  
**(an Illinois limited liability company)**

September 8, 2014

This Agreement and Plan of Merger (the "Plan") is entered into by and between Cole-Parmer Instrument Company, an Illinois corporation (the "Corporation") and Cole-Parmer Instrument Company Merger Sub LLC, an Illinois limited liability company (the "Surviving Entity").

**FIRST:** The Corporation shall be merged with and into the Surviving Entity, and the Surviving Entity shall be the surviving entity and the name of the Surviving Entity shall be "Cole-Parmer Instrument Company LLC" (the "Merger").

**SECOND:** The Corporation is a corporation formed under the laws of the state of Illinois on June 29, 1957.

**THIRD:** The Surviving Entity is a limited liability company formed under the laws of the State of Illinois on September 3, 2014.

**FOURTH:** The Merger shall become effective immediately upon filing of the Articles of Merger with the Secretary of State of Illinois (the "Effective Time")

**FIFTH:** At the Effective Time:

(a) The Corporation shall be merged with and into the Surviving Entity, the separate existence of the Corporation will cease and the Merger will have the effects set forth in the Illinois Business Corporation Act;

(b) Each issued and outstanding unit of membership interest, of the Surviving Entity, shall remain unaffected by the merger. Immediately following the Effective Time, all of the membership interests of the Surviving Entity will be owned by CPI Buyer, LLC, a Delaware limited liability company.

(c) All shares of the Corporation's capital stock prior to the Merger shall be canceled and shall cease to exist, and no consideration shall be delivered in exchange therefor.

**SIXTH:** The terms and conditions of the Merger were advised, authorized and approved by the Corporation in the manner and by the vote required by the laws of the state of Illinois and the Articles of Incorporation of the Corporation, as follows:

(a) The board of the directors of the Corporation adopted resolutions declaring that the terms and conditions of the Merger were advisable and directing that the Merger be submitted for consideration by the sole stockholder of the Corporation; and

(b) The terms and conditions of the Merger were approved by the sole stockholder of the Corporation.

**SEVENTH:** The terms and conditions of the Merger were advised, authorized and approved by the Surviving Entity in the manner and by the vote required by the laws of the State of Illinois and the Articles of Organization of the Surviving Entity, as follows:

(a) The Managing Member of the Surviving Entity adopted resolutions approving and adopting the terms and conditions of the Merger.

**EIGHTH:** Upon the Merger, the Article First of the Articles of Organization of the Surviving Entity as in effect immediately prior to the effective time of the Merger shall be amended to read "The Name of the Company is Cole-Parmer Instrument Company LLC."

**NINTH:** Upon the Merger, the Limited Liability Company Operating Agreement of the Surviving Entity in effect immediately prior to the effective time of the Merger shall govern the Surviving Entity.

**TENTH:** Upon the Merger, the officers of the Surviving Entity as of immediately prior to the effective time of the Merger shall continue to serve as the officers of the Surviving Entity, until the earlier of their resignation, removal or death or until their respective successors are duly elected and qualified, as the case may be.

**ELEVENTH:** Each of the undersigned individuals acknowledges this Plan to be the act and deed of the respective entity on whose behalf the undersigned has signed, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that, to the best of his or her knowledge, information and belief, these matters and facts relating to the entity on whose behalf the undersigned has signed are true in all material respects and that this statement is made under the penalties of perjury.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first written above.

**COLE-PARMER INSTRUMENT COMPANY**

By: 

Name: Monica Manotas

Title: Vice President

**COLE-PARMER INSTRUMENT COMPANY  
MERGER SUB LLC**

By: 

Name: Monica Manotas

Title: Vice President of CPI Buyer, LLC, the Member

*Signature Page to Agreement and Plan of Merger*