

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM341015

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hamworthy Peabody Combustion, LLC		12/31/2014	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	John Zink Company, LLC
Street Address:	11920 East Apache Street
City:	Tulsa
State/Country:	OKLAHOMA
Postal Code:	74116
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1231782	APR
Registration Number:	1895024	DFL
Registration Number:	2579658	ENVIROJET
Registration Number:	0724823	PEABODY
Registration Number:	1360386	PEABODY
Registration Number:	1169932	PEABODY
Registration Number:	2407772	SMARTSCAN

CORRESPONDENCE DATA

Fax Number: 3168284188

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: 316-828-4188

Email: amy.gagich@kochps.com

Correspondent Name: Amy Gagich

Address Line 1: 4111 E. 37th St. North

Address Line 4: Wichita, KANSAS 67220

NAME OF SUBMITTER:	Amy Gagich
SIGNATURE:	/Amy Gagich/

CH \$190.00 1231782

DATE SIGNED:	05/12/2015
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Total Attachments: 9

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- source=Agreement of Merger (HWCLLC - JZC)#page3.tif
- source=Agreement of Merger (HWCLLC - JZC)#page4.tif
- source=Agreement of Merger (HWCLLC - JZC)#page5.tif
- source=Agreement of Merger (HWCLLC - JZC)#page6.tif
- source=SUPPLEMENTAL_Peabody TMs Transferred to JZC#page1.tif
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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT OF MERGER ("Agreement") is entered into pursuant to the Delaware Limited Liability Company Act Section 18-209 and effective on December 31, 2014, at 11:59 pm EST, among Hamworthy Peabody Combustion, LLC and John Zink Company, LLC (sometimes hereinafter collectively referred to as (the "Companies") and KCTG Holdings, LP:

WITNESSETH:

WHEREAS, John Zink Company, LLC is a limited liability company duly organized and existing under the laws of the State of Delaware (sometimes hereinafter referred to as the "Surviving Company"), of which its sole membership interest owner is KCTG Holdings, LP, a Delaware limited partnership (hereinafter referred to as "KCTG");

WHEREAS, Hamworthy Peabody Combustion, LLC, a limited liability company duly organized and existing under the laws of the State of Delaware (sometimes hereinafter referred to as the "Merged Company"), of which its sole membership interest owner is KCTG;

WHEREAS, John Zink Company, LLC and Hamworthy Peabody Combustion, LLC deem it advisable for the general welfare and advantage of said Companies to merge the Companies into a single company pursuant to this Agreement, and the applicable provisions of the laws of the State of Delaware (the "Merger"); and

WHEREAS, KCTG hereby approves the Merger of the Companies into a single Delaware limited liability company pursuant to this Agreement.

NOW THEREFORE, the Companies, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe to the terms and conditions of said Merger and mode of carrying the same into effect as follows:

FIRST: Effective on December 31, 2014 at 11:59 pm EST, and the filing of the Certificate of Merger in the State of Delaware, Hamworthy Peabody Combustion, LLC shall be merged with and into John Zink Company, LLC, the existence of Hamworthy Peabody Combustion, LLC shall cease, and the existence of John Zink Company, LLC shall continue under the name "John Zink Company, LLC"; and the Surviving Company shall become subject to all the debts and liabilities of the Merged Company in the same manner as if it had itself incurred them.

SECOND: The Certificate of Formation of the Surviving Company shall continue to be its Certificate of Formation following the effective date of the Merger.

THIRD: The manner of converting the membership interest of the Merged Company shall be as follows:

- All of the membership interest of Hamworthy Peabody Combustion, LLC, upon the filing of the Certificate of Merger, shall forthwith be surrendered by KCTG and

cancelled. Membership interest of the Surviving Company will be in KCTG, the sole membership interest owner of John Zink Company, LLC, by operation of law.

FOURTH: The terms and conditions of the Merger are as follows:

(A) The Limited Liability Company Agreement of the Surviving Company as it shall exist on the effective date of this Agreement shall be and remain the Limited Liability Company Agreement of the Surviving Company until the same shall be altered, amended, or repealed as therein provided.

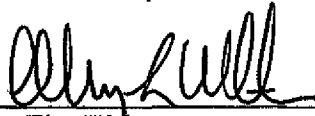
(B) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Company shall be transferred to, vested in, and devolve upon the Surviving Company without further act or deed, and all property, rights, and every other interest of the Surviving Company and the Merged Company shall be as effectively the property of the Surviving Company as they were of each Company respectively. The Merged Company hereby agrees from time to time, as and when requested by the Surviving Company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Company may deem necessary or desirable in order to vest in and confirm to the Surviving Company title to and possession of any property of the Merged Company acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and managers of the Merged Company and the proper officers and managers of the Surviving Company are fully authorized in the name of the Merged Company or otherwise to take any and all such action.

The Secretary of State of Delaware is irrevocably appointed agent for receipt of Service of Process on behalf of Hamworthy Peabody Combustion, LLC. The address to which process may be mailed is Jody Davis c/o Koch Industries, Inc., 4111 East 37th Street North, Wichita, Kansas 67220.

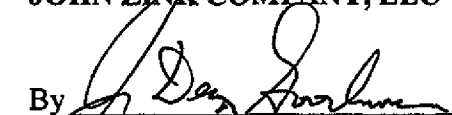
Signature Page to Follow

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by the shareholder, have caused this Agreement of Merger executed by an authorized person of each party hereto as the respective act, deed and agreement of each of said Companies, on the day and year first herein written.

**HAMWORTHY PEABODY
COMBUSTION, LLC**

By 
Name: Tim Webster
Title: President

JOHN ZINK COMPANY, LLC

By 
Name: Jimmy Dean Goodman
Title: President

KCTG HOLDINGS, LP

By: KCTG GP 1, LLC – its general partner

By _____
Name: Robert A. DiFulgentiz
Title: President

RWD

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by the shareholder, have caused this Agreement of Merger executed by an authorized person of each party hereto as the respective act, deed and agreement of each of said Companies, on the day and year first herein written.

**HAMWORTHY PEABODY
COMBUSTION, LLC**

By _____
Name: Tim Webster
Title: President

JOHN ZINK COMPANY, LLC

By _____
Name: Jimmy Dean Goodman
Title: President

KCTG HOLDINGS, LP
By: KCTG GP 1, LLC – its general partner

By Robert A. DiFulgentiz
Name: Robert A. DiFulgentiz
Title: President

read

CERTIFICATE

I, Robert J. Gibson, Jr., Secretary of **HAMWORTHY PEABODY COMBUSTION, LLC**, a limited liability company organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said company and having been signed on behalf of John Zink Company, LLC, a limited liability company formed under the laws of the State of Delaware, was duly adopted pursuant to Section 18-209 of the Delaware Limited Liability Company Act and by the written consent of its sole member.

WITNESS my hand on this 19 day of December 2014.

By: 

Name: Robert J. Gibson, Jr.

Title: Secretary

CERTIFICATE

I, Robert J. Gibson, Jr., Secretary of **JOHN ZINK COMPANY, LLC**, a limited liability company organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said company and having been signed on behalf of Hamworthy Peabody Combustion, LLC, a limited liability company formed under the laws of the State of Delaware, was duly adopted pursuant to Section 18-209 of the Delaware Limited Liability Company Act and by the written consent of its sole member.

WITNESS my hand on this 19 day of December, 2014.

By: 

Name: Robert J. Gibson, Jr.

Title: Secretary

HAMWORTHY PEABODY TRADEMARKS
SUPPLEMENTAL SCHEDULE

TM App.#	TM Reg.#	Trademark Name	Country	Previous Owner	Final Owner	Status	File Date	Issue Date	Renewal Date	Abandoned Date	Matter ID
73325562	1231782	APR	UNITED STATES	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	27-Aug-81	22-Mar-83	22-Mar-23		2011-0885
0755618	456801	DFL	CANADA	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	25-May-94	26-Apr-96	26-Apr-26		2011-0832
202980	490513	DFL	MEXICO	Peabody Engineering Co Hamworthy Peabody Combustion	John Zink Company LLC	ABANDONED	23-Jun-94	02-May-95	N/A	23-Jun-14	2011-0888
74501301	1895024	DFL	UNITED STATES	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	17-Mar-94	23-May-95	23-May-15		2011-0849
75900850	2579658	ENVIROJET	UNITED STATES	Hamworthy Peabody Combustion	John Zink Company LLC	ABANDONED	20-Jan-00	11-Jun-02	N/A	11-Jun-12	2011-0768
214915	214915	PEABODY	AUSTRALIA	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	16-Nov-67	16-Nov-67	16-Nov-22		2011-0769
214916	214916	PEABODY	AUSTRALIA	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	16-Nov-67	16-Nov-67	16-Nov-22		2011-0770
59565	59565	PEABODY	AUSTRIA	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	26-May-67	26-May-67	31-May-17		2011-0839
0504373	0006373	PEABODY	BENELUX	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	02-Feb-71	02-Feb-71	02-Feb-17		2011-0883
003207994	003207994	PEABODY	BRAZIL	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	05-Nov-65	05-Nov-65	05-Nov-15		2011-0871
0272613	TMA133212	PEABODY	CANADA	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	20-Nov-62	25-Oct-63	25-Oct-23		2011-0863
196700406	19680968	PEABODY	DENMARK	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	03-Feb-67	05-Apr-68	05-Apr-18		2011-0858
51069	51069	PEABODY	FINLAND	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	20-Sep-67	20-Sep-67	20-Sep-17		2011-0894
1407216	1407216	PEABODY	FRANCE	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	07-May-67	07-May-67	31-May-17		2011-0875
P16206	362979	PEABODY	GERMANY	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	07-Feb-67	14-Nov-69	28-Feb-17		2011-0667
37037	37037	PEABODY	GREECE	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	02-Mar-67	18-Mar-68	02-Mar-17		2011-0878
	674884	PEABODY	INTERNATIONAL	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	03-Feb-97	03-Feb-97	03-Feb-17		2011-0668

HAMWORTHY PEABODY TRADEMARKS
SUPPLEMENTAL SCHEDULE

TM App.#	TM Reg.#	Trademark Name	Country	Previous Owner	Final Owner	Status	File Date	Issue Date	Renewal Date	Abandoned Date	Matter ID
M12005C008600	1136645	PEABODY	ITALY	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	13-Feb-97	25-Oct-99	13-Feb-17		2011-0874
S35-032403	602242	PEABODY	JAPAN	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	18-Aug-60	10-Dec-62	10-Dec-22		2011-0772
91767	72982	PEABODY	NORWAY	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	31-Jan-67	23-Nov-67	23-Nov-17		2011-0841
142819	142819	PEABODY	PORTUGAL	Peabody Engineering Corp.	John Zink Company LLC	GRANTED	30-May-67	11-Jun-68	11-Jun-18		2011-0900
142817	142817	PEABODY	PORTUGAL	Peabody Engineering Corp.	John Zink Company LLC	GRANTED	30-May-67	11-Jun-68	11-Jun-18		2011-0865
B67/3544	B67/3544	PEABODY	SOUTH AFRICA	Peabody Engineering Corp.	John Zink Company LLC	GRANTED	14-Aug-67	14-Aug-67	14-Aug-17		2011-0873
B67/3546	B67/3546	PEABODY	SOUTH AFRICA	Peabody Engineering Corp.	John Zink Company LLC	GRANTED	14-Aug-67	14-Aug-67	14-Aug-17		2011-0902
B67/3545	B67/3545	PEABODY	SOUTH AFRICA	Peabody Engineering Corp.	John Zink Company LLC	GRANTED	14-Aug-67	14-Aug-67	14-Aug-17		2011-0898
1901/20561	120561	PEABODY	SWEDEN	Peabody Engineering Corp.	John Zink Company LLC	GRANTED	28-Jul-77	28-Jul-77	28-Jul-17		2011-0892
01038/1987	P-353352	PEABODY	SWITZERLAND	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	13-Feb-87	13-Feb-87	13-Feb-17		2011-0881
714870	714870	PEABODY	UNITED KINGDOM	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	13-Feb-53	13-Feb-53	13-Feb-22		2011-0771
72/105759	724823	PEABODY	UNITED STATES	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	04-Oct-60	05-Dec-61	05-Dec-21		2011-0773
0437536	TMA254344	PEABODY & Design (Rising Sun)	CANADA	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	27-Mar-79	02-Jan-81	02-Jan-26		2011-0835
303897	303897	PEABODY & Design (Rising Sun)	MEXICO	Hamworthy Peabody Combustion	John Zink Company LLC	ABANDONED	27-Apr-84	27-Apr-84	N/A	27-Apr-14	2011-0845
1093588	1093588	PEABODY & Design (Rising Sun)	UNITED KINGDOM	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	05-Apr-78	05-Apr-78	05-Apr-19		2011-0830
73/117090	1360386	PEABODY & Design (Rising Sun)	UNITED STATES	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	25-Feb-77	17-Sep-85	17-Sep-15		2011-0793
73/117089	1169932	PEABODY & Design (Rising Sun)	UNITED STATES	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	25-Feb-77	22-Sep-81	22-Sep-21		2011-0821
1000648	TMA532443	SMARTSCAN	CANADA	Peabody Engineering Corp.	John Zink Company LLC	GRANTED	24-Dec-98	11-Sep-00	09-Nov-15		2011-0896

TRADEMARK

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HAMWORTHY PEABODY TRADEMARKS
SUPPLEMENTAL SCHEDULE

TM App.#	TM Reg.#	Trademark Name	Country	Previous Owner	Final Owner	Status	File Date	Issue Date	Renewal Date	Abandoned Date	Matter ID
75607111	2407772	SMARTSCAN	UNITED STATES	Hamworthy Peabody Combustion	John Zink Company LLC	GRANTED	17-Dec-98	28-Nov-00	28-Nov-20		2011-0890