

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
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ETAS ID: TM350935

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/01/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ELASTOMERIC ROOFING SYSTEMS, INC.		04/01/2013	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	SCHNEE-MOREHEAD, INC.		
Street Address:	3600 West Lake Avenue		
City:	Glenview		
State/Country:	ILLINOIS		
Postal Code:	60026		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3690363	REFLECTICLEAN	
Registration Number:	3519596	ER SYSTEMS ELASTOMERIC ROOFING	
Registration Number:	2523965	HOT ROOFS... COOL SOLUTIONS	
CORRESPONDENCE DATA			
Fax Number:	3125548015		
<i>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.</i>			
Phone:	312 554-8000		
Email:	blc@pattishall.com		
Correspondent Name:	Bradley L. Cohn		
Address Line 1:	200 South Wacker Drive, Suite 2900		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	02457-109-4		
NAME OF SUBMITTER:	Bradley L. Cohn		
SIGNATURE:	/bradleycohn/		
DATE SIGNED:	08/10/2015		
Total Attachments: 7			
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ARTICLES OF MERGER
OF
ELASTOMERIC ROOFING SYSTEMS, INC.
(a Minnesota corporation)

INTO

SCHNEE-MOREHEAD, INC.
(a Texas corporation)

Pursuant to the provisions of §302A.601 et seq of the Minnesota Business Corporation Act, as amended (the "BCA"), the undersigned corporations hereby adopt, effective as of April 1, 2013, the following Articles of Merger:

1. The Plan of Merger is set forth on Exhibit A attached hereto.
2. The Plan of Merger has been approved by each of the undersigned constituent corporations pursuant to Chapter 302A of the Minnesota Statutes.
3. Schnee-Morehead, Inc., being the surviving corporation, agrees pursuant to §302A.651 of the BCA that:
 - (i) It may be served with process in the State of Minnesota in any proceeding for the enforcement of an obligation of a constituent corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against the surviving corporation;
 - (ii) The Secretary of State of Minnesota is irrevocably appointed as its agent to accept service of process in any such proceeding; and the address to which process may be forwarded is: Illinois Tool Works Inc., Attn: General Counsel, 3600 West Lake Avenue, Glenview, IL 60026; and
 - (iii) It will promptly pay to the dissenting shareholders of any corporation organized under the laws of Minnesota which is a party to the merger, the amount, if any, to which they are entitled under Section 302A.473 of the BCA.
4. The merger herein certified has been adopted, approved, certified, executed, and acknowledged by the constituent corporations in accordance with the laws of Minnesota and Texas.
5. Pursuant to Section 302A.641, the merger herein certified is effective on April 1, 2013.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned constituent corporations have caused these Articles of Merger to be signed effective as of the date first written above by a duly authorized officer, declaring that the facts stated herein are true.

ELASTOMERIC ROOFING SYSTEMS, INC. SCHNEE-MOREHEAD, INC.

By: *Andrew Stark*
Name: Andrew P. Stark
Title: Vice President + Treasurer

By: *Mania C. Green*
Name: Mania C. Green
Title: Vice President

EXHIBIT A

Plan of Merger

PLAN OF MERGER
OF
ELASTOMERIC ROOFING SYSTEMS, INC.
(a Minnesota corporation)

and

SCHNEE-MOREHEAD, INC.
(a Texas corporation)

THIS PLAN OF MERGER effective as of April 1, 2013 (the "Plan") governs the merger of Elastomeric Roofing Systems, Inc., a Minnesota corporation ("ERSI") and Schnee-Morehead, Inc., a Texas corporation ("SMI"). ERSI and SMI are sometimes referred to herein as the "Constituent Corporations".

RECITALS

A. ERSI is a corporation duly organized and existing under the laws of the State of Minnesota and has an authorized capital stock of 100,000 shares, all of which are Common Shares having a par value of \$0.01 per share ("ERSI Common Stock"). As of the date hereof, there are 10,000 shares of ERSI Common Stock issued and outstanding.

B. SMI is a corporation duly organized and existing under the laws of the State of Texas and has an authorized capital stock of (i) 500,000 Common Shares having no par value per share ("SMI Common Stock") and (ii) 500,000 Preferred Shares having no par value per share ("SMI Preferred Stock"). As of the date hereof, there are 8,114 shares of SMI Common Stock issued and outstanding and no shares of SMI Preferred Stock issued or outstanding.

C. The Boards of Directors and shareholders of ERSI and SMI have determined that it is advisable and in the best interests of ERSI and SMI and their shareholders that ERSI merge with and into SMI upon the terms and conditions herein provided.

D. The merger herein described is permitted under the Minnesota Business Corporation Act, as amended ("BCA") and the Texas Business Organizations Code, as amended ("BOC").

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, ERSI and SMI hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE 1

MERGER

1.1 MERGER. In accordance with the provisions of this Plan, the BCA and the BOC, ERSI is merged with and into SMI (the "Merger"), the separate existence of ERSI shall cease and SMI shall survive the Merger and shall continue to be governed by the laws of the State of Texas. SMI shall be, and is herein sometimes referred to as, the "Surviving Corporation". The name of the Surviving Corporation shall be unchanged and shall be Schnee-Morehead, Inc.

1.2 FILING AND EFFECTIVENESS. The Merger shall become effective when the following actions shall have been completed:

(a) This Plan and Merger shall have been adopted and approved by the Boards of Directors and the shareholders of ERSI and SMI in accordance with the requirements of the BCA and the BOC.

(b) All of the conditions precedent to the consummation of the Merger specified in this Plan shall have been satisfied or duly waived by the party entitled to satisfaction thereof.

(c) The Articles of Merger meeting the requirements of the BCA and the Certificate of Merger meeting the requirements of the BOC shall have been filed with the Minnesota Secretary of State and the Texas Secretary of State, respectively.

The Constituent Corporations intend that the effective date and time of the Merger for all purposes shall be April 1, 2013. The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger".

1.3 EFFECT OF THE MERGER. On the Effective Date of the Merger, the separate existence of ERSI shall cease and SMI, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall assume, accept, adopt, ratify and confirm, as if taken by the Surviving Corporation, and thereby shall become subject to, all actions previously taken by its and ERSI's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of ERSI in the manner more fully set forth in the applicable provisions of the BCA and the BOC, (iv) shall continue to be subject to all of the debts, liabilities and obligations of SMI as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without the other transfer, to all of the debts, liabilities and obligations of ERSI in the same manner as if SMI had itself incurred them, all as more fully provided under the applicable provisions of the BCA and the BOC.

ARTICLE 2

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 CERTIFICATE OF INCORPORATION. The Certificate of Incorporation of SMI as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and the BOC.

2.2 BYLAWS. The Bylaws of SMI as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and the BOC.

2.3 DIRECTORS AND OFFICERS. The directors and officers of SMI as in effect immediately prior to the Effective Date of the Merger shall continue serving as the directors and officers of the Surviving Corporation until their successors shall have been duly qualified and elected in accordance with the provisions of the Bylaws of SMI and the BOC.

ARTICLE 3

MANNER OF CONVERSION OF STOCK

3.1 SMI COMMON STOCK. On the Effective Date of the Merger, each share of SMI Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations or any other person, be converted into one validly issued, fully paid, non-assessable share of common stock, no par value per share, of the Surviving Corporation.

3.2 ERSI COMMON STOCK. On the Effective Date of the Merger, each share of ERSI Common Stock that is issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations or any other person, automatically be canceled and extinguished and shall cease to exist.

ARTICLE 4

GENERAL

4.1 ABANDONMENT. At any time before the Effective Date of the Merger, this Plan may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of ERSI, notwithstanding the approval of this Plan by the shareholder of ERSI.

4.2 AMENDMENT. The Board of Directors of ERSI, upon approval by the shareholder of ERSI, may amend this Plan at any time prior to the Effective Date of the Merger.

4.3 GOVERNING LAW. This Plan shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Texas and, so far as applicable, the merger provisions of the BCA.

4.4 FURTHER ASSURANCES. From time to time, as and when required by SMI or by its successors or assigns, there shall be executed and delivered on behalf of ERSI such deeds and other instruments, and there shall be taken or caused to be taken by SMI and ERSI such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by SMI the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of ERSI and otherwise to carry out the purpose of this Plan, and the officers and directors of SMI are hereby authorized to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.5 COVENANTS OF SURVIVING CORPORATION. SMI, being the surviving corporation, agrees that:

(i) It may be served with process in the State of Minnesota in any proceeding for the enforcement of an obligation of a Constituent Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of a Constituent Corporation against the Surviving Corporation;

(ii) The Secretary of State of Minnesota is irrevocably appointed as its agent to accept service of process in any such proceeding; and the address to which process may be forwarded is: Illinois Tool Works Inc., Attn: General Counsel, 3600 West Lake Avenue, Glenview, IL 60026; and

(iii) It will promptly pay to the dissenting shareholders of any corporation organized under the laws of Minnesota which is a party to the merger, the amount, if any, to which they are entitled under Section 302A.473 of the BCA.

4.6 TAX EFFECT. The Merger shall constitute a reorganization as described in Section 368(a)(1) of the Internal Revenue Code of 1986, as amended from time to time.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 01 2013

Mark Ritchie
Secretary of State