

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM356271

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	04/30/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Advanced Motors & Drives, Inc.		04/30/2015	CORPORATION: NEW YORK
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
The Imperial Electric Company	04/30/2015	CORPORATION: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	The Imperial Electric Company		
Street Address:	1503 Exeter Road		
City:	Akron		
State/Country:	OHIO		
Postal Code:	44306		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3240645	ADVANCED MOTORS & DRIVES	
Registration Number:	3531830		
CORRESPONDENCE DATA			
Fax Number:	3145958935		
<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:	314-595-8063		
Email:	Timothy.McBride@nidec-motor.com		
Correspondent Name:	Timothy B. McBride		
Address Line 1:	8050 West Florissant Avenue		
Address Line 2:	Law Department		
Address Line 4:	Saint Louis, MISSOURI 63136		
ATTORNEY DOCKET NUMBER:	3240645 3531830		
NAME OF SUBMITTER:	Timothy B. McBride		

OP \$65.00 3240645

SIGNATURE:	/Timothy B. McBride/
DATE SIGNED:	09/25/2015
Total Attachments: 5 source=Cert of Merger - Advanced Motors to The Imperial Electric Company#page1.tif source=Cert of Merger - Advanced Motors to The Imperial Electric Company#page2.tif source=Cert of Merger - Advanced Motors to The Imperial Electric Company#page3.tif source=Cert of Merger - Advanced Motors to The Imperial Electric Company#page4.tif source=Cert of Merger - Advanced Motors to The Imperial Electric Company#page5.tif	

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on April 30, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

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CERTIFICATE OF MERGER
OF
ADVANCED MOTORS & DRIVES, INC.
(a New York corporation)
INTO
THE IMPERIAL ELECTRIC COMPANY
(a Delaware corporation)
UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

Pursuant to Section 907 of the New York Business Corporation Law (the "NYBC"), it is hereby certified upon behalf of each of the constituent corporations herein named, as follows:

1. The board of directors of Advanced Motors & Drives, Inc. ("Target") and The Imperial Electric Company ("Imperial") has duly adopted a plan of merger setting forth the terms and conditions of the merger of Target and Imperial.

2. The name, state of incorporation and date of incorporation of the foreign constituent, which is to be the surviving corporation, and may hereinafter be referred to as the "Surviving Corporation" is The Imperial Electric Company, a Delaware corporation, incorporated on October 25, 2006.

No Application for Authority in the State of New York of the Surviving Corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York; and it is not to do business in the State of New York until an Application for Authority shall have been filed by the Department of State of the State of New York.

3. The name of the constituent domestic corporation, which is being merged into the Surviving Corporation and which may hereinafter be referred to as the "Merging Corporation" is Advanced Motors & Drives, Inc., which was originally formed as Advanced D.C. Motors Inc. The date upon which its certificate of incorporation was filed by the Department of State is February 13, 1989.

4. As to Target, the plan of merger sets forth the designation and number of outstanding shares of each class of stock, the specification of the class entitled to vote on the plan of merger, and the specification of the class entitled to vote as a class on the plan of merger, as follows:

<u>Designation</u>	<u>Outstanding</u>	<u>Designation/Number Entitled to Vote</u>
Common	1,040,000	Common/1,040,000

As to Imperial, the plan of merger sets forth the designation and number of outstanding shares of each class of stock, the specification of the class entitled to vote on the plan of merger, and the specification of the class entitled to vote as a class on the plan of merger, as follows:

<u>Designation</u>	<u>Outstanding</u>	<u>Designation/Number Entitled to Vote</u>
Common	100	Common/100

5. The merger herein certified was authorized in respect of the Merging Corporation by the written consent of holders of outstanding shares of the Merging Corporation entitled to vote on the plan of merger.

6. The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the Surviving Corporation and is in compliance with the laws of the State of Delaware.

7. The Surviving Corporation hereby: (a) agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation party to the merger and for the enforcement of the rights of a shareholder of any such domestic corporation against the surviving corporation; (b) irrevocably appoints and designates the Secretary of State of New York as its agent to accept service of process in any such proceeding and that the post office address to which the Secretary of State may mail a copy of any process that may be served upon him is 1503 Exeter Road, Akron, Ohio 44306.

8. The Surviving Corporation agrees that it will promptly pay to the shareholders of the Merging Corporation the amount, if any, to which they shall be entitled under the provisions of the NYBC relating to the rights of the shareholders to receive payment for their shares.

9. Target hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by it have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by Target. The said report, if estimated, is subject to amendment. Imperial agrees that it will, within thirty (30) days after filing this certificate of merger, file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by Target.

10. The effective date of the merger herein certified, insofar as the provision of the NYBC govern such effective date, shall be on April 30, 2015.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be signed by a duly authorized officer, this 29th day of April, 2015.

MERGING CORPORATION:

ADVANCED MOTORS & DRIVES, INC.

By: 

Name: Darryl E. Weinrich

Title: Secretary

SURVIVING CORPORATION:

THE IMPERIAL ELECTRIC COMPANY

By: 

Name: Darryl E. Weinrich

Title: Secretary

TRADEMARK

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CERTIFICATE OF MERGER

OF

ADVANCED MOTORS & DRIVES, INC.
(a New York corporation)

INTO

THE IMPERIAL ELECTRIC COMPANY
(a Delaware corporation)

Under Section 907 of the New York Business Corporation Law

Filed by:
Paula L. Robinson
Paralegal
Bryan Cave LLP
211 N. Broadway, #3600
St. Louis, MO 63102

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 30 2015

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