

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM361522

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	09/26/2014
<b>RESUBMIT DOCUMENT ID:</b>	900339736

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
N.R.E. Acquisition Co., LLC		09/26/2014	LIMITED LIABILITY COMPANY: KENTUCKY

## RECEIVING PARTY DATA

<b>Name:</b>	National Railway Equipment Co.
<b>Street Address:</b>	908 Shawnee
<b>City:</b>	Mt. Vernon
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	62864
<b>Entity Type:</b>	CORPORATION: ILLINOIS

## PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
<b>Registration Number:</b>	3041738	VMV PADUCAHBILT

## CORRESPONDENCE DATA

## Fax Number:

*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:** 618-899-5554  
**Email:** h.burgan@nre.com  
**Correspondent Name:** Hal Burgan  
**Address Line 1:** 1101 Broadway  
**Address Line 4:** Mt. Vernon, ILLINOIS 62864

<b>NAME OF SUBMITTER:</b>	Hal Burgan
<b>SIGNATURE:</b>	/Hal Burgan/
<b>DATE SIGNED:</b>	11/06/2015

## Total Attachments: 9

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mstratton  
MRG

Alison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
9/26/2014 1:31 PM  
Fee Receipt: \$50.00

**ARTICLES OF MERGER  
OF  
N.R.E. Acquisition Co., LLC  
INTO  
National Railway Equipment Co.**

Pursuant to provisions of KRS 271B.11-080 and 275.360, the undersigned entities ("Constituent Entities") hereby adopt the following Articles of Merger for the purpose of merging N.R.E. Acquisition Co., LLC, a Kentucky limited liability company, with and into National Railway Equipment Co., an Illinois corporation, which shall be the surviving entity in the Merger.

- FIRST:** The names of each of the Constituent Entities are N.R.E. Acquisition Co., LLC and National Railway Equipment Co. N.R.E. Acquisition Co., LLC is a limited liability corporation organized under the laws of the Commonwealth of Kentucky. National Railway Equipment Co. is a corporation incorporated under the laws of the State of Illinois.
- SECOND:** The Plan of Merger duly authorized and approved by each of the Constituent Entities is attached hereto as Exhibit A and is hereby incorporated by reference as a part of these Articles of Merger.
- THIRD:** The name of the surviving constituent organization is National Railway Equipment Co.
- FOURTH:** The surviving constituent organization agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of the LLC, as well as for any obligation of the surviving constituent organization arising from the merger and appoints the Secretary of State of Kentucky as its agent for service of process in any such proceeding.

A copy of any such process shall be mailed to:

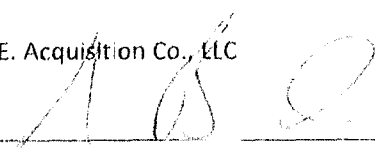
National Railway Equipment Co.  
908 Shawnee Street  
Mt. Vernon, Illinois, 62864

- FIFTH:** The Plan of Merger was duly authorized and approved by each of the Constituent Entities in accordance with the provisions of KRS 275.355.

SIXTH: The merger shall be effective as of September 26, 2014.

Dated: September 26, 2014.

N.R.E. Acquisition Co., LLC

  
\_\_\_\_\_  
Steven Beal, President of National Railway Equipment Co.  
The Sole Member of N.R.E. Acquisition Co., LLC

National Railway Equipment Co.

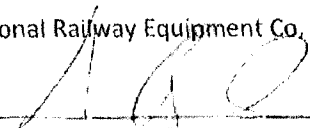
  
\_\_\_\_\_  
Steven Beal, President of National Railway Equipment Co.

EXHIBIT A  
PLAN OF MERGER

## PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger") is made and entered into by and between (i) N.R.E. Acquisition Co., LLC, a Kentucky limited liability company ("LLC"), and (ii) National Railway Equipment Co., an Illinois corporation ("Corporation").

### ARTICLE I

A. **Merger of LLC with and into Corporation.** Subject to the terms and conditions of this Plan of Merger, LLC shall be merged with and into Corporation ("Merger"), effective as of September 26, 2014 following the filing of appropriate Articles of Merger with the Secretary of State of the Commonwealth of Kentucky ("Effective Time"). The separate corporate existence of LLC shall thereupon cease; Corporation shall be the surviving business entity and the separate corporate existence of Corporation, with all its purposes, objects, rights, privileges, powers, franchises, and interests, shall continue unaffected and unimpaired by the Merger. The Merger shall be pursuant to the provisions of, and with the effect provided in, the Kentucky Business Corporation Act and the Kentucky Limited Liability Company Act.

B. **Effect of Merger.** At and after the Effective Time:

Corporation shall possess all of the respective rights, privileges, immunities, powers, franchises, and interests of LLC in and to every type of property (real, personal, and intangible), all of which shall be transferred to, and vested in, Corporation by virtue of the Merger without any deed or other transfer and without reversion or impairment. Any action or proceeding, whether civil, criminal, or administrative, pending by or against LLC may be continued as if the Merger did not occur, or Corporation may be substituted in the proceeding for LLC in such action or proceeding.

Corporation shall be liable for all liabilities of LLC, and all debts, liabilities, obligations, and contracts of LLC, whether matured or unmatured, whether accrued, absolute, contingent, or otherwise, and whether or not reflected or reserved against on the balance sheet, books of account, or records of LLC, shall be those of Corporation and shall not be released or impaired by the Merger, provided, however, Corporation shall retain limited liability as permitted by Chapter 271B of Kentucky Business Corporation Act and Article 11 under Illinois Business Corporation Act of 1983. Further, all rights of creditors and other obliges and all liens on properties of LLC shall be preserved unimpaired.

C. **Additional Actions.** If, at any time after the Effective Time, Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (1) vest, perfect, or confirm of record or otherwise, in Corporation its rights, title, or interest in, to, or under any of the rights, properties, or assets of LLC acquired or

to be acquired by Corporation as a result of, or in connection with, the Merger, or (2) otherwise carry out the purposes of this Plan of Merger, LLC and the proper members or managers of the LLC shall be deemed to have granted to Corporation an irrevocable power of attorney to (a) execute and deliver all such proper deeds, assignments, and assurances in law, (b) do all acts necessary or proper to vest, perfect, or confirm title to and possession of such rights, properties, or assets in Corporation, and (c) otherwise carry out the purposes of this Plan of Merger. The officers of the Corporation are fully authorized in the name of LLC or otherwise to take any and all such actions.

## ARTICLE II

A. **Cancellation of Member Interests in LLC.** At the Effective Time: All member interests of LLC, such interests being owned in their entirety by Corporation, and all rights in respect thereof, shall be cancelled forthwith on the effective date of the merger, and the certificates representing such interests shall be surrendered and cancelled.

The capital interests of the Corporation shall remain unaffected by the Merger.

## Article III

A. **Stockholder and Member Approval.** It shall be a condition to the consummation of the Merger that the Merger and this Plan of Merger be submitted to the stockholders of Corporation and the member of LLC and be approved by the stockholders of Corporation and the member of LLC.

B. **No Changes of Articles of Incorporation.** No changes of Corporation's Articles of Incorporation are desired.

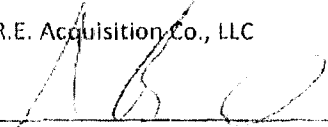
## ARTICLE IV

A. **Governing Law.** This Plan of Merger shall be governed by, and construed in accordance with, the laws of the Commonwealth of Kentucky without regard to its conflict of laws rules.

B. **Abandonment.** The Merger may be abandoned at any time prior to the Effective Time by action of the Board of Directors of Corporation or member of LLC, notwithstanding approval thereof by the stockholders of Corporation and the member of LLC.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed on their behalf as of the day and year first above written.

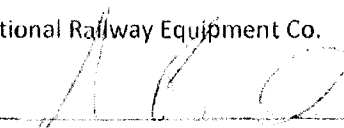
N.R.E. Acquisition Co., LLC



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Steven Beal, President of N.R.E Acquisition Co., LLC

National Railway Equipment Co.



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Steven Beal, President of National Railway Equipment Co.



**BOARD OF DIRECTOR'S RESOLUTION**

**APPROVING MERGER WITH WHOLLY OWNED SUBSIDIARY**

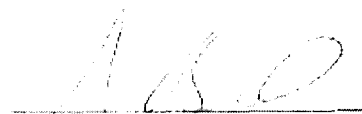
A meeting of the Board of Directors of National Railway Equipment Co. was held by telephone on 7/21/04 and the Board of Directors whereby waive notice; a quorum being present, the following resolutions were adopted:

WHEREAS, National Railway Equipment Co., hereinafter referred to as "Entity A," is the sole member of N.R.E. Acquisition Co., LLC, hereinafter referred to as "Entity B," and said Entity B was organized and exists under the authority of the laws of the State of Kentucky; it is hereby,

RESOLVED, that the Board of Directors of Entity A approve the adoption of the attached Plan of Merger and the attached Articles of Merger.

FURTHER RESOLVED, that the Plan of Merger and the Articles of Merger and all of the terms and conditions set out in the aforementioned Plan and the Articles are hereby approved, and a copy of said Plan and the Articles shall be attached hereto.

The undersigned, being the Board of Directors of National Railway Equipment Co. state that the above resolutions were adopted and that such resolutions are now in full force and effect.



Steven Beal  
Director



Susan Frangella  
Director

**MEMBER'S RESOLUTION**

**APPROVING MERGER INTO PARENT COMPANY**

A meeting of the Sole Member of N.R.E. Acquisition Co., LLC was held by its' member and its member hereby waives notice; a quorum being present, the following resolutions were adopted:

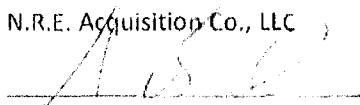
WHEREAS, National Railway Equipment Co., hereinafter referred to as "Entity A," is the sole member of N.R.E. Acquisition Co., LLC, hereinafter referred to as "Entity B," and said Entity B was organized and exists under the authority of the laws of the State of Kentucky; it is hereby,

RESOLVED, that the Sole Member of Entity B approves the adoption of the attached Plan of Merger and the attached Articles of Merger.

FURTHER RESOLVED, that the Plan of Merger and the Articles of Merger and all of the terms and conditions set out in the aforementioned Plan and the Articles are hereby approved, and a copy of the said Plan and the Articles shall be attached hereto.

The undersigned, being the Sole Member of N.R.E. Acquisition Co., LLC states that the above resolutions were adopted and that such resolutions are now in full force and effect.

N.R.E. Acquisition Co., LLC



Steven Beal, President of National Railway Equipment Co.  
The Sole Member of N.R.E. Acquisition Co., LLC

**SHAREHOLDER'S RESOLUTION**

**APPROVING MERGER WITH WHOLLY OWNED SUBSIDIARY**

A regular meeting of the shareholders of National Railway Equipment Co. was held by telephone on 9/1/11 and the shareholders hereby waive notice; a quorum being present, the following resolutions were adopted:


WHEREAS, National Railway Equipment Co., hereinafter referred to as "Entity A," is the sole member of N.R.E. Acquisition Co., LLC, hereinafter referred to as "Entity B," and said Entity B was organized and exists under the authority of the laws of the State of Kentucky; it is hereby,

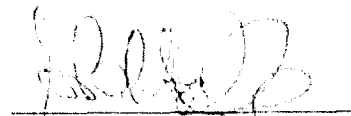
WHEREAS, the Board of Directors of Entity A determined it is advisable to obtain efficiencies through the merger of Entity B with said Entity A, it is hereby,

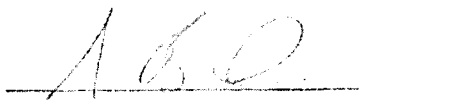
RESOLVED, that the shareholders of Entity A hereby approve the adoption of the attached Plan of Merger and the attached Articles of Merger. Said Plan and said Articles were approved by the Board of Directors of Entities A and B; and it is

FURTHER RESOLVED, that the Plan of Merger and the Articles of Merger and all of the terms and conditions set out in the aforementioned Plan and Articles are hereby approved, and a copy of said Plan and the said Articles shall be attached hereto.

The undersigned, being the shareholders of National Railway Equipment Co. state that the above resolutions were adopted and that such resolutions are now in full force and effect.

  
\_\_\_\_\_  
Steven Beal

  
\_\_\_\_\_  
Susan Frangella

  
\_\_\_\_\_  
Steven Beal, for the Steven Beal GS Trust