

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM362101

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	11/04/2015		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
DP Alabama Holding Co., Inc.		11/04/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HB&G Building Products, Inc.		
<b>Street Address:</b>	1015 S. Brundidge Blvd.		
<b>City:</b>	Troy		
<b>State/Country:</b>	ALABAMA		
<b>Postal Code:</b>	36081		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3022818	HARTMANN SANDERS	
<b>Registration Number:</b>	3219623	DURALITE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2159882757		
<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>			
<b>Phone:</b>	215-988-3301		
<b>Email:</b>	laura.mcneely@dbr.com		
<b>Correspondent Name:</b>	Robert E. Cannuscio		
<b>Address Line 1:</b>	One Logan Square		
<b>Address Line 2:</b>	Suite 2000		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>ATTORNEY DOCKET NUMBER:</b>	009821-181172		
<b>NAME OF SUBMITTER:</b>	Robert E. Cannuscio		
<b>SIGNATURE:</b>	/Robert E. Cannuscio/		
<b>DATE SIGNED:</b>	11/12/2015		
<b>Total Attachments: 12</b>			
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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"IMAGE ROTOMOLDING ENTERPRISES, INC.", A DELAWARE CORPORATION,

"FLEX TRIM HOLDING CO.", A DELAWARE CORPORATION,

"DP ALABAMA HOLDING CO., INC.", A DELAWARE CORPORATION,

"TURNKEY MILLWORK, INC.", A NORTH CAROLINA CORPORATION,

WITH AND INTO "HB&G BUILDING PRODUCTS, INC." UNDER THE NAME OF "HB&G BUILDING PRODUCTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 2015, AT 5:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

3040870 8100M  
SR# 20150782980

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 10366645  
Date: 11-05-15

TRADEMARK  
REEL: 005667 FRAME: 0173

Exhibit A

**Resolutions of the Board of Directors of the Corporation**

See attached.

**HB&G BUILDING PRODUCTS, INC.**  
(a Delaware Corporation)

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS**

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, being all of the directors of HB&G Building Products, Inc. (the "Company"), hereby consent and agree that the following resolutions be, and they hereby are, adopted as resolutions of the Board of Directors of the Company (the "Board"):

**Merger**

WHEREAS, the Company owns all of the issued and outstanding shares of capital stock of each of (i) Image Rotomolding Enterprises, Inc., a Delaware corporation ("Image"); (ii) Turnkey Millwork, Inc., a North Carolina corporation ("Turnkey"), (iii) Flex Trim Holding Co., a Delaware corporation ("Flex Trim"), and (iv) DP Alabama Holding Co., Inc., a Delaware corporation ("DP") and, together with Image, Turnkey and Flex Trim, the "Subsidiaries";

WHEREAS, the Board deems it advisable and in the best interest of the Company that each of the Subsidiaries be liquidated and that such liquidation be accomplished by merger with and into the Company, with the Company surviving such merger and assuming all of the obligations of each of the Subsidiaries (the "Merger"), according to the terms set forth herein (which shall constitute an "agreement of merger" and a "plan of merger" for purposes of the applicable provisions of the DGCL and the North Carolina Business Corporation Act (the "NCBCA"), respectively) and pursuant to (i) a Certificate of Ownership and Merger attached hereto as Exhibit A (the "Delaware Merger Certificate") and (ii) Articles of Merger attached hereto as Exhibit B (the "North Carolina Merger Certificate") and, together with the Delaware Merger Certificate, the "Merger Certificates" and each, a "Merger Certificate"; and

WHEREAS, for U.S. federal income tax purposes, the Merger is intended to qualify as a tax-free complete liquidation of the Subsidiaries within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, BE IT RESOLVED, that each of the Subsidiaries be merged with and into the Company pursuant to the Delaware Merger Certificate and North Carolina Merger Certificate (as applicable) and Section 253 of the DGCL and Section 55-11-05(a) of the NCBCA, respectively, so that the separate existence of each of the Subsidiaries shall cease as soon as the Merger shall become effective, and the Company shall continue as the surviving corporation (the "Surviving Company");

FURTHER RESOLVED, that the Merger shall become effective upon (i) the filing of the Delaware Merger Certificate with the Secretary of State of the State of Delaware and (ii) the filing of the North Carolina Merger Certificate with the Secretary of State of the State of North Carolina (the date and time of each such filing, the "Effective Time");

FURTHER RESOLVED, that the Chief Executive Officer, Chief Financial Officer, Treasurer, any Vice President and Secretary of the Company (each, an "Authorized Officer") be, and each of them hereby is, authorized to prepare and execute each Merger Certificate and to file such Merger Certificate with the Secretary of State of the State of Delaware or the Secretary of State of the State of North Carolina, as the case may be;

FURTHER RESOLVED, that the terms and conditions of the Merger at the Effective Time are as follows: (i) each share of common stock of each of the Subsidiaries shall be cancelled, and no payment shall

be made with respect thereto, and (ii) the 1,000 shares of common stock of the Corporation outstanding immediately prior to the Effective Time shall be converted into and become 1,000 shares of common stock of the Surviving Company with the same rights, powers and privileges as the shares so converted and shall constitute the only outstanding shares of capital stock of the Surviving Company;

**FURTHER RESOLVED**, that the certificate of incorporation and bylaws of the Company, each as in effect immediately prior to the Effective Time, shall be the certificate of incorporation and bylaws of the Surviving Company immediately after the Effective Time; and

**FURTHER RESOLVED**, that the officers and directors of the Corporation immediately prior to the Effective Time shall be the officers and directors of the Surviving Company immediately after the Effective Time.

**General**

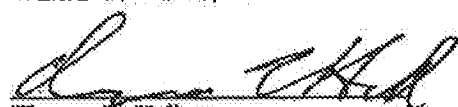
**RESOLVED**, that the Authorized Officers be, and are hereby each severally, authorized in the name of and on behalf of the Company to perform any and all acts as may be necessary or desirable to execute and deliver all instruments and other documents contemplated by the foregoing resolutions (including the filing of the Merger Certificates), and to take any and all further actions that the Authorized Officers may deem necessary or desirable to effectuate any action authorized by these resolutions and otherwise to carry out the purposes and intent of the foregoing resolutions; and the execution by the Authorized Officers of any such documents or the performance by the Authorized Officers of any such actions in connection with the foregoing matters shall conclusively establish such Authorized Officer's authority therefor from the Company and the approval and ratification by the Company of the documents so executed and the actions so taken; and

**FURTHER RESOLVED**, that, to the extent any documents in connection with the foregoing matters have been entered into, executed and delivered, or such further actions have been done, before the date these resolutions were adopted as a consequence of or in connection with the transactions described and contemplated by the foregoing resolutions or as otherwise deemed necessary by the undersigned or an Authorized Officer in accordance with the foregoing resolutions, the execution and delivery of such documents and the taking of such further actions be and hereby is ratified, approved and confirmed.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors as of October 30, 2015. This Consent may be executed in multiple counterparts, all of which taken together shall be deemed a single instrument, and any counterpart delivered by .pdf or facsimile transmission shall have the same force and effect as an original counterpart.

  
\_\_\_\_\_  
William P. Mackee, Jr.

  
\_\_\_\_\_  
Thomas R. Hall

  
\_\_\_\_\_  
Lance Hervais

The foregoing Unanimous Written Consent of the Board of Directors was delivered to the undersigned for filing with the minutes of the proceedings of the Board on October 30, 2015.

  
\_\_\_\_\_  
William Timmerman, Secretary

**Exhibit A**

**Delaware Merger Certificate**

(attached)



**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**IMAGE ROTOMOLDING ENTERPRISES, INC.**

(a Delaware corporation)

and

**TURNKEY MILLWORK, INC.**

(a North Carolina corporation)

and

**FLEX TRIM HOLDING CO.**

(a Delaware corporation)

and

**DP ALABAMA HOLDING CO., INC.**

(a Delaware corporation)

**WITH AND INTO**

**HB&G BUILDING PRODUCTS, INC.**

(a Delaware corporation)

Pursuant to Title 8, Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), HB&G BUILDING PRODUCTS, INC., a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the merger (the "Merger") of IMAGE ROTOMOLDING ENTERPRISES, INC., a Delaware corporation ("Image"), TURNKEY MILLWORK, INC., a North Carolina corporation ("Turnkey"), FLEX TRIM HOLDING CO., a Delaware corporation ("Flex Trim"), and DP ALABAMA HOLDING CO., INC., a Delaware corporation ("DP" and, together with Image, Turnkey and Flex Trim, the "Subsidiaries"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns 100% of the issued and outstanding shares of each class of capital stock of each of the Subsidiaries.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on October 30, 2015 and attached hereto as Exhibit A, determined to merge the Subsidiaries with and into the Company pursuant to Section 253 of the DGCL.
3. The Corporation shall be the surviving corporation in the Merger provided for in this Certificate of Ownership and Merger.
4. The Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the Corporation, as the surviving corporation,

immediately after the effective date and time of the Merger and shall continue in full force and effect until duly amended or modified in the manner provided for therein or in the DGCL. The Certificate of Incorporation of the Corporation is not amended in any respect by this Certificate of Ownership and Merger.

5. The By-Laws of the Corporation, as in effect immediately prior to the Merger, shall be the By-Laws of the Corporation, as the surviving corporation, immediately after the effective date and time of the Merger and shall continue in full force and effect until duly amended or modified as provided for therein or in the DGCL.

6. The Merger is to be effective as of the filing of this Certificate of Ownership and Merger.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer as of October 30, 2015.

**HB&G BUILDING PRODUCTS, INC.**

By:   
Name: Lance Servais  
Title: President

Exhibit B

**North Carolina Merger Certificate**

(attached)

*State of North Carolina*  
*Department of the Secretary of State*

**ARTICLES OF MERGER**

Pursuant to North Carolina General Statute Section 55-11-05(a), the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is **HB&G Building Products, Inc.**, a corporation organized under the laws of the State of Delaware.
2. The address of the surviving entity is: 1015 Brundidge Blvd., Troy, Alabama 36081. The surviving entity will file a statement of any subsequent change in its mailing address with the Secretary of State of the State of North Carolina.
3. The name of the merged entity is **Turnkey Millwork, Inc.**, a corporation organized under the laws of the State of North Carolina.
4. A plan of merger has been duly approved in the manner required by law by each of the business entities participating in the merger.
5. The merger described herein is to be effective as of the filing of these Articles of Merger.

**[remainder of page intentionally left blank]**

IN WITNESS WHEREOF, the surviving entity has caused these Articles of Merger to be signed by an authorized officer as of October 30, 2015.

**HB&G BUILDING PRODUCTS, INC.**

By: \_\_\_\_\_

Name: Lance Servais

Title: President