

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM390439

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	06/30/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Taiyo America, Inc.		05/20/2016	Corporation:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Parker-Hannifin Corporation		
<b>Street Address:</b>	6035 Parkland Boulevard		
<b>City:</b>	Cleveland		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44124		
<b>Entity Type:</b>	Corporation: OHIO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1999857	AIRPRO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2168964027		
<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>Email:</b>	erin.thompson@parker.com		
<b>Correspondent Name:</b>	Parker Hannifin Corporation		
<b>Address Line 1:</b>	6035 Parkland Boulevard		
<b>Address Line 4:</b>	Cleveland, OHIO 44124		
<b>ATTORNEY DOCKET NUMBER:</b>	Taiyo Merger Assignment		
<b>NAME OF SUBMITTER:</b>	/Daniel J. Whitman/		
<b>SIGNATURE:</b>	/Daniel J. Whitman/		
<b>DATE SIGNED:</b>	07/06/2016		
<b>Total Attachments: 6</b>			
source=Taiyo America Inc.-IL-Merger into PHC FILED#page1.tif			
source=Taiyo America Inc.-IL-Merger into PHC FILED#page2.tif			
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**To all to whom these Presents Shall Come, Greeting:**

*I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that*

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 5 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR TAIYO AMERICA, INC..



**In Testimony Whereof,** I hereto set  
my hand and cause to be affixed the Great Seal of  
the State of Illinois, this 22ND  
day of JUNE A.D. 2016

*Jesse White*



- merger  
5. The consolidation exchange was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions.  
(See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

- a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Taiyo America, Inc.	200,000	200,000

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_  
Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? ☐ Yes ☐ No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated June 14, 2016 PARKER-HANNIFIN CORP.  
Month Day Year Exact Name of Corporation  
[Signature]  
Any Authorized Officer's Signature  
Andrew M. Weeks, VP & Pres.-Hydraulics Group  
Name and Title (type or print)

Dated June 14, 2016 Taiyo America, Inc.  
Month Day Year Exact Name of Corporation  
[Signature]  
Any Authorized Officer's Signature  
Joseph R. Leonti  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month Day Year Exact Name of Corporation  
\_\_\_\_\_  
Any Authorized Officer's Signature  
\_\_\_\_\_  
Name and Title (type or print)

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 20<sup>th</sup> day of May, 2016, by and between Parker-Hannifin Corporation, an Ohio corporation ("Surviving Corporation"), and Taiyo America, Inc., an **Illinois corporation** ("Taiyo"), said entities hereinafter collectively referred to as the "Constituent Entities."

WHEREAS, Parker-Hannifin Corporation as the sole Shareholder of Taiyo, and the Board of Directors of the Surviving Corporation deem it advisable that Taiyo be merged into the Surviving Corporation in accordance with the applicable provisions of the **Illinois Business Corporation Act** and the Ohio General Corporation Law.

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

FIRST: Taiyo shall be merged with and into the Surviving Corporation with the Surviving Corporation surviving the merger.

SECOND: The Amended Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until they shall be amended or repealed as provided therein.

THIRD: The manner of converting the outstanding interests of the sole Shareholder of Taiyo into the share or other securities of the Surviving Corporation shall be as follows:

(a) On the Effective Date (hereinafter defined), the outstanding interests of the sole Shareholder of Taiyo shall be deemed cancelled.

(b) The present holders of the Surviving Corporation's common stock shall continue to hold the same share certificates in the Surviving Corporation that they now hold, and such share certificates shall continue to represent the like number of shares of the Surviving Corporation from and after the Effective Date (hereinafter defined).

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

(a) The Code of Regulations of the Surviving Corporation as it shall exist on the effective date of this Agreement shall be and remain the Code of Regulations of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The Directors and Officers of the Surviving Corporation shall continue in office until the next Annual Meeting of Shareholders and until their successors shall have been elected and qualified.

(c) This merger shall be effective as of **June 30, 2016** (the "Effective Date").

(d) On the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Taiyo shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of Surviving Corporation and Taiyo shall be as effectively the property of Surviving Corporation as they were of Surviving Corporation and Taiyo respectively. Taiyo hereby agrees from time to time, as and when requested by Surviving Corporation 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 Surviving Company may deem necessary or desirable in order to vest in and confirm to Surviving Company title to and possession of any property of Taiyo 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 sole Shareholder of Taiyo and the proper Officers and Directors of Surviving Company are fully authorized in the name of Taiyo or otherwise to take any and all such action.

IN WITNESS WHEREOF, the Constituent Entities have duly executed this Agreement and Plan of Merger.

PARKER-HANNIFIN CORPORATION

By: 

Andrew M. Weeks

Vice President and President-Hydraulics Group

TAIYO AMERICA, INC.

By: Parker-Hannifin Corporation,  
Its Sole Shareholder

By: 

Andrew M. Weeks

Vice President and President-Hydraulics Group