

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM414143

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/31/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hot Rods - Motorcycle & Auto Parts Corporation		03/31/2016	Corporation: IOWA
RECEIVING PARTY DATA			
Name:	C&E Holding Company		
Street Address:	3787 95th Avenue N.E.		
City:	Blaine		
State/Country:	MINNESOTA		
Postal Code:	55014		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2996661		
Registration Number:	2323675	NRB	
Registration Number:	2729456	HOT CAMS	
Registration Number:	2295221		
Registration Number:	1879113	HOT RODS	
CORRESPONDENCE DATA			
Fax Number:	6126046825		
<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:	6126046725		
Email:	trademark@winthrop.com		
Correspondent Name:	Bradley J. Walz		
Address Line 1:	225 South 6th Street		
Address Line 2:	Capella Tower, Suite 3500		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	19690.6		
NAME OF SUBMITTER:	Bradley J. Walz		
SIGNATURE:	/BJW/		

OP \$140.00 2996661

DATE SIGNED:	01/30/2017
---------------------	------------

Total Attachments: 4

source=C&E HOLDING COMPANY Articles of Merger#page1.tif

source=C&E HOLDING COMPANY Articles of Merger#page2.tif

source=C&E HOLDING COMPANY Articles of Merger#page3.tif

source=C&E HOLDING COMPANY Articles of Merger#page4.tif

445033-NS
319457-NS
485872-NS
409716-NS
260204-NS

164288-NS
229446-NS
367450-NS

390056-NS

EXECUTION VERSION

ARTICLES OF MERGER
OF
BEARING CONNECTIONS, INC.
CYLINDER WORKS, INC.
FUEL STAR, INC.
GREENVIEW LEASING, INC.
HOT CAMS, INC.
HOT RODS - MOTORCYCLE & AUTO PARTS CORPORATION
PIVOT WORKS, INC.
VERTEX USA, INC.
WRENCH RABBIT, INC.
INTO
C&E HOLDING COMPANY

March 31, 2016

Pursuant to Section 490 of the Iowa Business Corporation Act (the "IBC"), the undersigned corporations organized and existing under and by virtue of the IBC, does hereby certify as follows:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Bearing Connections, Inc.	Iowa
Cylinder Works, Inc.	Iowa
Fuel Star, Inc.	Iowa
Greenview Leasing, Inc.	Iowa
Hot Cams, Inc.	Iowa
Hot Rods - Motorcycle & Auto Parts Corporation	Iowa
Pivot Works, Inc.	Iowa
Vertex USA, Inc.	Iowa
Wrench Rabbit, Inc.	Iowa
C&E Holding Company	Delaware

16 MAR 31 PM 12:05

SECRETARY OF STATE
IOWA

780192 MERG \$50.00 DIANEZ 081818

SECOND: That the Agreement of Merger, dated as of the date hereof (the "Merger Agreement"), by and among C&E Holding Company, a Delaware corporation, Bearing Connections, Inc., an Iowa corporation, Cylinder Works, Inc., an Iowa corporation, Fuel Star, Inc., an Iowa corporation, Greenview Leasing, Inc., an Iowa corporation, Hot Cams, Inc., an Iowa corporation, Hot Rods - Motorcycle & Auto Parts Corporation, an Iowa corporation, Pivot Works, Inc., an Iowa corporation, Vertex USA, Inc., an Iowa corporation, and Wrench Rabbit, Inc., an Iowa corporation, has been

10

approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with their respective organizational documents and Section 490.1104 of the IBC or Section 252 of the General Corporation Law of the State of Delaware, as applicable.

THIRD: That C&E Holding Company shall be the constituent corporation surviving the merger (the "*Surviving Corporation*") pursuant to the provisions of the IBC.

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of C&E Holding Company from and after the Effective Date (as defined below) of the merger, until amended as provided therein and in accordance with the IBC.

FIFTH: That the Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 3787 95th Avenue N.E., Blaine, Minnesota 55014.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The merger herein certified shall become effective upon the filing of this Articles of Merger (the "*Effective Date*").

EIGHTH: The Secretary of State of Iowa shall mail any notices to the Surviving Corporation at 3787 95th Avenue N.E., Blaine, Minnesota 55014.

IN WITNESS WHEREOF, each of the undersigned entities have caused this Certificate of Merger to be executed on the first date written above.

C&E HOLDING COMPANY

By: Robert A. Langley
Name: Robert A. Langley
Title: Vice President and Secretary

BEARING CONNECTIONS, INC.

By: Robert A. Langley
Name: Robert A. Langley
Title: Vice President and Secretary

CYLINDER WORKS, INC.

By: Robert A. Langley
Name: Robert A. Langley
Title: Vice President and Secretary

FUEL STAR, INC.

By: Robert A. Langley
Name: Robert A. Langley
Title: Vice President and Secretary

GREENVIEW LEASING, INC.

By: Robert A. Langley
Name: Robert A. Langley
Title: Vice President and Secretary

HOT CAMS, INC.

By: Robert A. Langley
Name: Robert A. Langley
Title: Vice President and Secretary

**HOT RODS - MOTORCYCLE & AUTO
PARTS CORPORATION**

By: Robert A. Langley

Name: Robert A. Langley
Title: Vice President and Secretary

PIVOT WORKS, INC.

By: Robert A. Langley

Name: Robert A. Langley
Title: Vice President and Secretary

VERTEX USA, INC.

By: Robert A. Langley

Name: Robert A. Langley
Title: Vice President and Secretary

WRENCH RABBIT, INC.

By: Robert A. Langley

Name: Robert A. Langley
Title: Vice President and Secretary