

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM477232

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	05/26/2018		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
VULCAN PRODUCTS, LTD.		05/26/2018	Corporation:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	PREFERRED COMPOUNDING CORP.		
<b>Street Address:</b>	1020 LAMBERT STREET		
<b>City:</b>	BARBERTON		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44203		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87732921	TROSTEL	
<b>Registration Number:</b>	4090903	RIGHT MIX. RIGHT MATCH.	
<b>Registration Number:</b>	1636147	ATP	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
	<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>	heather.stutz@quarles.com		
<b>Correspondent Name:</b>	HEATHER S. STUTZ, QUARLES & BRADY LLP		
<b>Address Line 1:</b>	411 E. WISCONSIN AVENUE, SUITE 2400		
<b>Address Line 4:</b>	MILWAUKEE, WISCONSIN 53202		
<b>ATTORNEY DOCKET NUMBER:</b>	911144.00007		
<b>NAME OF SUBMITTER:</b>	Heather S. Stutz		
<b>SIGNATURE:</b>	/Heather S. Stutz/		
<b>DATE SIGNED:</b>	06/08/2018		
<b>Total Attachments: 5</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:

"VULCAN PRODUCTS, LTD.", A WISCONSIN CORPORATION, WITH AND INTO "PREFERRED COMPOUNDING CORP." UNDER THE NAME OF "PREFERRED COMPOUNDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 2018, AT 1:22 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SIXTH DAY OF MAY, A.D. 2018 AT 11:59 O'CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

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SR# 20185010212

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

Authentication: 202834931  
Date: 06-06-18

**TRADEMARK**  
**REEL: 006348 FRAME: 0954**

**STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
VULCAN PRODUCTS, LTD.  
(A WISCONSIN CORPORATION)  
WITH AND INTO  
PREFERRED COMPOUNDING CORP.  
(A DELAWARE CORPORATION)**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the “DGCL”), the undersigned, Preferred Compounding Corp., a Delaware corporation (the “Corporation”), does hereby certify to the following with respect to the merger of Vulcan Products, Ltd., a Wisconsin corporation (the “Subsidiary”), with and into the Corporation with the Corporation remaining as the surviving corporation:

**FIRST:** The Corporation was incorporated on May 2, 2002 pursuant to the DGCL in the State of Delaware and the Subsidiary was incorporated on March 7, 1952 pursuant to the Wisconsin Business Corporation Law in the State of Wisconsin.

**SECOND:** The Corporation owns 100% of the issued and outstanding shares of common stock, no par value per share (the “Common Shares”), of the Subsidiary, and the Common Shares constitute all of the issued and outstanding shares of capital stock of the Subsidiary.

**THIRD:** The Board of Directors of the Corporation, by unanimous written consent resolutions duly adopted and approved on May 25, 2018, a copy of which resolutions are set forth on Exhibit A hereto, determined to merge the Subsidiary with and into the Corporation (the “Merger”) pursuant to Section 253 of the DGCL.

**FOURTH:** The Corporation will be the surviving corporation of the Merger.

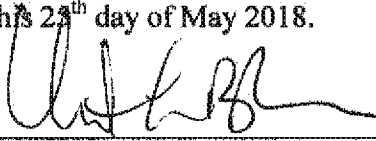
**FIFTH:** The Certificate of Incorporation of the Corporation in effect immediately prior to the Merger will be the certificate of incorporation of the surviving corporation of the Merger.

**SIXTH:** The Merger and this Certificate of Ownership and Merger will become effective as of 11:59 p.m. on May 26, 2018 (the “Effective Time”).

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, this 23<sup>rd</sup> day of May 2018.

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



Kenneth L. Bloom, Chief Executive Officer

**EXHIBIT A**

**RESOLUTIONS OF CORPORATION**

**Approval of Merger**

WHEREAS, immediately following the effectiveness of the Contribution, the Corporation now owns beneficially and of record 22,600 shares of common stock of the Subsidiary, which shares represent all of the issued and outstanding shares of capital stock of the Subsidiary;

WHEREAS, the Board deems it in the best interest of the Corporation to have the Subsidiary merge with and into the Corporation, with the Corporation being the surviving entity in the merger (the "Merger") pursuant to Section 253 of the Delaware General Corporation Law so that the separate existence of the Subsidiary will cease immediately after the Merger becomes effective and the Corporation will continue as the surviving corporation of the Merger;

WHEREAS, an Agreement and Plan of Merger (the "Merger Agreement") by and between the Corporation and the Subsidiary attached hereto as Exhibit A and a Certificate of Ownership and Merger setting forth the material terms of the transactions contemplated by the Merger Agreement (the "Certificate of Merger") attached hereto as Exhibit B have been submitted to the Board; and

WHEREAS, the Board has determined that it is in the best interests of the Corporation to approve the Merger and adopt the Merger Agreement and all agreements, documents and certificates related to such Merger Agreement, including but not limited to the Certificate of Merger required to be filed with the Delaware Secretary of State.

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and hereby is, authorized, adopted and approved.

FURTHER, RESOLVED, that upon the effective time of the Merger, each share of common stock, no par value per share, of the Subsidiary, by virtue of the Merger and without any action on the part of the holders thereof, will be canceled and retired without any payment therefor or conversion thereof.

FURTHER, RESOLVED, that the terms and provisions of the Merger Agreement and the Certificate of Merger, together with any exhibits and ancillary agreements contemplated therein (collectively, the "Transaction Documents") be, and hereby are, authorized, adopted and approved, and that the officers of the Corporation be, and each of them hereby is, acting jointly or singly, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver the Transaction Documents, with such changes therein and additions or amendments thereto as any officer or officers of the Corporation executing the same on behalf of the Corporation will approve, the execution thereof by such officer or officers to be conclusive evidence of such approval, and to file the Certificate of Merger with the Delaware Secretary of State and to perform the Corporation's obligations under the Transaction Documents.

**Omnibus Resolutions**

RESOLVED, that each of the officers of the Corporation is hereby authorized and directed to do and perform any and all acts, including the execution, delivery and filing of any and all instruments, documents and certificates, as such officer deems necessary or advisable, to carry out and perform the purposes and intent of the foregoing resolutions.

RESOLVED, FURTHER, that that any lawful actions taken by the officers and directors of the Corporation prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Corporation.

\* \* \* \* \*