

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM477322

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Western-Cullen-Hayes, Inc.		12/24/1990	Corporation: RHODE ISLAND
RECEIVING PARTY DATA			
Name:	Western-Cullen-Hayes, Inc.		
Street Address:	2700 W 36th Place		
Internal Address:	Suite 3000		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60632		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0852632	DELECTRIC	
CORRESPONDENCE DATA			
Fax Number:	3124635001		
<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:	3124635000		
Email:	bwptotm@bannerwitcoff.com		
Correspondent Name:	Jon O. Nelson		
Address Line 1:	10 S Wacker Drive		
Address Line 2:	Suite 3000		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	010986.76891		
NAME OF SUBMITTER:	Jon O. Nelson		
SIGNATURE:	/Jon O. Nelson/		
DATE SIGNED:	06/08/2018		
Total Attachments: 11			
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Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WESTERN-CULLEN-HAYES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF JULY, A.D. 1990, AT 9 O`CLOCK A.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "WCH, INC." TO "WESTERN-CULLEN-HAYES, INC.", FILED THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1990, AT 10 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1990.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF MAY, A.D. 1991, AT 9 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 1991, AT 9 O`CLOCK A.M.



2235289 8100H
SR# 20180457359

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202028990
Date: 01-24-18

TRADEMARK
REEL: 006403 FRAME: 0339

Delaware

Page 2

The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "WESTERN-CULLEN-HAYES, INC."




Jeffrey W. Bullock, Secretary of State

2235289 8100H
SR# 20180457359

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202028990
Date: 01-24-18

TRADEMARK
REEL: 006403 FRAME: 0340

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CERTIFICATE OF INCORPORATION

OF
WCH, INC.

FILED

JUL 6 1990

Richard Hill
SECRETARY OF STATE

JA

FIRST. The name of the corporation is WCH, Inc.

SECOND. The address of the corporation's registered office in the State of Delaware is 32 Loockerman Square, Suite L-100, in the City of Dover, 19901, County of Kent. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 100,000 shares of Common Stock with the par value \$.01 per share.

Any and all right, title, interest and claim in or to any dividends declared by the corporation, whether in cash, stock or otherwise, which are unclaimed by the stockholder entitled thereto for a period of six years after the close of business on the payment date, shall be and be deemed to be extinguished and abandoned, and such unclaimed dividends in the possession of the corporation, its transfer agents or other agents or depositaries, shall at such time become the absolute property of the corporation, free and clear of any and all claims of any persons whatsoever.

FIFTH. The name and mailing address of the sole incorporator are Karen L. Healy, 7200 Sears Tower, Chicago, Illinois 60606.

SIXTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized:

(1) To adopt, amend or repeal the by-laws of the corporation; and

(2) To provide for the indemnification of directors, officers, management, employees and agents of the corporation, and of persons who serve other enterprises in such or similar capacities at the request of the corporation, to the full extent permitted by the General Corporation Law of Delaware or any other applicable laws, as may from time to time be in effect.

SEVENTH. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

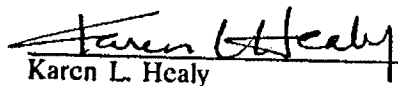
EIGHTH. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

NINTH. Action may be taken by the stockholders of the corporation, without a meeting, by written consent as and to the extent provided at the time by the General Corporation Law of Delaware, provided that the matter to be acted upon by such written consent previously has been approved by the board of directors of the corporation and directed by such board to be submitted to the stockholders for their action thereon by written consent.

TENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement, and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH. The corporation reserves the right to amend its certificate of incorporation, and to thereby change or repeal any provision therein contained from time to time, in the manner prescribed at the time by statute, and all rights conferred upon stockholders by such certificate of incorporation are granted subject to this reservation.

The undersigned, being the sole incorporator hereinabove named, has executed this Certificate of Incorporation this 5th day of July, 1990 thereby acknowledging under penalties of perjury that the foregoing is the act and deed of the undersigned and that the facts stated therein are true.


Karen L. Healy

CERTIFICATE OF OWNERSHIP AND MERGER

OF

WESTERN-CULLEN-HAYES, INC.
(a Rhode Island corporation)

INTO

WCH, INC.
(a Delaware corporation)

WCH, Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the sixth day of July, 1990 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this Corporation owns all of the outstanding shares of the stock of Western-Cullen-Hayes, Inc., a corporation incorporated on the twenty-third day of September, 1977 pursuant to General Laws of the State of Rhode Island.

THIRD: The laws of the State of Rhode Island, the jurisdiction of organization of Western-Cullen-Hayes, Inc., permit the merger of a business corporation of Rhode Island with a business corporation of another jurisdiction.

FOURTH: That this Corporation, by the unanimous written consent of its members, dated December 21, 1990, adopted the following resolutions and determined to merge into itself said Western-Cullen-Hayes, Inc.:

RESOLVED, that Western-Cullen-Hayes, Inc., a Rhode Island corporation and a wholly-owned subsidiary of the Corporation ("Western-Cullen"), be merged with and into the Corporation, pursuant to the provisions of the General Laws of Rhode Island and the General Corporation Law of the State of Delaware (the "Merger"); and

FURTHER RESOLVED, that the effective date of the Merger shall be December 31, 1990 (the "Effective Date"); and

FURTHER RESOLVED, that Article First of the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Date, shall be amended in its entirety on the Effective Date to read as follows: Article FIRST: The name of the corporation is Western-Cullen-Hayes, Inc. and, as so amended, shall be the Certificate of Incorporation of the Corporation surviving the Merger, until duly amended in accordance with the terms thereof and the General Corporation Law of the State of Delaware; and

FURTHER RESOLVED, that the separate existence of Western-Cullen shall cease upon the Effective Date pursuant to the provisions of the General Laws of Rhode Island; and the Corporation shall continue its existence as the surviving Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware; and

FURTHER RESOLVED, that the issued shares of Western-Cullen shall not be converted in any manner, and each such share which is issued as of the Effective Date shall be surrendered and extinguished; and

FURTHER RESOLVED, that the issued shares of the Corporation shall not be converted in any manner, but each said share which is issued as of the Effective Date shall continue to represent one issued share of the Corporation; and

FURTHER RESOLVED, that the proper officers of the Corporation, or any one of them acting alone be, and each of them hereby is, authorized to prepare, execute and acknowledge a Certificate of Ownership and Merger in the form required by the General Corporation Law of the State of Delaware and to file the Certificate of Merger with the Secretary of State of Delaware and to record such certificate in the office of the Recorder of Deeds in Kent County; and

FURTHER RESOLVED, that the proper officers of the Corporation, or any one of them acting alone be, and each of them hereby is, authorized to prepare, execute and acknowledge Articles of Merger in the form required by the General Laws of Rhode Island and to file the Articles of Merger with the Secretary of State of the State of Rhode Island; and

FURTHER RESOLVED, that the proper officers of the Corporation, or any one of them acting alone be, and each of them hereby is, authorized and directed to execute all other agreements, instruments and documents and to do and cause to be done all such further acts and things, as they may deem necessary or advisable to carry out or put into effect the Merger described in these resolutions and to carry into effect the intent and purpose of these resolutions.

IN WITNESS WHEREOF, said WCH, Inc. has caused this Certificate to be signed by Ronald L. McDaniel, its President and attested by Barbara Gulick, its Secretary this 26 day of December, 1990.

WCH, INC.

By: Ronald L. McDaniel
Ronald L. McDaniel, President

ATTEST:

Barbara Gulick
Barbara Gulick, Secretary

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WESTERN-CULLEN-HAYES, INC.**

**Adopted in accordance with the provisions
of Section 242 of the General Corporation
Law of the State of Delaware.**

We, Ronald L. McDaniel, President, and Barbara Gulick, Secretary, of Western-Cullen-Hayes, Inc., a corporation existing under the laws of the state of Delaware, do hereby certify as follows:

FIRST: That the name of the corporation is Western-Cullen-Hayes, Inc.

SECOND: That the date of filing the corporation's original Certificate of Incorporation by the Secretary of State of Delaware was the 6th day of July, 1990, and that the Certificate of Incorporation was amended pursuant to the Certificate of Ownership and Merger filed by the Secretary of State of Delaware on December 24, 1990.

THIRD: That Article FOURTH of the Certificate of Incorporation of said corporation has been amended in its entirety as follows:

FOURTH. The total number of shares of all classes of capital stock which the corporation shall have authority to issue is 200,000, consisting of 100,000 shares of common stock of the par value of \$.01 per share (the "Common Stock") and 100,000 shares of nonvoting common stock of the par value of \$.01 per share (the "Nonvoting Common Stock"). Except as otherwise provided herein, all shares of Common Stock and Nonvoting Common Stock will be identical and will entitle the holders thereof to the same rights and privileges. The holders of Common Stock will be entitled to one vote per share on all matters to be voted on by the corporation's stockholders, and except as otherwise required by law, the holders of Nonvoting Common Stock will have no right to vote their shares of Nonvoting Common Stock on any matters to be voted on by the corporation's stockholders.

FOURTH: That said amendment has been duly adopted in accordance with provisions of the General Corporation Law of the State of Delaware by the written consent of the holders of all outstanding shares of the corporation entitled to vote.

IN WITNESS WHEREOF, Western-Cullen-Hayes, Inc. has caused this Certificate to be signed and attested by its duly authorized officers this 10 day of April, 1991.

WESTERN-CULLEN-HAYES, INC.

By: Ronald L. McDaniel
Ronald L. McDaniel, President

ATTEST:

By: Barbara Gulick
Barbara Gulick, Secretary

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WESTERN-CULLEN-HAYES, INC.**

**Adopted in accordance with the provisions
of Section 242 of the General Corporation
Law of the State of Delaware.**

We, Ronald L. McDaniel, President, and Barbara Gulick, Secretary, of Western-Cullen-Hayes, Inc., a corporation existing under the laws of the state of Delaware, do hereby certify as follows:

FIRST: That the name of the corporation is Western-Cullen-Hayes, Inc.

SECOND: That the date of filing the corporation's original Certificate of Incorporation by the Secretary of State of Delaware was the 6th day of July, 1990, that the Certificate of Incorporation was amended pursuant to the Certificate of Ownership and Merger filed by the Secretary of State of Delaware on December 31, 1990 and the Certificate of Amendment filed by the Secretary of State of Delaware on May 15, 1991.

THIRD: That Article FOURTH of the Certificate of Incorporation of said corporation has been amended in its entirety as follows:

FOURTH. The total number of shares of all classes of capital stock which the corporation shall have authority to issue is 20,000, consisting of 10,000 shares of common stock of the par value of \$.10 per share (the "Common Stock") and 10,000 shares of nonvoting common stock of the par value of \$.10 per share (the "Nonvoting Common Stock"). Except as otherwise provided herein, all shares of Common Stock and Nonvoting Common Stock will be identical and will entitle the holders thereof to the same rights and privileges. The holders of Common Stock will be entitled to one vote per share on all matters to be voted on by the corporation's stockholders, and except as otherwise required by law, the holders of Nonvoting Common Stock will have no right to vote their shares of Nonvoting Common Stock on any matters to be voted on by the

corporation's stockholders. Each share of common stock of the par value of \$.01 per share and each share of nonvoting common stock of the par value of \$.01 per share issued and outstanding at the time the Certificate of Amendment of the Certificate of Incorporation containing this amendment is filed with the Secretary of State of the State of Delaware shall be hereby or automatically changed and reclassified without further action into one-tenth of one fully paid and nonassessable share of Common Stock and one-tenth of one fully paid and nonassessable share of Nonvoting Common Stock, respectively.

FOURTH: That said amendment has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware by the written consent of the holders of all outstanding shares of the corporation entitled to vote.

IN WITNESS WHEREOF, Western-Cullen-Hayes, Inc. has caused this Certificate to be signed and attested by its duly authorized officers this 17th day of December, 1991.

WESTERN-CULLEN-HAYES, INC.

By: Ronald L. McDaniel
Ronald L. McDaniel, President

ATTEST:

By: Barbara Gulick
Barbara Gulick, Secretary

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