

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM518400

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/21/2018
SEQUENCE:	3

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PHMH HOLDING COMPANY		12/21/2018	Corporation:

RECEIVING PARTY DATA

Name:	MORRIS MATERIAL HANDLING, INC.
Street Address:	4401 GATEWAY BLVD
City:	SPRINGFIELD
State/Country:	OHIO
Postal Code:	45502
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1566954	SMARTORQUE

CORRESPONDENCE DATA

Fax Number: 9374496820

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.

Phone: 9374496761

Email: kbrumit@porterwright.com

Correspondent Name: Karen F Brumit

Address Line 1: One South Main Street Ste 1600

Address Line 4: Dayton, OHIO 45402

NAME OF SUBMITTER:	Karen F. Brumit
SIGNATURE:	/Karen F. Brumit/
DATE SIGNED:	04/10/2019

Total Attachments: 3

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Delaware

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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 MERGER, WHICH MERGES:

"PHMH HOLDING COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "MORRIS MATERIAL HANDLING, INC." UNDER THE NAME OF "MORRIS MATERIAL HANDLING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2018, AT 1:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2019.

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




Jeffrey W. Bullock, Secretary of State

2870548 8100M
SR# 20188315079

Authentication: 204165059
Date: 12-21-18

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

TRADEMARK
REEL: 006614 FRAME: 0716

**CERTIFICATE OF OWNERSHIP
MERGING**

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:01 PM 12/21/2018
FILED 01:01 PM 12/21/2018
SR 20180315079 - File Number 2670548

**PHMH Holding Company
(a Delaware corporation)**

INTO

**Morris Material Handling, Inc.
(a Delaware corporation)**

(Parent into subsidiary pursuant to Section 253 of
the General Corporation Law of Delaware)

PHMH Holding Company, a corporation organized and existing under the laws of the
State of Delaware (the "Corporation");

DOES HEREBY CERTIFY:

FIRST: That it was organized on the 28th day of January, 1997, pursuant to the General
Corporation Law of the State of Delaware.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Morris
Material Handling, Inc. a corporation incorporated on the 12th day of March, 1998, pursuant to
the General Corporation Law of the State of Delaware.

THIRD: That its Board of Directors by the unanimous written consent of its members,
filed with the minutes of the Board on the 19th day of December, 2018, determined to merge the
Corporation into said Morris Material Handling, Inc., and did adopt the following resolutions:

RESOLVED, that this Corporation, merge itself into Morris Material Handling,
Inc. a Delaware corporation (the "Surviving Corporation") (the "Merger"),
pursuant to the terms of that certain Agreement and Plan of Merger, dated
December 19, 2018, by and between the Corporation and the Surviving
Corporation (the "Merger Agreement"). Upon consummation of the merger,
Surviving Corporation assumes all of the obligations of PHMH Holding
Company.

NOW, THEREFORE, BE IT RESOLVED, that the Merger Agreement is
hereby approved, and this Corporation shall merge with and into the Surviving
Corporation pursuant to the terms of the Merger Agreement;

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

Upon completion of the merger, each share of common stock of the Corporation issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, retired, and shall cease to exist, and no common stock of the Surviving Corporation will be issued in respect thereof.

FURTHER RESOLVED, that this resolution to merge be submitted to the stockholders of this Corporation, and in the event that the holders of at least a majority of the stock of this Corporation, vote in favor of this resolution that the Merger shall be deemed approved.

FURTHER RESOLVED, that each of the officers of this Corporation is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver the Merger Agreement, to execute and file a certificate of ownership with respect to the Merger with the Secretary of State of Delaware, and to take any and all other actions, including executing, delivering, acknowledging, filing, and recording any and all other instruments, as may be necessary to consummate the Merger pursuant to the terms of the Merger Agreement, hereby ratifying and confirming any such actions that any of such officers may have taken prior to the date of this Action in connection with such transactions.

FURTHER RESOLVED, that the Merger shall become effective on January 1, 2019.

FURTHER RESOLVED, that the Corporation intends that the merger qualify as a tax-free merger pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended.

FOURTH: That this Merger has been adopted by the holders of all of the outstanding shares of stock of this Corporation in writing by action without a meeting, approved, certified, executed and acknowledged by this Corporation in accordance with the laws of the State of Delaware, under which it was organized.

IN WITNESS WHEREOF, said parent corporation has caused this Certificate to be signed by an authorized officer this 19th day of December, 2018.

PHMH HOLDING COMPANY

B

Bernard D'Ambrosi, Jr., President of
PHMH Holding Company

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