

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM518682

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	11/08/2017		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Apache Hose & Belting Company, Inc.		11/08/2017	Corporation: IOWA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Motion Industries, Inc.		
<b>Street Address:</b>	1605 Alton Road		
<b>City:</b>	Birmingham		
<b>State/Country:</b>	ALABAMA		
<b>Postal Code:</b>	35210		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5049063	PAC-WEAR	
<b>Registration Number:</b>	5049062	PAC-WALL	
<b>Registration Number:</b>	4051306		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7709531358		
<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>Phone:</b>	678-384-7443		
<b>Email:</b>	trademarks@hkw-law.com		
<b>Correspondent Name:</b>	Gregory T. Ourada		
<b>Address Line 1:</b>	3350 Riverwood Parkway		
<b>Address Line 2:</b>	Suite 800		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30339		
<b>NAME OF SUBMITTER:</b>	Gregory T. Ourada		
<b>SIGNATURE:</b>	/Gregory T Ourada/		
<b>DATE SIGNED:</b>	04/11/2019		
<b>Total Attachments: 11</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:

"APACHE HOSE & BELTING COMPANY, INC.", AN IOWA CORPORATION, WITH AND INTO "MOTION INDUSTRIES, INC." UNDER THE NAME OF "MOTION INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE EIGHTH DAY OF NOVEMBER, A.D. 2017, AT 4:07 O`CLOCK P.M.

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



  
Jeffrey W. Bullock, Secretary of State

644322 8100M  
SR# 20176999757

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

Authentication: 203555213  
Date: 11-13-17

TRADEMARK  
REEL: 006616 FRAME: 0197

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**of**  
**APACHE HOSE & BELTING COMPANY, INC.**  
**with and into**  
**MOTION INDUSTRIES, INC.**

November 8, 2017

The undersigned corporation, existing under and by virtue of the laws of the State of Delaware,

**DOES HEREBY CERTIFY:**

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

<b>NAME</b>	<b>STATE OF INCORPORATION</b>
Apache Hose & Belting Company, Inc.	Iowa
Motion Industries, Inc.	Delaware

**SECOND:** That Motion Industries, Inc., a Delaware corporation (the "Parent Corporation"), is the owner of all of the issued and outstanding shares of common stock (the "Common Stock"), of Apache Hose & Belting Company, Inc., an Iowa corporation (the "Subsidiary"), having no class of outstanding stock other than the Common Stock.

**THIRD:** That a merger of the Subsidiary with and into the Parent Corporation, with the Parent Corporation as the surviving corporation of the merger, has been approved by the Parent Corporation in accordance with the requirements of Section 253 of the Delaware General Corporation Law (the "DGCL") and the requirements of the Iowa Business Corporation Act, and that a copy of the resolutions adopted by the Board of Directors of the Parent Corporation as of November 8, 2017, approving the merger is attached hereto as Exhibit A.

**FOURTH:** That the name of the surviving corporation of the merger, which shall be a Delaware corporation, is Motion Industries, Inc. (the "Surviving Corporation").

**FIFTH:** That the Certificate of Incorporation of the Parent Corporation shall be the Certificate of Incorporation of the Surviving Corporation;

**SIXTH:** That this Certificate of Ownership and Merger is filed in accordance with Sections 253 and 103 of the DGCL and shall become effective upon filing with the Secretary of State of the State of Delaware.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this certificate to be signed by its authorized officer on the date first above written.

MOTION INDUSTRIES, INC.

By:   
Name: J. Marvin Walker  
Title: V.P. - Finance

[Signature Page to the DE Certificate of Ownership and Merger]

TRADEMARK  
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**EXHIBIT A**

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF MOTION INDUSTRIES, INC.**

(attached)

**UNANIMOUS WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS OF  
MOTION INDUSTRIES, INC.**

Effective as of November 8, 2017, the undersigned, being all of the directors of Motion Industries, Inc., a Delaware corporation (the "Corporation"), do consent to and adopt the following resolutions by unanimous written consent without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law:

**WHEREAS**, the board of directors of the Corporation deems it to be advisable and in the best interest of the Corporation to enter into that certain Agreement and Plan of Merger by and between the Corporation and Apache Hose & Belting Company, Inc., an Iowa corporation ("Apache"), substantially in the form attached hereto as Exhibit A (the "Merger Agreement"), pursuant to which Apache will merge with and into the Corporation (the "Merger");

**NOW, THEREFORE, IT IS RESOLVED**, that the Merger and the form, terms and provisions of the Merger Agreement be, and hereby are, approved and adopted;

**FURTHER RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver the Merger Agreement for, in the name and on behalf of the Corporation;

**FURTHER RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver a Certificate of Ownership and Merger to the Secretary of State of the State of Delaware and Articles of Merger to the Secretary of State of the State of Iowa (together, the "Merger Documents");

**FURTHER RESOLVED**, that the Merger will be effective upon the filing of the Merger Documents with the Secretary of State of the State of Delaware and the Secretary of State of the State of Iowa;

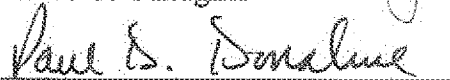
**FURTHER RESOLVED**, that the officers of the Corporation are, and each of them is, hereby authorized to execute, deliver and/or file such documents, contracts, certificates and other instruments, under the seal of the Corporation if required, and to take such other action, as they, or any of them, may deem necessary, advisable, convenient or appropriate to carry out the foregoing resolutions and to fully perform the provisions of any and all documents, contracts, certificates and instruments executed and delivered on behalf of the Corporation pursuant to the foregoing resolutions; and

**FURTHER RESOLVED**, that any and all actions heretofore taken by any director or officer in furtherance of the foregoing resolutions are hereby affirmed, ratified and adopted as acts of the Corporation.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned have executed this consent to be effective as of the date first above written.

  
\_\_\_\_\_  
Thomas C. Gallagher

  
\_\_\_\_\_  
Paul D. Donahue

\_\_\_\_\_  
Timothy P. Breen



IN WITNESS WHEREOF, the undersigned have executed this consent to be effective as of the date first above written.

\_\_\_\_\_  
Thomas C. Gallagher

\_\_\_\_\_  
Paul D. Donahue

*Timothy P. Breen*  
\_\_\_\_\_  
Timothy P. Breen

[Signature Page to the Motion BOD Consent]

**TRADEMARK**  
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**Exhibit A**

**Agreement and Plan of Merger**

**[attached]**

**THIS AGREEMENT AND PLAN OF MERGER** (this "Agreement of Merger"), dated as of November 8, 2017, is made by and between Apache Hose & Belting Company, Inc., an Iowa corporation (the "Merged Entity"), and Motion Industries, Inc., a Delaware corporation ("Motion Industries" and, together with the Merged Entity, the "Constituent Entities").

**WHEREAS**, each of the Constituent Entities has agreed to the merger of the Merged Entity with and into Motion Industries (the "Merger");

**WHEREAS**, the Board of Directors of Motion Industries and the Board of Directors and sole shareholder of the Merged Entity have approved the Merger in accordance with, and no further approval is required under, the Delaware General Corporation Law (the "DGCL") and the Iowa Business Corporation Act (the "IBCA" and, together with the DGCL, the "Codes"); and

**WHEREAS**, the Constituent Entities have agreed to execute this Agreement of Merger as provided under the Codes;

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants herein contained, the Constituent Entities hereby agree as follows:

1. The Merger. Effective as of the time a Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware and Articles of Merger are filed with the Secretary of State of the State of Iowa (the "Effective Time"), in accordance with this Agreement of Merger and the Codes, the Merged Entity shall be merged with and into Motion Industries, the separate existence of the Merged Entity shall cease, and Motion Industries shall continue as the surviving entity (the "Surviving Entity").

2. Effect of the Merger. When the Merger has been effected, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Entities; and all the rights, privileges, powers and franchises of each of the Constituent Entities and all property, real, personal and mixed, including, without limitation, all tax attributes of the Constituent Entities, and all debts due to any of the Constituent Entities on whatever account, as well as stock subscriptions and all other things in action or belonging to any of such entities shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Constituent Entities, and the title to any real estate vested by deed or otherwise, in any of such Constituent Entities, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Entities shall thereafter attach to the Surviving Entity, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and Articles of Merger with the Secretary of State of the State of Iowa in such form as required by, and executed in accordance with, the relevant provisions of the Codes.

4. Certificate of Incorporation; Bylaws and Officers and Directors. The certificate of incorporation of the Surviving Entity shall be the certificate of incorporation of Motion Industries as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the DGCL. The bylaws of the Surviving Entity shall be the bylaws of Motion Industries as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the DGCL. The officers and directors of Motion Industries immediately prior to the Effective Time shall be the officers and directors of the Surviving Entity immediately following the Effective Time, and such persons shall serve in such positions for the terms provided by law or in the constituent documents of the Surviving Entity, or until their respective successors are elected, appointed and qualified, as applicable.

5. Treatment of Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Entities or the holders of any of the shares of capital stock of the Constituent Entities:

(a) Each share of each class or series of capital stock of Motion Industries issued and outstanding, or held in treasury, immediately prior to the Effective Time will remain an identical issued and outstanding, or treasury, share of the Surviving Entity, unaffected by the Merger and held by the person or entity who was the holder of such capital stock immediately prior to the Effective Time.

(b) Each share of each class or series of capital stock of the Merged Entity issued and outstanding immediately prior to the Effective Time will be canceled and no consideration shall be issued in respect thereof.

6. Taking of Necessary Action. Each of the Constituent Entities shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under the Codes or any other applicable laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement of Merger and to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers and franchises of any of the Constituent Entities, the officers and directors of the Surviving Entity are fully authorized in the name any of the Constituent Entities to take all such lawful and necessary actions.

**[SIGNATURE PAGE FOLLOWS]**

**IN WITNESS WHEREOF**, the undersigned have executed this Agreement of Merger as of the date first above written.

**MOTION INDUSTRIES, INC.**

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

Name: J. Marvin Walker

Title: V.P. - Finance

**APACHE HOSE & BELTING COMPANY, INC.**

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

Name: Christopher T. Galla

Title: Vice President