

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM553796

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	11/01/2016

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HIGHLANDS CORPORATION		11/01/2016	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	WARD MANUFACTURING, LLC
<b>Street Address:</b>	117 Gulick Street
<b>City:</b>	Blossburg
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	16912
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

## PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1693976	WARDFLEX
Registration Number:	1596068	WARD
Registration Number:	1619408	TEELOX
Registration Number:	1286830	WARDLOX
Registration Number:	3163991	STEPSAVER
Registration Number:	4989340	WARD
Registration Number:	4998997	WARD MFG
Registration Number:	4942195	WARDFIRE
Registration Number:	5120456	WARDFLEXMAX

## CORRESPONDENCE DATA

Fax Number: 2156894910

*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: 215-979-1817

Email: ccampbell@duanemorris.com

Correspondent Name: Christiane S. Campbell, Esq.

Address Line 1: 30 South 17th Street

Address Line 2: Duane Morris LLP

Address Line 4: Philadelphia, PENNSYLVANIA 19103

CH \$240.00 1693976

<b>NAME OF SUBMITTER:</b>	Christiane S. Campbell
<b>SIGNATURE:</b>	/christiane s. campbell/
<b>DATE SIGNED:</b>	12/18/2019
<b>Total Attachments: 10</b> source=HIGHLANDStoWARD#page1.tif source=HIGHLANDStoWARD#page2.tif source=HIGHLANDStoWARD#page3.tif source=HIGHLANDStoWARD#page4.tif source=HIGHLANDStoWARD#page5.tif source=HIGHLANDStoWARD#page6.tif source=HIGHLANDStoWARD#page7.tif source=HIGHLANDStoWARD#page8.tif source=HIGHLANDStoWARD#page9.tif source=HIGHLANDStoWARD#page10.tif	

**STATE OF DELAWARE  
CERTIFICATE OF MERGER**

**MERGING**

**HIGHLANDS CORPORATION  
(a Delaware corporation)**

**WITH AND INTO**

**WARD MANUFACTURING, LLC  
(a Delaware limited liability company)**

(Pursuant to Title 6, Section 18-209 of the  
Delaware Limited Liability Company Act)

1. The name of the surviving limited liability company is Ward Manufacturing, LLC, a Delaware limited liability company (the "Company").

2. The name of the corporation being merged with and into the Company is Highlands Corporation, a Delaware corporation.

3. An Agreement and Plan of Merger has been approved and executed by each of the business entities which is to merge or consolidate.

4. The name of the surviving limited liability company is Ward Manufacturing, LLC.

5. An Agreement and Plan of Merger is on file at 117 Gulick St., Blossburg, PA 16912, a place of business of the surviving limited liability company.

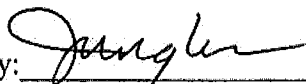
6. The merger shall be effective on November 1, 2016.

7. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be signed by an authorized person this 1<sup>st</sup> day of November, 2016.

WARD MANUFACTURING, LLC

By:   
Name: John M. Spangler

[Signature Page to Certificate of Merger]

TRADEMARK  
REEL: 006818 FRAME: 0500

**AGREEMENT AND PLAN OF MERGER  
OF  
HIGHLANDS CORPORATION  
(a Delaware corporation)  
WITH AND INTO  
WARD MANUFACTURING, LLC  
(a Delaware limited liability company)**

This AGREEMENT AND PLAN OF MERGER, is made and entered into as of this 1<sup>st</sup> day of November, 2016, by and between Highlands Corporation, a Delaware corporation ("Highlands") and Ward Manufacturing, LLC, a Delaware limited liability company ("Ward").

**BACKGROUND**

WHEREAS, the Board of Directors and sole stockholder of Highlands, and the sole member of Ward, deem it advisable and in the best interests of Highlands and Ward, respectively (Highlands and Ward are sometimes referred to herein as the "Constituent Entities"), and their respective stockholder and member, that Highlands merge with and into Ward (the "Merger"), pursuant to this Agreement and Plan of Merger (the "Plan of Merger") and the applicable provisions of the Delaware General Corporation Law (the "DGCL") and the Delaware Limited Liability Company Act (the "DLLCA");

WHEREAS, the respective stockholder and member of Highlands and Ward have approved the Merger; and

WHEREAS, it is intended that the Merger constitute a tax-free liquidation under Section 332 of the U.S. Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the foregoing premises, and in reliance on the respective representations, warranties and covenants contained herein, and for other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

1. Merger. The Constituent Entities shall effect the Merger upon the terms and subject to the conditions set forth in this Plan of Merger.

(a) The Merger. On the Effective Date (as hereinafter defined), Highlands shall be merged with and into Ward pursuant to this Plan of Merger, the separate corporate existence of Highlands shall cease and Ward shall continue as the surviving entity under its name, all upon the terms and subject to the conditions provided for in this Plan of Merger and pursuant to the DGCL and the DLLCA. Ward, as it exists from and after the Effective Date, is sometimes hereinafter referred to as the "Surviving Entity."

(b) Effect of the Merger. The Merger shall have the effect provided therefor by the DGCL and the DLLCA. Without limiting the generality of the foregoing, and subject thereto, on the Effective Date (i) all the rights, privileges, powers and franchises, of a public as well as of a private nature, and all property, real, personal and mixed, and all debts due on whatever account, including without limitation subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to Highlands shall be taken and deemed to be transferred to, and vested in, the Surviving Entity without further act or deed; and all property, rights and 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 Highlands and Ward, (ii) all debts, liabilities, duties and obligations of Highlands and Ward shall become the debts, liabilities, duties and obligations of the Surviving Entity, and (iii) the Surviving Entity shall

shall become the debts, liabilities, duties and obligations of the Surviving Entity, and (iii) the Surviving Entity shall thenceforth be responsible and liable for all the debts, liabilities, duties and obligations of Highlands and Ward and neither the rights of creditors nor any liens upon the property of Highlands or Ward shall be impaired by the Merger, and may be enforced against the Surviving Entity.

(c) Consummation of the Merger. A Certificate of Merger shall be filed with the Secretary of State of the State of Delaware in accordance with the provisions of the DGCL and the DLLCA (the "Certificate of Merger"), and the Merger shall become effective on October 31, 2016 (the "Effective Date").

2. Certificate of Formation: Limited Liability Company Agreement; Directors and Officers. The Certificate of Formation of the Surviving Entity from and after the Effective Time shall be the Certificate of Formation of Ward in effect immediately prior to the Merger and continuing until thereafter amended in accordance with the provisions therein and as provided by the DLLCA. The Limited Liability Company Agreement of the Surviving Entity from and after the Effective Time shall be the Limited Liability Company Agreement of Ward in effect immediately prior to the Merger and continuing until thereafter amended in accordance with its terms and the as provided by the DLLCA. The directors of the Surviving Entity shall be the directors of Ward immediately prior to the Effective Date, in each case until their successors are elected and qualified, and the officers of the Surviving Entity shall be the officers of Ward immediately prior to the Effective Date, in each case until their successors are duly elected and qualified.

3. Cancellation of Highlands Stock. On the Effective Date, by virtue of the Merger and without any action on the part of Highlands or Ward, each issued and outstanding share of stock of Highlands shall automatically be cancelled and retired and will cease to exist, and no consideration will be delivered in exchange therefor.

4. Termination. This Plan of Merger may be terminated at any time on or before the Effective Date by agreement of the member of Ward and the Board of Directors of Highlands.

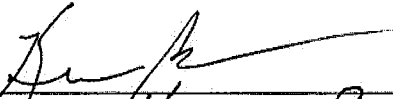
5. Amendment. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

6. Waiver. Any agreement on the part of a party hereto to any extension or waiver shall be valid if set forth in an instrument in writing signed on behalf of such party by a duly authorized officer.

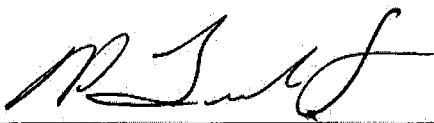
7. Further Assurances. If at any time the Surviving Entity, or its successors or assigns, shall reasonably consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Entity its rights, title or interest in, to or under any of the rights, properties or assets of the Constituent Entities acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, each Constituent Entity and its proper officers, managers and directors shall be deemed to have granted to the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Entity and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and managers of the Surviving Entity are fully authorized in the name of each Constituent Entity or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first written above.

HIGHLANDS CORPORATION

By:   
Name: KEVIN BARRON  
Title: President


WARD MANUFACTURING, LLC

By:   
Name: ARTHUR P GUIDI JR  
Title: President / COO

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

**SOLE STOCKHOLDER:**

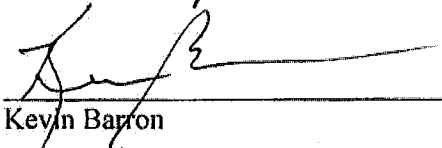
WARD MANUFACTURING, LLC

By:   
Name: ARTHUR P LEWIS  
Title: President / COO

**BOARD OF DIRECTORS:**

\_\_\_\_\_  
Barry A. Crozier

  
\_\_\_\_\_  
John Spangler

  
\_\_\_\_\_  
Kevin Barron



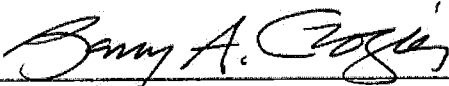
**IN WITNESS WHEREOF**, the undersigned have executed this unanimous written consent as of the date first written above.

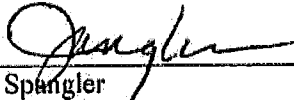
**SOLE STOCKHOLDER:**

WARD MANUFACTURING, LLC

By: \_\_\_\_\_  
Name:  
Title:

**BOARD OF DIRECTORS:**

  
\_\_\_\_\_  
Barry A. Crozler

  
\_\_\_\_\_  
John Spangler

\_\_\_\_\_  
Kevin Barron

[Signature Page to Joint Unanimous Written Consent of the Sole Stockholder and Board of Directors of Highlands Corporation]

**WARD MANUFACTURING, LLC**

**Written Consent  
of the Sole Member**

**October 13, 2016**

In conformity with the Delaware Limited Liability Company Act and the Limited Liability Company Agreement as in effect on the date hereof of Ward Manufacturing, LLC, a Delaware limited liability company (the "Company"), the undersigned, being the sole member of the Company (the "Member"), hereby consents in writing to and adopts the following resolutions and takes the following actions with the same force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Member duly called and convened for such purpose on the date first set forth above, with a full quorum present and acting throughout:

Merger with Highlands Corporation

WHEREAS, the member has been presented with a form of that certain Agreement and Plan of Merger by and between the Company and Highlands Corporation, a Delaware corporation ("Highlands"), (the "Merger Agreement"), whereby Highlands will be merged with and into the Company (the "Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby approved; and

FURTHER RESOLVED, that the terms and provisions of the Merger Agreement, and the transactions contemplated by the Merger Agreement, be, and the same hereby are authorized, adopted and approved in all respects.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has executed this written consent as of the date first written above.

SOLE MEMBER:

HITACHI METALS AMERICA, LTD.

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



Name: *Tomoyuki Hatano*

Title: *President & CEO*

[Signature Page to Written Consent of the Sole Member of Ward Manufacturing, LLC]

TRADEMARK

REEL: 006818 FRAME: 0507

# Delaware

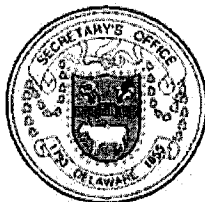
The First State

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 MERGER, WHICH MERGES:

"HIGHLANDS CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "WARD MANUFACTURING, LLC" UNDER THE NAME OF  
"WARD MANUFACTURING, LLC", A LIMITED LIABILITY COMPANY ORGANIZED  
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS  
RECEIVED AND FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF  
NOVEMBER, A.D. 2016, AT 1:25 O'CLOCK P.M.

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



4465236 8100M  
SR# 20166660328

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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 in a small font.

Authentication: 203346940  
Date: 11-16-16

RECORDED: 12/18/2019

TRADEMARK  
REEL: 006818 FRAME: 0508