

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Coleman Powermate Compressors Inc.		12/30/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Coleman Powermate, Inc.
Street Address:	3901 Liberty Street
City:	Aurora
State/Country:	ILLINOIS
Postal Code:	60504
Entity Type:	CORPORATION: NEBRASKA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1480485	PRO-FORCE
Registration Number:	1481391	MAGNA FORCE

CORRESPONDENCE DATA

Fax Number: (312)360-9315
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-360-0080
 Email: tmdocket@gbclaw.net
 Correspondent Name: Greer, Burns & Crain, LTD
 Address Line 1: 300 South Wacker Drive
 Address Line 2: Ste 2500
 Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	4723.80740
NAME OF SUBMITTER:	Lawrence J. Crain

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Signature:	/Lawrence J. Crain/
Date:	09/11/2008
Total Attachments: 8 source=PROFORCE assignment#page1.tif source=PROFORCE assignment#page2.tif source=PROFORCE assignment#page3.tif source=PROFORCE assignment#page4.tif source=PROFORCE assignment#page5.tif source=PROFORCE assignment#page6.tif source=PROFORCE assignment#page7.tif source=PROFORCE assignment#page8.tif	

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
COLEMAN POWERMATE COMPRESSORS, INC.
INTO
COLEMAN POWERMATE, INC.

COLEMAN POWERMATE, INC., a corporation organized and existing under the laws of the State of Nebraska,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the twelfth day of February, 1965, pursuant to the Nebraska Business Corporation Act of the State of Nebraska, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares of the stock of **COLEMAN POWERMATE COMPRESSORS, INC.**, a corporation incorporated on the eighth day of April, 1994, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members on the 27th day of December, 1999, determined to merge into itself said **COLEMAN POWERMATE COMPRESSORS, INC.**

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RESOLVED, that COLEMAN POWERMATE, INC. merge, and it hereby does merge into itself COLEMAN POWERMATE COMPRESSORS, INC., and assumes all of its obligations;

and

FURTHER RESOLVED, that the merger shall be effective on December 30, 1999.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of COLEMAN POWERMATE COMPRESSORS, INC. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 2381 Executive Center Drive, Boca Raton, Florida 33431, Attention: General Counsel until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made personally by delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to COLEMAN POWERMATE, INC. at the above address.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of COLEMAN POWERMATE, INC. at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said COLEMAN POWERMATE, INC. has caused this Certificate to be signed by Steven R. Isko, its Vice President and General Counsel, this 27th day of December, 1999.

COLEMAN POWERMATE, INC.

By Steven R. Isko
Name: Steven R. Isko
Its: Vice President
and General Counsel

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Exhibit A

MERGER AGREEMENT

COLEMAN POWERMATE, INC., a Nebraska corporation (the "Parent"), is the owner of all of the outstanding shares of COLEMAN POWERMATE COMPRESSORS, INC. a Delaware corporation (the "Subsidiary").


In accordance with this Merger Agreement, Parent hereby merges the Subsidiary into the parent pursuant to the laws of Nebraska.

The separate existence of the Subsidiary shall cease upon the effective date of the Merger, and the Parent, as the surviving corporation, shall continue its existence pursuant to the provisions of the Nebraska Business Corporation Act.


Inasmuch as the Parent owns all of the issued and outstanding shares of stock of the Subsidiary, said shares of stock shall be converted into shares of the Parent and no securities, cash, property or rights shall be issued, paid, delivered or granted by the Parent for said shares of Subsidiary, but each said share of stock of the Subsidiary which is issued and outstanding as of the effective date of the Merger shall be surrendered and extinguished. The Parent shall assume all of the liabilities and obligations of the Subsidiary.

(Parent)
COLEMAN POWERMATE, INC.

(Subsidiary)
COLEMAN POWERMATE
COMPRESSORS, INC.



by: Steven R. Isko
its: Vice President and General Counsel



by: Steven R. Isko
its: Vice President and General Counsel

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ARTICLES OF MERGER

OF

COLEMAN POWERMATE COMPRESSORS, INC.
(Subsidiary Corporation)

INTO

COLEMAN POWERMATE, INC.
(Parent Corporation)

Pursuant to the provisions of the Nebraska Business Corporation Act, **COLEMAN POWERMATE, INC.**, (Parent Corporation), a corporation organized under the laws of the State of Nebraska, hereby executes the following Articles of Merger:

1. The name of the surviving corporation is: **Coleman Powermate, Inc.**
2. The name of the subsidiary corporation is: **Coleman Powermate Compressors, Inc.**
3. The surviving corporation owns at least ninety per cent of the outstanding shares of each class of the subsidiary corporation.
4. The plan of merger is as follows:

Coleman Powermate, Inc. is the owner of all of the outstanding shares of stock of Coleman Powermate Compressors, Inc.;

The Board of Directors of Coleman Powermate, Inc. deems it to be in the best interests that Coleman Powermate Compressors, Inc. be merged with and into Coleman Powermate, Inc.;

Coleman Powermate, Inc., as the sole stockholder of Coleman Powermate Compressors, Inc., a Delaware corporation, authorizes the merger of Coleman Powermate Compressors, Inc. with and into the Coleman Powermate, Inc., with Coleman Powermate, Inc. to be the surviving corporation in such merger, and that all of the estate, property, rights, privileges, powers, and franchises of Coleman Powermate Compressors, Inc. be vested in and held and enjoyed by the Parent as fully and entirely and without change or diminution as the same were before held;

FURTHER RESOLVED, that the Parent shall assume all of the obligations of Compressors in the Compressors Merger;

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FURTHER RESOLVED, that this Board of Directors does hereby approve the Compressors Merger Agreement attached hereto as Exhibit A for the purpose of merging Compressors with and into Parent;

FURTHER RESOLVED, that the officers of Parent be, and each of them hereby is, authorized to execute, deliver, acknowledge, file and/or record, in the name and on behalf of Parent, the documents prescribed by the laws of the State of Nebraska and the laws of any other appropriate jurisdiction, in accordance with the Nebraska Business Corporation Act, and to cause the same to be filed with the Secretary of State of Nebraska and a certified copy recorded in the office of the Recorder of Deeds of Adams County, Nebraska and to do all further acts and things whatsoever, whether within or without the State of Nebraska, which may be in any way necessary or proper to effect said merger.

Coleman Powermate, Inc.
(Parent Corporation)


By: Steven K. Isku
Vice President and General Counsel
(Name & Title)

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Exhibit A

MERGER AGREEMENT

COLEMAN POWERMATE, INC., a Nebraska corporation (the "Parent") is the owner of all of the outstanding shares of **COLEMAN POWERMATE COMPRESSORS, INC.**, a Delaware corporation (the "Subsidiary").


In accordance with this Merger Agreement, Parent hereby merges the Subsidiary into the parent pursuant to the laws of Nebraska.


The separate existence of the Subsidiary shall cease upon the effective date of the Merger, and the Parent, as the surviving corporation, shall continue its existence pursuant to the provisions of the Nebraska Business Corporation Act.

Inasmuch as the Parent owns all of the issued and outstanding shares of stock of the Subsidiary, said shares of stock shall be converted into shares of the Parent and no securities, cash, property or rights shall be issued, paid, delivered or granted by the Parent for said shares of Subsidiary, but each said share of stock of the Subsidiary which is issued and outstanding as of the effective date of the Merger shall be surrendered and extinguished. The Parent shall assume all of the liabilities and obligations of the Subsidiary.

(Parent)
COLEMAN POWERMATE, INC.

(Subsidiary)
**COLEMAN POWERMATE
COMPRESSORS, INC.**


by: Steven R. Isko
its: Vice President and General Counsel


by: Steven R. Isko
its: Vice President and General Counsel

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RECORDED: 08/24/2004

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