

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Manitowoc Foodservice Companies, Inc.		12/15/2009	CORPORATION: NEVADA

**RECEIVING PARTY DATA**

Name:	Manitowoc Foodservice Companies, LLC
Street Address:	2400 South 44th Street
City:	Manitowoc
State/Country:	WISCONSIN
Postal Code:	54221-0066
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN

**PROPERTY NUMBERS Total: 33**

Property Type	Number	Word Mark
Registration Number:	2936846	ARCTIC PURE
Registration Number:	1832102	AUCS
Registration Number:	3390376	CHILLZ
Registration Number:	2528210	CVD TECHNOLOGY
Registration Number:	2757637	EKWIC
Registration Number:	2464109	EXPRESS BY KOLPAK
Registration Number:	3604032	FLAV'R PIC
Registration Number:	2313404	FLOMATIC
Registration Number:	2749629	GUARDIAN
Registration Number:	2423754	HARFORD DURACOOOL
Registration Number:	1857605	HYDRO-CHIL
Registration Number:	3350042	ICEPIC

CH \$840.00 2936846

Registration Number:	2270415	KOLPAK
Registration Number:	2515940	KOOLAIRE
Registration Number:	1292069	MANITOWOC
Registration Number:	0858783	MULTIPLEX
Registration Number:	2283733	POINT OF USE
Registration Number:	2154027	POLAR-CHILL
Registration Number:	1804321	SATELLITE
Registration Number:	3421581	QUICKDRAW
Registration Number:	2458492	QUIETQUBE
Registration Number:	1992851	RDI
Registration Number:	2277880	SERVEND
Registration Number:	2816336	
Registration Number:	3072160	SOFT QUBE
Registration Number:	2277871	SURROUNDVIEW
Registration Number:	3700265	MANITOWOC KITCHENOLOGY
Serial Number:	77824408	HARFORD
Serial Number:	77769874	TRUPOUR
Serial Number:	77766759	MCCALL
Serial Number:	77781981	MENUCONNECT
Serial Number:	77941668	TRUFILL
Serial Number:	77849134	INSIGHT

**CORRESPONDENCE DATA**

Fax Number: (312)616-5700  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 312-616-5652  
Email: lsullivan@leydig.com  
Correspondent Name: Lynn A. Sullivan, Leydig Voit & Mayer  
Address Line 1: Two Prudential Plaza, 180 N. Stetson  
Address Line 2: Suite 4900  
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	268761
NAME OF SUBMITTER:	Lynn A. Sullivan
Signature:	/Lynn A. Sullivan/
Date:	04/07/2010

Total Attachments: 6

source=Foodservice merger#page1.tif

source=Foodservice merger#page2.tif

source=Foodservice merger#page3.tif

source=Foodservice merger#page4.tif

source=Foodservice merger#page5.tif

source=Foodservice merger#page6.tif

RECEIVED

DEC 21 2009

WISCONSIN  
DFI

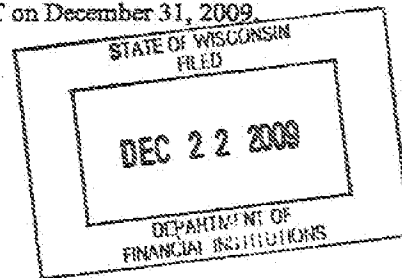
ARTICLES OF MERGER  
OF  
MANITOWOC FOODSERVICE COMPANIES, INC.  
WITH AND INTO  
MANITOWOC FOODSERVICE COMPANIES, LLC

The undersigned limited liability company, in accordance with Section 183.1204 of the Wisconsin Limited Liability Company Act (the "WLLCA"), hereby executes the following Articles of Merger:

- 1. The name, type of entity and jurisdiction of formation of each business entity that is a party to the merger is as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Manitowoc Foodservice Companies, Inc.	Corporation	Nevada
Manitowoc Foodservice Companies, LLC	Limited liability company	Wisconsin

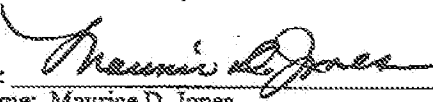
- 2. The name of the surviving entity is Manitowoc Foodservice Companies, LLC.
- 3. The plan of merger is set forth in the Plan of Merger ("Plan of Merger") attached hereto as Exhibit A which is made a part hereof.
- 4. The Plan of Merger was approved and adopted by Manitowoc Foodservice Companies, LLC in accordance with Section 183.1202 of the WLLCA and by Manitowoc Foodservice Companies, Inc. in the manner required by the laws of the State of Nevada.
- 5. Manitowoc Foodservice Companies, Inc. does not have a fee simple ownership interest in Wisconsin real estate.
- 6. The Effective Time of the Merger shall be at 10:57 p.m. CST on December 31, 2009.



Step 4  
Wisconsin Filing  
QB0275371.1

Dated as of the 15 day of December, 2009.

MANITOWOC FOODSERVICE COMPANIES,  
LLC

By:   
Name: Maurice D. Jones  
Title: Vice President and Secretary

This document was drafted by:  
Margaret E.M. Utterback, Esq.  
Quarles & Brady LLP  
33 East Main Street  
Suite 900  
Madison, Wisconsin 53703

Step 4  
Wisconsin Filing  
Q89275371.1

Exhibit A

PLAN OF MERGER  
MERCING  
MANITOWOC FOODSERVICE COMPANIES, INC.  
INTO  
MANITOWOC FOODSERVICE COMPANIES, LLC

THIS PLAN OF MERGER, dated as of December 31, 2009 by and between Manitowoc Foodservice Companies, Inc., a Nevada corporation (the "Corporation"), and Manitowoc Foodservice Companies, LLC, a Wisconsin limited liability company (the "LLC") (the Corporation and the LLC are hereinafter sometimes referred to collectively as the "Constituent Entities").

RECITALS:

WHEREAS, The Manitowoc Company, Inc. ("Parent") owns all of the issued and outstanding stock of the Corporation and the sole membership interest of the LLC;

WHEREAS, the Board of Directors of the Corporation and the sole member of the LLC deem it advisable and in the best interests of the Corporation and Parent that the Corporation merge with and into the LLC for the purpose of changing (i) the State of domicile of the Corporation from Nevada to Wisconsin; and (ii) the status of the Corporation to a limited liability company for business organization on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the laws of the States of Nevada and Wisconsin (the "Merger");

WHEREAS, it is intended that the Plan of Merger shall constitute a plan of reorganization and that the Merger will qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants, conditions and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that the Corporation shall be merged with and into the LLC, and that the terms and conditions of the Merger, the mode of carrying the same into effect and such other matters as are required or permitted to be set forth in the case of a merger pursuant to the laws of the States of Nevada and Wisconsin are as follows:

ARTICLE I  
Merger

At the Effective Time of the Merger (as hereinafter defined), the Corporation and the LLC shall be merged, in accordance with the applicable provisions of the laws of the States of Nevada and Wisconsin by the Corporation merging with and into the LLC. The name of the

Step 4  
QB9275382.1

surviving entity (the "Surviving Entity") is Manitowoc Foodservice Companies, LLC, which is a limited liability company governed by the laws of the State of Wisconsin.

**ARTICLE II**  
**Effective Time**

The Effective Time of the Merger shall be at 10:57 p.m. CST on December 31, 2009.

**ARTICLE III**  
**Conversion and Exchange of Shares**

The manner of converting the shares of each of the Constituent Entities shall be as follows:

- (a) At the Effective Time of the Merger, each share of Common Stock of the Corporation then issued and outstanding shall be retired and cancelled, and no membership interest in the LLC or other consideration shall be issued in exchange therefor.
- (b) At the Effective Time of the Merger, the sole membership interest owned by Parent in the LLC shall continue to be the sole membership interest in the Surviving Entity.

**ARTICLE IV**  
**Articles of Organization: Directors and Officers**

4.1 The Articles of Organization of the LLC, as in effect immediately prior to the Effective Time of the Merger, shall remain the Articles of Organization of the Surviving Entity until amended in accordance with law.

4.2 The duly qualified and acting directors and officers of the Corporation immediately prior to the Effective Time of the Merger shall remain the directors and officers of the Surviving Entity, to hold offices as provided in the Operating Agreement of the Surviving Entity.

**ARTICLE V**  
**Effect of Merger**

The effect of the Merger shall be as provided in Section 92A.250 of the Nevada General Corporation Law and Section 183.1205 of the Wisconsin Limited Liability Company Act.

ARTICLE VI  
Shareholder Approval

6.1 This Plan of Merger shall be submitted for the approval of the shareholder of the Corporation and the sole member of the LLC as provided by the applicable laws of the States of Nevada and Wisconsin.

6.2 If this Plan of Merger is duly adopted by the required votes of such shareholder and member and the Merger is not abandoned, Articles of Merger shall be executed and acknowledged in compliance with the provisions of applicable law and shall be filed with the Offices of the Nevada Secretary of State and the Wisconsin Department of Financial Institutions at such time as may be deemed appropriate by the officers of the Surviving Entity.

ARTICLE VII  
Miscellaneous

7.1 The Surviving Entity shall pay all expenses of carrying this Plan of Merger into effect and accomplishing the Merger.

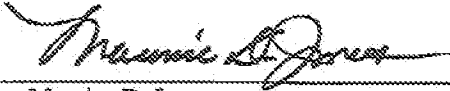
7.2 If at any time, the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest or to perfect or to confirm of record in the Surviving Entity the title to any property or rights of the Corporation, or otherwise to carry out the provisions hereof, the proper officers and directors of the Corporation as of the Effective Time of the Merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity, and otherwise to carry out the provisions of this Plan of Merger.

7.3 The Constituent Entities intend this Plan of Merger to be a Plan of Reorganization within the meaning of Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended.



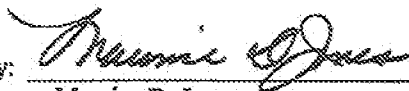
IN WITNESS WHEREOF, this Plan of Merger has been signed on behalf of both of the Constituent Entities by a duly authorized officer all as of the date and year first above written.

MANITOWOC FOODSERVICE COMPANIES,  
INC.

By:   
Name: Maurice D. Jones  
Title: Vice President and Secretary

MANITOWOC FOODSERVICE COMPANIES,  
LLC

By: THE MANITOWOC COMPANY, INC.  
Sole Member

By:   
Name: Maurice D. Jones  
Title: Senior Vice President,  
General Counsel and Secretary