

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/18/1990

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MAPSCO, INC.		04/18/1990	CORPORATION: TEXAS

**RECEIVING PARTY DATA**

Name:	MAPSCO, INC.
Street Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	2863484	GETMAPSCO.COM
Registration Number:	1187587	MAPSCO
Registration Number:	2093148	MAPSCO
Registration Number:	2204579	MAPSCO
Registration Number:	2481429	MAPSCO
Registration Number:	2561224	MAPSCO.COM
Registration Number:	2185408	THE ROADS OF TEXAS

**CORRESPONDENCE DATA**

Fax Number: (215)540-5818  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 215-540-9200  
 Email: bhouwen@howsonandhowson.com  
 Correspondent Name: Stanley B. Kita, Howson & Howson LLP  
 Address Line 1: 501 Office Center Drive

CH \$190.00 2863484

**900199914**

**TRADEMARK  
 REEL: 004606 FRAME: 0348**

Address Line 2: Suite 210  
Address Line 4: Fort Washington, PENNSYLVANIA 19034

ATTORNEY DOCKET NUMBER:	MAPSCO-MERGER
NAME OF SUBMITTER:	Bea Houwen
Signature:	/Bea Houwen/
Date:	08/17/2011

Total Attachments: 7  
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# State of Delaware

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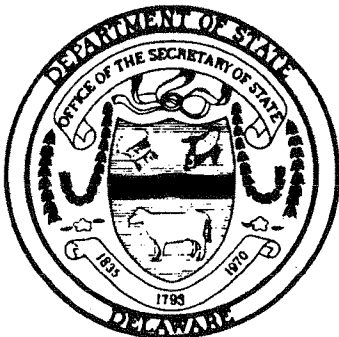
EVELYN T. ALEMAR  
RECORDER



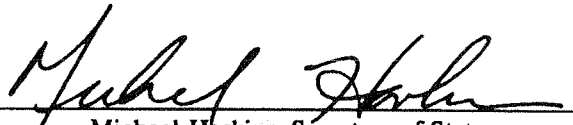
## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF MAPSCO, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING MAPSCO, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF APRIL, A.D. 1990, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



730108006

  
 Michael Harkins, Secretary of State

AUTHENTICATION: 2622519

DATE: 04/18/1990

**FILED**

APR 18 1990

730108004

**CERTIFICATE OF OWNERSHIP  
MERCING  
MAPSCO, INC. (TEXAS)  
INTO  
MAPSCO, INC. (DELAWARE)**

*[Signature]*  
SECRETARY OF STATE  
10 Av

(Pursuant to Section 253 of the Delaware General Corporation Law)

MAPSCO, INC., a Texas corporation, does hereby certify:

**FIRST:** That it is organized and existing pursuant to the provisions of the Texas Business Corporation Act.

**SECOND:** That it owns all of the issued and outstanding shares of the capital stock of MAPSCO, INC., a corporation organized and existing pursuant to the provisions of the General Corporation Law of the State of Delaware.

**THIRD:** That its Board of Directors on April 17, 1990 determined by unanimous consent to merge the corporation into its said wholly-owned subsidiary and did adopt the following resolutions:

**RESOLUTIONS REGARDING REINCORPORATION IN DELAWARE**

"RESOLVED that it is deemed advisable and in the best interest of the Corporation and its shareholder that the Corporation be reincorporated in the State of Delaware pursuant to an Agreement and Plan of Merger ("Plan of Merger"), substantially in the form attached hereto as Exhibit A, providing for the merger of the Corporation with and into Mapsco, Inc., a newly-formed Delaware corporation ("Mapsco-Delaware") which is a wholly-owned subsidiary of the Corporation, and conversion of all outstanding shares of stock of the Corporation into shares of the surviving Mapsco-Delaware; and further

"RESOLVED, that the Secretary of the Corporation is authorized and directed to obtain, by consent of the sole shareholder of the Corporation, shareholder approval of the Plan of Merger and the transactions contemplated thereby; and further

"RESOLVED, that upon such approval the appropriate officers of the Corporation are hereby authorized and directed to execute and deliver the Plan of Merger in substantially the form attached hereto and to execute, deliver and file such other documents, certificates and other instruments, and to take such further actions, as such officers, or any of them, deem necessary or advisable to effect the transactions contemplated by the Plan of Merger and the above resolutions under the laws of Texas and Delaware; and further

"RESOLVED, that the execution and delivery of any document by any officer of the Corporation in the premises shall be conclusive of the approval thereof by such officer and this Board of Directors, and that all actions heretofore and

TRADEMARK

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hereafter taken by the officers of the Corporation in the premises are hereby ratified, approved and confirmed.”


FOURTH: That this merger has been duly approved by the unanimous written consent of the shareholders of the corporation, in accordance with the laws of the State of Texas.

IN WITNESS WHEREOF, this Certificate is executed this 17<sup>th</sup> day of April, 1990.

ATTEST:

MAPSCO, INC.,  
a Texas corporation

  
\_\_\_\_\_  
B.J. Lewis, Assistant Secretary

By   
\_\_\_\_\_  
Choyce Kendrick, President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") dated as of April 17, 1990, made and entered into by and between Mapsco, Inc., a Texas corporation ("Mapsco-Texas"), and Mapsco, Inc., a Delaware corporation which is a wholly-owned subsidiary of Mapsco-Texas ("Mapsco-Delaware"),

### WITNESSETH:

WHEREAS, the Board of Directors of Mapsco-Texas has determined that it is desirable to reincorporate Mapsco-Texas in the State of Delaware by merger with and into Mapsco-Delaware (such merger being hereinafter referred to as the "Merger");

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that Mapsco-Texas shall be merged with and into Mapsco-Delaware upon the terms and conditions hereinafter set forth.

### I. MERGER

1.1. On the effective date of the Merger as provided herein (hereinafter referred to as the "Effective Date"), Mapsco-Texas shall be merged into Mapsco-Delaware, the separate existence of Mapsco-Texas shall cease, and Mapsco-Delaware (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name of Mapsco, Inc. by virtue of, and shall be governed by, the laws of the State of Delaware. The address of the registered office of the Surviving Corporation in the State of Delaware will be Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

1.2. It is intended that the Merger described herein shall qualify as a reorganization within the definition of paragraph (F) of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

### II. ARTICLES OF INCORPORATION AND BYLAWS OF SURVIVING CORPORATION

2.1. The Articles of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of Mapsco-Delaware. Said Certificate of Incorporation is made a part of this Plan of Merger with the same force and effect as if set forth in full herein.

2.2. The By-laws of the Surviving Corporation shall be the By-laws of Mapsco-Delaware as in effect on the date hereof without change, unless and until the same shall thereafter be altered, amended, or repealed in accordance with law and the Certificate of Incorporation and said By-laws of the Surviving Corporation.

### III. EFFECT OF MERGER ON STOCK

3.1. On the Effective Date, each outstanding share of Mapsco-Texas common stock shall be converted into one share of stock of the Surviving Corporation, and certificates representing shares of Mapsco-Texas common stock converted in the Merger will be deemed to represent an equal number of shares of stock of the Surviving Corporation. Certificates representing Mapsco-Texas stock will be replaced by certificates representing stock of the Surviving Corporation only when submitted to the Surviving Corporation with a request that they be so replaced or when they are presented for transfer. It will not be necessary for any holder of the Mapsco-Texas stock so converted to surrender its certificates for new certificates representing stock in the Surviving Corporation.

3.2. On the Effective Date, each share of Mapsco-Delaware common stock, par value \$1.00 per share, owned by Mapsco-Texas and outstanding immediately prior to the Effective Date shall be cancelled, and no new shares of common stock or other securities of the Surviving Corporation shall be issuable with respect thereto.

### IV. CORPORATE EXISTENCE, POWERS AND LIABILITIES OF SURVIVING CORPORATION

4.1. On the Effective Date, the separate existence of Mapsco-Texas shall cease. Mapsco-Texas shall be merged with and into Mapsco-Delaware, the Surviving Corporation, in accordance with the provisions of this Plan of Merger. Thereafter, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, liabilities, and duties of each of the parties to this Plan of Merger; and all the rights, privileges, powers, and franchises of Mapsco-Texas and Mapsco-Delaware, and all property, real, personal, and mixed, and all debts due to each of them on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective constituent entities, and the title to any real estate, whether by deed or otherwise, vested in Mapsco-Texas and Mapsco-Delaware, or either of them, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon the property of shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

4.2. All corporate acts, plans, policies, approvals and authorizations of Mapsco-Texas, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were on Mapsco-Texas.

4.3. Mapsco-Texas agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers,

purposes, franchises, and all other interests, of Mapsco-Texas, or in order otherwise to carry out the intent and purposes of this Plan of Merger.

#### V. OFFICERS AND DIRECTORS OF SURVIVING CORPORATION

5.1. On the Effective Date, the officers and directors of the Surviving Corporation shall be the officers and directors of Mapsco-Delaware in office at such date, and such persons shall thereafter hold office in accordance with the By-laws of the Surviving Corporation.

5.2. If, on the Effective Date, a vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy shall be filled in the manner provided by its By-laws.

#### VI. SHAREHOLDER APPROVAL; EFFECTIVE DATE; AMENDMENT; AND TERMINATION

6.1. This Plan of Merger shall be submitted to the shareholders of both Mapsco-Texas and Mapsco-Delaware as provided by the applicable laws of the States of Texas and Delaware. There shall be required for the approval of this Plan of Merger:

- (a) The affirmative vote of all of the shareholders of Mapsco-Texas; and
- (b) The affirmative vote of the shareholder of Mapsco-Delaware.

Consummation of the Merger shall also be subject to obtaining any other consents or approvals determined by the respective Boards of Directors of Mapsco-Texas and Mapsco-Delaware to be necessary to effect the Merger.

6.2. As promptly as practicable after such shareholder approval and the execution hereof, the respective Boards of Directors of Mapsco-Texas and Mapsco-Delaware will cause their duly authorized officers to make and execute Articles or Certificates of Merger and shall cause same to be filed with the Secretary of State of Delaware and Secretary of State of Texas, respectively, in accordance with the laws of the States of Delaware and Texas. The effective date of the Merger (the "Effective Date") shall be the date on which the Merger becomes effective under the laws of each of Delaware and Texas.

6.3. The Boards of Directors of Mapsco-Texas and Mapsco-Delaware may amend this Plan of Merger at any time prior to the Effective Date, provided that an amendment made subsequent to the approval of this Plan of Merger by the shareholders of Mapsco-Texas and Mapsco-Delaware shall not:

- (a) Alter or change the amount or type of shares of the Surviving Corporation to be received in exchange for or on conversion of the shares of Mapsco-Texas;
- (b) Alter or change any term of the Certificate of Incorporation of the Surviving Corporation; or



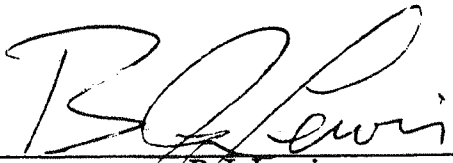
(c) Alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of Mapsco-Texas or Mapsco-Delaware stock.

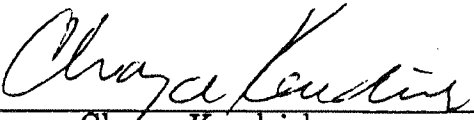
6.4. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Plan of Merger, by the consent of the respective Boards of Directors of Mapsco-Texas and Mapsco-Delaware.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by its Board of Directors, has caused this Plan of Merger to be executed as of the day and year first above written.

ATTEST:


MAPSCO, INC.  
a Texas corporation

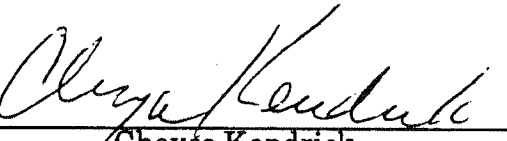
  
\_\_\_\_\_  
B.J. Lewis  
Assistant Secretary

By   
\_\_\_\_\_  
Choyce Kendrick  
President

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MAPSCO, INC.  
a Delaware corporation

  
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By   
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Choyce Kendrick  
President