

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fenner Dunlop (Atlanta), Inc.		07/22/2011	CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	Fenner Dunlop (Atlanta), Inc.		
Street Address:	1000 Omega Drive, Suite 1400		
City:	Pittsburgh		
State/Country:	PENNSYLVANIA		
Postal Code:	15205		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2569038	QUARRY KING	
CORRESPONDENCE DATA			
Fax Number:	7043321197		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(704) 375-0057		
Email:	jsantaniello@slk-law.com		
Correspondent Name:	Joseph J. Santaniello, Esq.		
Address Line 1:	128 South Tryon Street, Suite 1800		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	F65729-061823		
NAME OF SUBMITTER:	Joseph J. Santaniello, Esq.		
Signature:	/s Joseph J. Santaniello, Esq./		
Date:	04/17/2012		

OP \$40.00 2569038

Total Attachments: 8

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Control No.

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on **07/22/2011** converting

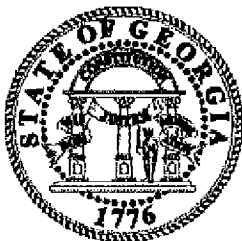
FENNER DUNLOP (ATLANTA), INC.
a Domestic Profit Corporation

to

FENNER DUNLOP (ATLANTA), INC.
a Foreign Non-Qualifying Entity

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on July 22, 2011



Brian P. Kemp
Secretary of State

**CERTIFICATE OF CONVERSION
OF A DOMESTIC CORPORATION
TO A FOREIGN CORPORATION**

Pursuant to Section 14-2-1109.3 of the Official Code of Georgia Annotated, the undersigned corporation executed the following Certificate of Conversion:

- FIRST:** The name of the corporation is Fenner Dunlop (Atlanta), Inc.
- SECOND:** The corporation shall be converted to a Delaware corporation and shall operate in the state of Delaware under the name of Fenner Dunlop (Atlanta), Inc.
- THIRD:** The effective date of the conversion shall be upon filing a Certificate of Conversion with the Georgia and Delaware Secretary of State offices.
- FOURTH:** The Plan of Conversion of the corporation has been adopted by the sole shareholder as required by subsection (c) of Section 14-2-1109.3 of the Official Code of Georgia Annotated.
- FIFTH:** The authority of the corporation's registered agent to accept service on behalf of the corporation is hereby revoked as of the effective date of the conversion and that the Secretary of State is hereby irrevocably appointed as the agent for service of process in any proceeding to enforce any obligation of the corporation arising prior to the effective time of the conversion.
- SIXTH:** The mailing address of the corporation in which a copy of any process served on the Georgia Secretary of State under paragraph (5) of subsection (i) of Section 14-2-1109.3 of the Official Code of Georgia Annotated is 1000 Omega Drive, Suite 1400, Pittsburgh, Pennsylvania 15205.
- SEVENTH:** The Secretary of State of Georgia shall be notified of any change in the corporation's mailing address.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting corporation has executed this Certificate of Conversion this 15th day of July, 2011.

FENNER DUNLOP (ATLANTA), INC.

By: *W. Benjamin Ficklen*
W. Benjamin Ficklen, Secretary/Treasurer

2011 JUL 22 PM 3:25

State of Georgia
Expedite Conversion 1 Page(s)

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A GEORGIA CORPORATION UNDER THE NAME OF "FENNER DUNLOP (ATLANTA), INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JULY, A.D. 2011, AT 10:25 O'CLOCK A.M.

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

5012304 8100V

110834052

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8915507

DATE: 07-20-11

TRADEMARK
REEL: 004758 FRAME: 0252

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "FENNER DUNLOP (ATLANTA), INC." FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JULY, A.D. 2011, AT 10:25 O'CLOCK A.M.

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



5012304 8100V

110834052

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8915507

DATE: 07-20-11

TRADEMARK
REEL: 004758 FRAME: 0253

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:47 AM 07/19/2011
FILED 10:25 AM 07/19/2011
SRV 110834052 - 5012304 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Georgia.
- 2.) The jurisdiction immediately prior to filing this Certificate is Georgia.
- 3.) The date the Non-Delaware Corporation first formed is August 29, 1916.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Fenner Dunlop (Atlanta), Inc.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Fenner Dunlop (Atlanta), Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate on the 15th day of July, 2011.

FENNER DUNLOP (ATLANTA), INC.

By: 

W. Benjamin Ficklen, Secretary/Treasurer

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TRADEMARK
REEL: 004758 FRAME: 0254

CERTIFICATE OF INCORPORATION

OF

FENNER DUNLOP (ATLANTA), INC.

1. The name of the corporation is Fenner Dunlop (Atlanta), Inc.
2. The address of its registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, new Castle County, Delaware 19801. The name of its registered agent at such address is: The Corporation Trust Company.
3. The nature of the business or purpose to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of such shares is \$0.10 amounting in the aggregate to \$100.00.
5. The name and mailing address of each incorporator is as follows:

W. Benjamin Ficklen	8720 Red Oak Boulevard, Suite 510 Charlotte, North Carolina 28217
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The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

Cassandra C. Pan	1000 Omega Drive, Suite 1400 Pittsburgh, Pennsylvania 15205
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William P. Mooney	1000 Omega Drive, Suite 1400 Pittsburgh, Pennsylvania 15205
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Richard J. Perry	Hesslewood Country Office Park Ferryby Road Hessle, East Yorkshire HU13 0PW
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6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

To designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it, but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter (other than the election or removal of directors) expressly required by the General Corporation Law of Delaware to be submitted to stockholders for approval or (ii) adopting, amending or repealing any bylaw of the corporation.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation

or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of the General Corporation Law of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of the General Corporation Law of Delaware order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does hereby make this Certificate, declaring and certifying that the act and deed and the facts herein stated are true, and accordingly have hereunto set his hands this 15th day of July, 2011.



W. Benjamin Ficklen

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