

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

| | | | | |
|----------------------------|-------------------------------------|---------------------------------------|------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | | |
| NATURE OF CONVEYANCE: | MERGER | | | |
| EFFECTIVE DATE: | 09/30/2013 | | | |
| CONVEYING PARTY DATA | | | | |
| | Name | Formerly | Execution Date | Entity Type |
| | Chicago Metallic Company LLC | FORMERLY Chicago Metallic Corporation | 09/30/2013 | LIMITED LIABILITY COMPANY: ILLINOIS |
| RECEIVING PARTY DATA | | | | |
| Name: | Chicago Metallic Company LLC | | | |
| Street Address: | 4849 South Austin Avenue | | | |
| City: | Chicago | | | |
| State/Country: | ILLINOIS | | | |
| Postal Code: | 60638 | | | |
| Entity Type: | LIMITED LIABILITY COMPANY: ILLINOIS | | | |
| PROPERTY NUMBERS Total: 31 | | | | |
| | Property Type | Number | Word Mark | |
| | Registration Number: | 3192242 | QUICK-CLICK | |
| | Registration Number: | 1917599 | INTERFINISH | |
| | Registration Number: | 3240737 | BARRIERGRID | |
| | Registration Number: | 3332293 | METALWOOD | |
| | Registration Number: | 4302973 | EARTHTONES | |
| | Registration Number: | 3275000 | BARRIERPAN | |
| | Registration Number: | 3307969 | POWERBAR | |
| | Registration Number: | 3313292 | SPANFAST | |
| | Registration Number: | 1966265 | CHICAGO METALLIC | |
| | Registration Number: | 1954393 | CMC | |
| | Registration Number: | 954841 | PLANAR | |
| | Registration Number: | 1674777 | PLANAR MACRO | |

| | | |
|----------------------|----------|-------------------------------|
| Registration Number: | 1237046 | PLANAR PLUS |
| Registration Number: | 2037450 | SECURLINE |
| Registration Number: | 3677274 | FAST. EASY. CUSTOMER FOCUSED. |
| Registration Number: | 3684247 | EZ-FLEX |
| Registration Number: | 3684328 | WOODSCENES |
| Registration Number: | 3958249 | METALSCAPES |
| Registration Number: | 3868270 | SPANAIR |
| Registration Number: | 4254287 | BEACH |
| Registration Number: | 4144258 | ELEVATE YOUR CEILINGS |
| Registration Number: | 4129884 | ACCELERATE YOUR PROJECTS |
| Registration Number: | 4144259 | CELEBRATE YOUR SUCCESS |
| Registration Number: | 4322000 | DESIGNER'S CHOICE |
| Registration Number: | 4322047 | WINTER |
| Registration Number: | 4214072 | MACROPLUS |
| Registration Number: | 4234119 | HRCMAX |
| Registration Number: | 4214111 | BEAMGRID |
| Registration Number: | 4271664 | CUBEGRID |
| Registration Number: | 4271665 | GRAPHGRID |
| Serial Number: | 85958740 | ONELOOK |

CORRESPONDENCE DATA

Fax Number: 3122368176
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 312-236-8500`
Email: docket@cookalex.com
Correspondent Name: Cook Alex Ltd.
Address Line 1: 200 West Adams Street
Address Line 2: Suite 2850
Address Line 4: Chicago, ILLINOIS 60606

| | |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 0519-0043 |
| NAME OF SUBMITTER: | Stephen B. Heller |
| Signature: | /Stephen B. Heller/ |
| Date: | 02/13/2014 |

Total Attachments: 7
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TRADEMARK
REEL: 005215 FRAME: 0950

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FORM **BCA 11.39** (rev. Dec. 2003)
ARTICLES OF MERGER
BETWEEN ILLINOIS CORPORATIONS
AND LIMITED LIABILITY COMPANIES
 Business Corporation Act



Secretary of State
 Department of Business Services
 Springfield, IL 62756
 217-782-6961
 www.cyberdriveillinois.com

FILED

PAID

SEP 30 2013

SEP 30 2013

JESSE WHITE
 SECRETARY OF STATE

EXPEDITED
 SECRETARY OF STATE

Remit payment in the form of a check or money order payable to Secretary of State.

The filing fee is \$100, but if merger involves more than two corporations, submit \$50 for each additional corporation.

File # 1048-313-1 Filing Fee: \$ 100.00 Approved: lt

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Names of Corporations and Limited Liability Companies proposing to merge and State or Country of organization or incorporation:

| Name of Corporation Limited Liability Company | State or Country of Organization/Incorporation | Corporation File Number |
|--|---|----------------------------|
| <u>Chicago Metallic Company LLC</u> ^S | <u>Delaware</u> | <u>NR</u> |
| <u>Chicago Metallic Corporation</u> | <u>Illinois</u> | <u>1048-313-1</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

2. The laws of the state or country under which each Corporation and Limited Liability Company are organized, permit such merger.

3. a. Name of Surviving Party: Chicago Metallic Company LLC
 b. Corporation or Limited Liability Company shall be governed by the laws of: Delaware

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:

The Plan of Merger is attached hereto.

5. Plan of merger was approved, as to each Limited Liability Company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows

Mark an "X" in one box only for each Illinois Corporation.

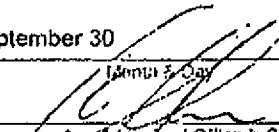
| Name of Corporation: | By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20) | By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 (§11.20) | By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 and §11.20. |
|--------------------------------|--|---|---|
| ✓ Chicago Metallic Corporation | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

6. Not applicable if survivor is an Illinois Corporation or an Illinois Limited Liability Company.

It is agreed that, upon and after the filing of Articles of Merger by the Secretary of State of the State of Illinois:

- a. The surviving Limited Liability Company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving Limited Liability Company.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving Limited Liability Company to accept service of process in any such proceedings, and
- c. The surviving Limited Liability Company will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. a. The undersigned Corporations have caused this statement to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

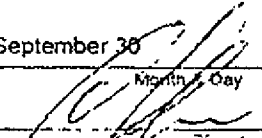
Dated September 30 '13 Chicago Metallic Corporation
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature
Charles L. Jahn, Chairman and CEO
Name and Title (type or print)

Dated _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

7. b. The undersigned Limited Liability Companies have caused this statement to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated September 30 '13 Chicago Metallic Company LLC
Month & Day Year Exact Name of Limited Liability Company

Signature
Charles L. Jahn, Chairman and CEO of CMC Family Holdings, LLC, its sole member
Name and Title (type or print)

Dated _____
Month & Day Year Exact Name of Limited Liability Company

Signature

Name and Title (type or print)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Plan"), dated as of September 30, 2013, executed by Chicago Metallic Company LLC, a Delaware limited liability company (the "LLC"), and Chicago Metallic Corporation, an Illinois corporation (the "Corporation"), for the purpose of merging the Corporation with and into the LLC (the "Merger").

WITNESSETH:

WHEREAS, the LLC desires to succeed to the properties and other assets, and to assume all of the liabilities and obligations, of the Corporation by means of a merger of the Corporation into the LLC; and

WHEREAS, Section 5/11.39 of the Illinois Business Corporation Act of 1983 ("Illinois Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") authorize the merger of the Corporation with and into the LLC.

SECTION 1 THE MERGER

The Corporation shall merge with and into the LLC, with the LLC being the surviving entity in the Merger. The LLC shall file (i) a Certificate of Merger (the "DE Certificate") with the Delaware Secretary of State in accordance with Section 18-209 of the Delaware Act, and (ii) Articles of Merger with the Illinois Secretary of State and make all other filings or recordings required by Illinois Law in connection with the Merger. The Merger shall become effective (i) on September 30, 2013, at 10:00 a.m. Wilmington, Delaware time and (ii) upon completion of all filings required by law to effect the Merger in Delaware (the "Effective Time").

At the Effective Time, the Corporation shall be merged with and into the LLC, whereupon the separate existence of the Corporation shall cease, and the LLC shall be the surviving entity of the Merger (the "Surviving Entity"), and without further transfer, shall succeed to and possess all of the rights, privileges, and powers of the Corporation, and all of the assets and property of whatever kind and character of the Corporation shall vest in the LLC without further act or deed. Thereafter, the LLC, as the Surviving Entity, shall be liable for all of the liabilities and obligations of the Corporation, and any claim or judgment against the Corporation may be enforced against the LLC as the Surviving Entity in accordance with the Illinois Act and the Delaware Act.

SECTION 2 CONVERSION OF SHARES

At the Effective Time, without any further action on behalf of the Corporation, the LLC or the holder of any interest therein, the 145,336 shares of the Corporation then issued and outstanding shall, by virtue of the Merger, be converted into 145,336 membership units, which will constitute all of the outstanding equity securities of the Surviving Entity following the Merger.

Each membership interest in the LLC issued and outstanding immediately prior to the Effective Time shall be extinguished following the Effective Time.

SECTION 3 CERTIFICATE OF FORMATION

The Certificate of Formation of the LLC as in effect immediately prior to the Effective Time shall be the Certificate of Formation of the Surviving Entity from and after the Effective Time.

SECTION 4 OPERATING AGREEMENT

The Operating Agreement of the LLC as in effect immediately prior to the Effective Time shall continue in force and be the Operating Agreement of the Surviving Entity from and after the Effective Time.

SECTION 5 BOARD OF DIRECTORS AND OFFICERS OF SURVIVING ENTITY

Board of Managers. From and after the Effective Time and until their successors shall have been duly elected and qualify, the members of the Board of Managers of the Surviving Entity shall be the members of the Board of Directors of the Corporation immediately prior to the Effective Time.

Officers. From and after the Effective Time and until their successors shall have been duly elected and qualify or until their earlier resignation or removal, the officers of the Surviving Entity shall be the officers of the Corporation immediately prior to the Effective Time.

SECTION 6 TERMINATION

This Plan may be terminated and the Merger abandoned at any time prior to the filing of the Articles of Merger, whether before or after approval of this Agreement by resolution of the board of managers of the LLC, if any circumstances develop which in the opinion of such board of managers make proceeding with the merger inadvisable. In the event of such termination and abandonment, this Plan shall become void and have no effect, without any liability on the part of the Corporation or the LLC or their stockholder, member, directors or officers with respect thereto.

**SECTION 7
AMENDMENT AND MODIFICATION**

✓ This Agreement may be amended, modified or supplemented at any time prior to the filing of the Articles of Merger.

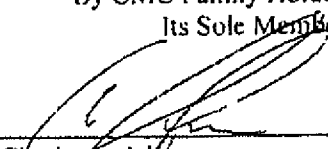
**SECTION 8
GOVERNING LAW**

✓ The Surviving Entity and this Agreement shall be governed by the laws of the State of Delaware.

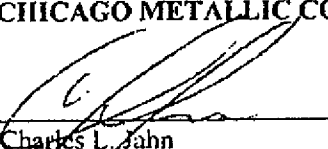
[Signature page follows]

IN WITNESS WHEREOF, the LLC and the Corporation have caused this Plan to be executed as of the date first above written.

CHICAGO METALLIC COMPANY LLC
By CMC Family Holdings, LLC
Its Sole Member

By: 
Name: Charles L. Jahn
Its: Chairman and Chief Executive Officer

CHICAGO METALLIC CORPORATION

By: 
Name: Charles L. Jahn
Its: Chairman and Chief Executive Officer

[CMC Agreement and Plan of Merger Signature Page]