

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM401915

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	04/30/2015		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Trigon International Corporation		04/30/2015	Corporation: ILLINOIS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Trigon International LLC		
<b>Street Address:</b>	4000 Sussex Avenue		
<b>City:</b>	Aurora		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60504		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3180201	TRIGON INTERNATIONAL	
<b>Registration Number:</b>	3212589		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6152482954		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	615-742-7944		
<b>Email:</b>	trademarks@bassberry.com		
<b>Correspondent Name:</b>	Martha B. Allard		
<b>Address Line 1:</b>	150 3rd Ave. S.		
<b>Address Line 2:</b>	Suite 2800		
<b>Address Line 4:</b>	Nashville, TENNESSEE 37201		
<b>ATTORNEY DOCKET NUMBER:</b>	122839-103		
<b>NAME OF SUBMITTER:</b>	Martha B. Allard		
<b>SIGNATURE:</b>	/Martha B Allard/		
<b>DATE SIGNED:</b>	10/13/2016		
<b>Total Attachments: 6</b>			
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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  
 501 S. Second St., Rm. 350  
 Springfield, IL 62756  
 217-782-6961  
 www.cyberdriveillinois.com

**FILED**

APR 30 2015

JESSE WHITE  
 SECRETARY OF STATE

**PAID**

APR 30 2015

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 # 6120-4288 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 or Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
<u>Trigon International Corporation</u>	<u>Illinois</u>	<u>61204288</u>
<u>Trigon International LLC</u>	<u>Delaware</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: Trigon International 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:  
 See attached.

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.
Trigon International 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 is hereby 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 April 30, 2015 Trigon International Corporation  
Month & Day Year Exact Name of Corporation  
**SIGN HERE** [Signature]  
Any Authorized Officer's Signature  
John Manzi, Chief Executive Officer  
Name and Title (type or print)

Dated April 30, 2015 Precision Engineered Products LLC  
Month & Day Year Exact Name of Corporation  
[Signature]  
Any Authorized Officer's Signature  
Thomas Murray, Secretary, Treasurer & CFO  
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 April 30, 2015 Trigon International LLC  
Month & Day Year Exact Name of Limited Liability Company  
**SIGN HERE** [Signature]  
Signature  
John Manzi, Chief Executive Officer  
Name and Title (type or print)

Dated April 30, 2015 Precision Engineered Products LLC  
Month & Day Year Exact Name of Limited Liability Company  
[Signature]  
Signature  
Thomas Murray, Secretary, Treasurer & CFO  
Name and Title (type or print)

## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger made and entered into on this 30<sup>th</sup> day of April, 2015 between (1) Trigon International Corporation, an Illinois corporation ("Corporation"), and (2) Trigon International LLC, a Delaware limited liability company ("LLC").

WHEREAS, Corporation and LLC deem it to be in their common interest for Corporation to merge with and into LLC pursuant to this Plan and Agreement of Merger. (The merger provided for herein is hereinafter referred to as the "Merger.");

WHEREAS, the parties desire that LLC shall be the surviving entity of the Merger; and

WHEREAS, all of the issued and outstanding shares of the Corporation and all of the membership interests of LLC are owned by the same person, namely Precision Engineered Products LLC, a Delaware limited liability company;

WHEREAS, the transactions undertaken by this Plan and Agreement of Merger are intended to qualify as a reorganization pursuant to the provisions of Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, in consideration of the premises and the agreements of the parties herein contained, the parties hereto do hereby agree as follows:

1. Corporation shall be merged with and into LLC in accordance with the provisions of Section 11.39 of the Business Corporation Act of the State of Illinois ("BCA") and Section 209 of the Delaware Limited Liability Company Act ("DLLCA"). LLC shall be the entity which shall survive the Merger and is hereinafter sometimes referred to as the "Surviving Entity".

2. The Merger shall not effect any amendments to the certificate of formation or limited liability company agreement of the LLC. The certificate of formation and limited liability company agreement of LLC shall be and remain the certificate of formation and limited liability company agreement of the Surviving Entity. The officers of the LLC shall be and remain the officers of the Surviving Entity.

3. The effective date and time of the Merger shall be upon filing of a Certificate of Merger with the Delaware Secretary of State and Articles of Merger with the Illinois Secretary of State.

4. Upon the effective date and time of the Merger, by virtue of the Merger, and without any further action being required of the parties hereto:

(i) all shares of Corporation's capital stock issued and outstanding immediately prior to the effective date and time of the Merger shall cease to be issued and outstanding and shall be cancelled, and such shares shall not be converted into, nor shall the holders thereof be entitled to receive, any cash, property, rights, securities or limited liability company interests of LLC or any other person; and

(ii) all limited liability company interests of LLC issued and outstanding immediately prior to the effective date and time of the Merger shall be unaffected by the Merger and shall remain issued and outstanding.

5. Upon the effective date and time of the Merger, the Merger shall have legal effect as provided in Section 11.50 of IBCA and Section 209(g) of DLLCA, as applicable.

6. The Surviving Entity shall maintain a copy of this Plan and Agreement of Merger on file at the following place of business of the Surviving Entity: 110 Frank Mossberg Drive, Attleboro, Massachusetts 02703. A copy of this Plan and Agreement of Merger shall be furnished, on request and without cost, to any stockholder of Corporation and any member of LLC.

7. The Merger contemplated herein shall be upon the conditions precedent that this Plan and Agreement of Merger shall have been approved by the directors and stockholders of Corporation and the members of LLC to the extent and in the manner required by the IBCA and DLLCA.

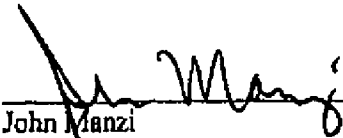
8. Notwithstanding any of the foregoing to the contrary, this Plan and Agreement of Merger may be terminated by the Board of Directors of Corporation and the members of LLC at any time prior to the effective date and time of the Merger, notwithstanding approval of this Plan and Agreement of Merger by the stockholders of Corporation and/or the members of LLC; and in the event of any such termination, this Plan and Agreement of Merger shall become null and void and of no force and effect.

9. This Plan and Agreement of Merger may be executed in several counterparts, each of which shall be deemed to be an original hereof, but all of which counterparts collectively shall constitute one instrument representing the Plan and Agreement of Merger.

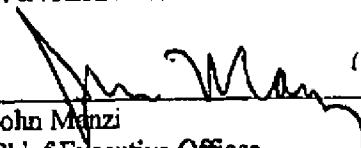
[Signatures appear on following page]

IN WITNESS WHEREOF, the parties hereto, by their respective officers hereunto duly authorized, have executed this Plan and Agreement of Merger as of the date first set forth above.

TRIGON INTERNATIONAL LLC

By:   
Name: John Manzi  
Title: Chief Executive Officer

TRIGON INTERNATIONAL CORPORATION

By:   
Name: John Manzi  
Title: Chief Executive Officer

[Signature page for Plan and Agreement of Merger]

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