



To the Honorable Commissioner of Pat

ached original documents or copy thereof.

101091991

1. Name of conveying party(ies): mk  
Calterm, Inc.  
7-12-99  
 Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State of Nevada  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: APW Tools and Supplies, Inc.  
Internal Address: \_\_\_\_\_  
\_\_\_\_\_  
Street Address:  
6101 North Baker Road  
City:State: Zip: Milwaukee, WI 53209  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporate-State of Wisconsin  
 Other \_\_\_\_\_  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_  
Execution Date: April 26, 1999

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark Registration No.(s)  
1,365,263; 1,365,264; 1,384,041; 1,393,887; 1,901,710;  
1,881,886; 1,911,189; 1,939,241; 1,987,819; 1,889,629;  
1,885,921; 1,902,402; 1,883,437; 1,887,016; 2,007,368;  
2,002,099  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Robert L. Titley  
Internal Address: Quarles & Brady LLP  
\_\_\_\_\_  
Street Address: 411 East Wisconsin Avenue  
\_\_\_\_\_  
City: Milwaukee State: Wisconsin Zip: 53202

6. Total number of applications and registrations involved: 46  
7. Total Fee (37 CFR 3.41) .....\$ 415.00  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number  
17-0055  
(Attach duplicate copy of this page if paying by deposit account)

07/14/1999 DNGUYEN 00000294 170055 1365263

DO NOT USE THIS SPACE

01 FC:481 40.00 CH  
02 FC:482 375.00 CH

9. Statement and signature  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*  
Robert L. Titley                      R.L. Titley                      7/7/99  
Name of person signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments  
Washington, D.C. 20231

**RECEIVED**

**APR 30 1999**

**WISCONSIN  
DFI**

**ARTICLES OF MERGER OF  
CALTERM, INC.  
WITH AND INTO  
APW TOOLS AND SUPPLIES, INC.**

The undersigned corporations, pursuant to Section 180.1105 of the Wisconsin Business Corporation Law and Section 92A.200 of the Nevada Revised Statutes, for the purpose of merging Calterm, Inc. ("Calterm"), a Nevada corporation which is governed by the laws of the State of Nevada, into APW Tools and Supplies, Inc. ("APW"), a Wisconsin corporation which is governed by the laws of the State of Wisconsin and which is the surviving corporation in such merger, hereby execute the following Articles of Merger:

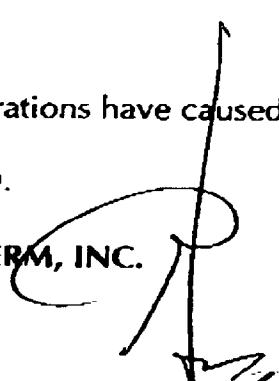
1. A plan of merger has been adopted by Calterm and APW. The plan of merger is set forth in the Plan of Merger attached hereto as Exhibit A, which is made a part hereof.
2. The Plan of Merger was adopted by the Board of Directors of Calterm and approved by the unanimous written consent of the sole stockholder of Calterm in accordance with Section 92A.120 of the Nevada Revised Statutes.
3. The Plan of Merger was adopted by the Board of Directors of APW and approved by the unanimous written consent of the sole shareholder of APW in accordance with Section 180.1103 of the Wisconsin Business Corporation Law.

- 4. Approval of the Plan of Merger by the shareholders of Applied Power Inc., a Wisconsin corporation and the parent of Calterm and APW, was not required.
- 5. The effective date and time of the merger (the "Effective Time") shall be as of 11:59 p.m. CDT on May 2, 1999.


IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed as of the 20<sup>th</sup> day of April, 1999.

**CALTERM, INC.**

By:


  
 Gustav H. P. Boel  
 President

By:


  
 Anthony W. Asmuth III  
 Secretary

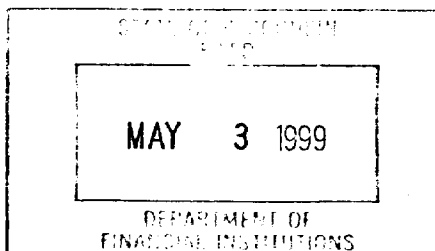
**APW TOOLS AND SUPPLIES, INC.**

By:

  
 Gustav H. P. Boel  
 President

By:

  
 Anthony W. Asmuth III  
 Secretary

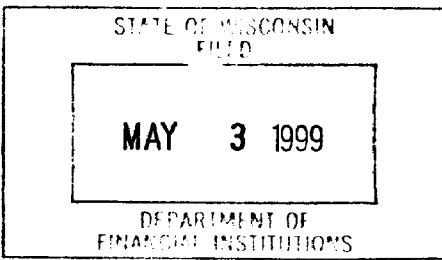


STATE OF WISCONSIN )  
 ) ss.  
Milwaukee COUNTY )

Personally appeared before me this 26<sup>th</sup> day of April, 1999, the above named Gustav H. P. Boel to me known to be the President of Calterm, Inc., a Nevada corporation, and APW Tools and Supplies, Inc., a Wisconsin corporation, and who executed the foregoing instrument and acknowledged the same on behalf of said corporation.

*Arthur A. Knapp*  
Notary Public, State of Wisconsin  
My Commission: 5/20/2001

This document was drafted by:  
Thomas J. Phillips, Esq.  
Quarles & Brady LLP  
411 East Wisconsin Avenue  
Milwaukee, WI 53202-4497



**EXHIBIT A**

**PLAN OF MERGER OF  
CALTERM, INC.  
WITH AND INTO  
APW TOOLS AND SUPPLIES, INC.**

THIS PLAN OF MERGER is made and entered into this 26 day of April, 1999 by and between Calterm, Inc., a Nevada corporation which is governed by the law of Nevada and whose address is 6101 North Baker Road, Milwaukee, Wisconsin 53209 ("Calterm"), and APW Tools and Supplies, Inc., a Wisconsin corporation which is governed by the laws of the State of Wisconsin and whose address is 6101 North Baker Road, Milwaukee, Wisconsin 53209 ("APW"), both of said corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations".

**RECITALS:**

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and generally to the advantage and welfare of each of the Constituent Corporations and their common sole shareholder that Calterm be merged with and into APW on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the laws of the State of Nevada and the State of Wisconsin;

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 Calterm shall be merged with and into APW (the "Merger"), 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 State of Nevada and the State of Wisconsin are as follows:

**ARTICLE I**

**Merger**

At the Effective Time of the Merger (as hereinafter defined), Calterm and APW shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the State of Nevada and the State of Wisconsin, by Calterm merging with and into APW, which shall be the surviving corporation (the "Surviving Corporation").

## ARTICLE II

### Effective Time

The Effective Time of the Merger is hereby designated as 11:59 p.m. CDT May 2, 1999.

## ARTICLE III

### Conversion and Exchange of Shares

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

- (a) At the Effective Time of the Merger, each share of Common Stock of Calterm then issued and outstanding shall without any action on the part of the holder thereof be converted into 1.935511874 shares of stock of the Surviving Corporation.
- (b) At the Effective Time of the Merger, each share of Common Stock of APW then issued and outstanding shall remain one share of Common Stock of the Surviving Corporation.
- (c) No fractional shares of APW Common Stock shall be issued and any fractional share to which any shareholder would otherwise be entitled shall be rounded off to the nearest whole share.

## ARTICLE IV

### Articles of Incorporation; Bylaws; Directors and Officers

4.1 The Articles of Incorporation and Bylaws of APW, as in effect immediately prior to the Effective Time of the Merger, shall remain the Articles of Incorporation and Bylaws of the Surviving Corporation until amended in accordance with law.

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

## ARTICLE V

### Effect of Merger

The effect of the Merger shall be as provided in Section 180.1106 of the Wisconsin Business Corporation Law.

## ARTICLE VI

### Shareholder Approval

6.1 This Plan of Merger shall be submitted for the approval of the common sole shareholder of the Constituent Corporations, Applied Power Inc., as provided by the applicable laws of the State of Nevada and the State of Wisconsin.

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

## ARTICLE VII

### Termination and Abandonment

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

## ARTICLE VIII

### Miscellaneous

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

8.2 If at any time, the Surviving Corporation 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 Corporation the title to any property or rights of Calterm,

or otherwise to carry out the provisions hereof, the proper officers and directors of Calterm 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 Corporation, and otherwise to carry out the provisions of this Plan of Merger.

8.3 The Constituent Corporations intend this Plan of Merger to be a Plan of Reorganization within the meaning 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 Corporations by a duly authorized officer all as of the date and year first above written.

CALTERM, INC.

By:

  
Gustav H. P. Boel  
President

APW TOOLS AND SUPPLIES, INC.

By:

  
Gustav H. P. Boel  
President

