

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/11/1990

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
L.B. White Company, Inc.		01/11/1990	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	L.B. White Company, Inc.
Street Address:	W6636 L.B. White Road
City:	Onalaska
State/Country:	WISCONSIN
Postal Code:	54650
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1426303	L.B. WHITE
Registration Number:	1478533	

CORRESPONDENCE DATA

Fax Number: (612)492-7077
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: ip@fredlaw.com
 Correspondent Name: Dean R. Karau
 Address Line 1: Fredrikson & Byron, P.A.
 Address Line 2: 200 South Sixth Street, Suite 4000
 Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	19972.0004
NAME OF SUBMITTER:	Patricia A. Larson
Signature:	/Patricia A. Larson/

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OP \$65.00 1426303

Date:

02/05/2009

Total Attachments: 10

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**CERTIFICATE OF MERGER
OF
L. B. WHITE COMPANY, INC.
INTO
QUINLISK, INC.**

[Signature]
SECRETARY OF STATE
4:30 PM

Pursuant to section 252 of the Delaware General Corporation Law, Delaware Code, the undersigned corporations execute the following Certificate of Merger:

FIRST: The names of the corporations participating in the merger and the states under the laws of which they are respectively incorporated are as follows:

<u>Name of Corporation</u>	<u>State</u>
L.B. White Company, Inc.	Wisconsin
Quinlisk, Inc.	Delaware

SECOND: A Plan and Agreement of Merger, attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of section 252 of the Delaware General Corporation Law.

THIRD: The Surviving Corporation is Quinlisk, Inc. As a result of the merger, Quinlisk, Inc. will change its name to L.B. White Company, Inc.

FOURTH: The Certificate of Incorporation of Quinlisk, Inc. will be the Certificate of Incorporation of the Surviving Corporation, subject only to the change of name as provided in Article Third above.

FIFTH: The executed Plan and Agreement of Merger is on file at the principal place of business of the Surviving Corporation, located at N5241 Thomas Road, Box 188, Onalaska, Wisconsin 54650. A copy of the Plan and Agreement of Merger will be furnished by Quinlisk, Inc. on request and without cost, to any stockholder of any constituent corporation.

SIXTH: The authorized capital stock of L.B. White Company, Inc. is twenty-five thousand (25,000) shares of Common Stock, par value of one cent (\$.01) per share, and one hundred thousand (100,000) shares of Series A Preferred, par value of one cent (\$.01) per share.

[Separate signature pages follow the conclusion of the text of this Certificate of Merger.]

**THIS IS THE SIGNATURE PAGE FOR QUINLISK, INC.
WITH RESPECT TO THE CERTIFICATE OF MERGER
BETWEEN
L.B. WHITE COMPANY, INC. AND QUINLISK, INC.**

IN WITNESS WHEREOF, said Quinlisk, Inc. has caused this certificate to be signed by Warren W. Quinlisk, its President, and attested by George J. Bushek, its Secretary, this 11th day of January, 1990.

QUINLISK, INC.
a Delaware corporation

By Warren W. Quinlisk
Warren W. Quinlisk
President

ATTEST:

By George J. Bushek
George J. Bushek
Secretary

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement of Merger"), executed this 11th day of January, 1990, prescribes the terms, conditions, and provisions of merger that are deemed necessary and desirable to effectuate the merger of L.B. WHITE COMPANY, INC., a Wisconsin corporation governed by the provisions of Chapter 180 of the Wisconsin Business Corporation Law ("L.B. White"), with and into QUINLISK, INC., a Delaware corporation governed by the provisions of Delaware General Corporation Law ("Quinlisk") in accordance with the provisions of the Delaware General Corporation Law and Chapter 180 of the Wisconsin Business Corporation Law (Quinlisk and L.B. White collectively are sometimes referred to herein as the "Constituent Corporations").

WITNESSETH:

WHEREAS, L.B. White is a corporation duly organized and existing under the laws of the State of Wisconsin, having been incorporated on January 30, 1953; and

WHEREAS, as of the date hereof, L.B. White has a capitalization consisting of twenty-five thousand (25,000) authorized shares of Common Stock, \$.01 par value, of which nine hundred (900) shares are issued and outstanding and one hundred thousand (100,000) authorized shares of Preferred Stock Series A (the "Series A Preferred"), having a par value of \$.01 each, of which 100,000 shares are issued and outstanding and entitled to vote as a class; and

WHEREAS, Quinlisk is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on January 11, 1990; and

WHEREAS, as of the date hereof, Quinlisk has a capitalization consisting of ten thousand (10,000) authorized shares of Common Stock having a par value of \$.01 each, of which one hundred (100) shares are issued and outstanding, and one hundred thousand (100,000) authorized shares of Preferred Stock Series A (the "Series A Preferred") having a par value of \$.01 of which no shares are issued or outstanding; and

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of its Constituent Corporation and its shareholders that the Constituent Corporations merge into a single corporation pursuant to the Plan and Agreement of Merger and the applicable laws of the State of Wisconsin and Delaware; and

WHEREAS, the Constituent Corporations desire to consummate the merger in accordance with the provisions of section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and pursuant to the corresponding provisions of applicable state income tax laws;

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NOW, THEREFORE, the Constituent Corporations agree that L.B. White will be merged with and into Quinlisk, in accordance with the provisions of sections 180.62 to 180.68 of the Wisconsin Business Corporation Law ("WBCL") and the provisions of sections 251 to 262 of the Delaware General Corporation Law ("DGCL") and that the terms and conditions of such merger and the mode of carrying it into effect are, and will be, as hereinafter set forth.

ARTICLE I.

CONSTITUENT CORPORATIONS

The names of the merging corporations (the "Constituent Corporations") are L.B. White Company, Inc., a Wisconsin corporation ("L.B. White") and Quinlisk, Inc., a Delaware corporation ("Quinlisk"). Upon merger the corporate name of Quinlisk will be changed to L.B. White Company, Inc. which will be the name of the Surviving Corporation.

ARTICLE II.

EFFECTIVE DATE

The merger provided for herein will become effective upon the completion of execution and filing of the Certificate of Merger with the Secretary of State of Delaware in accordance with sections 252 and 103 of the DGCL and the execution and filing of the Articles of Merger with the Secretary of State of Wisconsin in accordance with section 180.65 of the WBCL.

The effective date of the merger will be the date on which Articles of Merger and Certificate of Merger are filed as provided above (the "Effective Date"). The Certificate of Merger will in addition be recorded in the Office of the Recorder of New Castle County, Delaware in accordance with section 103 of the DGCL and the Articles of Merger will in addition be recorded in the office of the Register of Deeds of LaCrosse County, Wisconsin, in accordance with section 180.65 of the WBCL.

ARTICLE III.

EFFECT OF MERGER

On the Effective Date, the separate existence of L.B. White will cease and it will be merged with and into Quinlisk (hereinafter sometimes referred to as the "Surviving Corporation"). The Surviving Corporation will succeed to the rights and obligations of the Constituent Corporations only to the extent provided by law, and any outstanding rights for the issuance of the capital stock of L.B. White will terminate and become null and void upon and by reason of the cessation of the existence of L.B. White.

ARTICLE IV.**CERTIFICATE OF INCORPORATION**

The Certificate of Incorporation of Quinlisk in effect as of the date hereof will continue in full force and effect, unchanged by the merger, and will constitute the Certificate of Incorporation of the Surviving Corporation from and after the Effective Date, except that the name of the Surviving Corporation will be changed as provided in Article I and subject to the right of the Surviving Corporation to amend its Certificate of Incorporation in accordance with the laws of the State of Delaware, and the Certificate of Incorporation and Bylaws of said Corporation.

ARTICLE V.**BYLAWS**

The Bylaws of Quinlisk in effect as of the date hereof will continue in full force and effect, unchanged by the merger, and will constitute the Bylaws of the Surviving Corporation from and after the Effective Date, subject to the right of the Surviving Corporation to amend its Bylaws in accordance with the laws of the State of Delaware, and the Certificate of Incorporation and Bylaws of said Corporation.

ARTICLE VI.**CONVERSION OF OUTSTANDING SHARES**

The mode of carrying the merger into effect and the manner and basis of converting the shares of L.B. White into shares of the Surviving Corporation are as follows:

(a) Upon the Effective Date, the nine hundred (900) issued and outstanding shares of Common Stock of L.B. White owned by Warren W. Quinlisk will be converted into nine hundred (900) newly issued, fully paid and nonassessable shares of Common Stock of the Surviving Corporation.

(b) Upon the Effective Date, the one hundred thousand (100,000) issued and outstanding shares of Preferred Stock, Series A of L.B. White owned by Warren W. Quinlisk will be converted into one hundred thousand (100,000) newly issued, fully paid and nonassessable shares of Series A Preferred of the Surviving Corporation.

ARTICLE VII.**OFFICERS AND DIRECTORS**

The officers and directors of Quinlisk as of the Effective Date will serve as the officers and directors of the Surviving Corporation until their successors will have been elected and will qualify or as otherwise provided in the Certificate of Incorporation or Bylaws of the Surviving Corporation.

If, on or after the Effective Date, a vacancy will exist in the Board of Directors of the Surviving Corporation, or in any of the officers specified above, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

ARTICLE VIII.**APPROVAL OF PLAN AND AGREEMENT OF MERGER**

The Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with subsection (c) of 252 of the DGCL, and by L.B. White in accordance with section 180.64 of the WBCL, having been unanimously adopted and approved by the Board of Directors and the affirmative vote of the holders of all of the outstanding capital stock of Quinlisk and of L.B. White.

ARTICLE IX.**RIGHTS OF DISSENTING SHAREHOLDERS AND APPRAISAL RIGHTS**

Notwithstanding anything to the contrary contained herein, any holder of Common Stock of L.B. White who dissents from the merger set forth herein in strict compliance with the procedures set forth in section 180.72 of the WBCL, will be entitled to receive the fair value of his shares in cash in accordance with said section. Any holder of Common Stock of Quinlisk who continuously holds such shares through the effective date of the merger who has neither voted in favor of the merger nor consented thereto in writing pursuant to section 228 of the DGCL will be entitled to an appraisal of the fair value of his or her stock pursuant to section 262 of the DGCL.

ARTICLE X.**STATUTORY AGREEMENTS**

The Surviving Corporation hereby agrees as follows effective the Effective Date pursuant to section 180.68 of the WBCL:

(a) That it may be served with process in Wisconsin in any proceeding for the enforcement of any obligation of L.B. White and in any proceeding for the enforcement of the rights of a dissenting shareholder of L.B. White, if any, against Quinlisk.

(b) That it irrevocably appoints the Secretary of State of Wisconsin as its agent to accept service of process in any such proceeding, and any such process served may be directed by such Secretary of State to L.B. White Company, Inc. at the following address or such other address as Quinlisk may hereafter file with the Secretary of State of Wisconsin:

N5241 Thomas Road
Box 188
Onalaska, Wisconsin 54650

(c) That it would promptly pay to the dissenting shareholders of L.B. White, if any, the amount, if any, to which they would be entitled under the provisions of Chapter 180 of the WBCL with respect to the rights of dissenting shareholders.

ARTICLE XI.

ABANDONMENT

This Plan and Agreement of Merger and the merger contemplated by it may be terminated and abandoned by resolution of the Board of Directors of either Constituent Corporation at any time prior to the Effective Date, and, in such event, the President of the Constituent Corporation so terminating and abandoning this Plan and Agreement of Merger will take any and all steps required pursuant to subsection (e) of section 252 and subsection (d) of section 251 of the DGCL, and section 180.64 of the WBCL to effectuate such termination and abandonment. Pursuant to section 180.66 of the WBCL, if after the filing of the Articles of Merger the merger is abandoned, there shall be executed by the President and the Secretary of each of the Constituent Corporations and shall be sealed with the Corporate Seal of L.B. White Company, Inc., a Certificate of Abandonment setting forth the fact and date of such abandonment and the Certificate of Abandonment will be filed pursuant to section 180.66 of the WBCL. In the event of the termination and abandonment of this Plan and Agreement of Merger pursuant to the foregoing provisions of this Article XI, this Plan and Agreement of Merger will become void and of no further effect without liability on the part of either of the Constituent Corporations or the shareholders, directors, or officers thereof.

IN WITNESS WHEREOF, the undersigned party, being the President of both Constituent Corporations pursuant to the DGCL and the WBCL, does hereby make this Plan and Agreement of Merger, hereby declaring and certifying that this is the act and deed of the Constituent Corporations and the facts herein stated are true, and, accordingly has hereunto set his hand on behalf of each of the Constituent Corporations this 11th day of January, 1990.

L.B. WHITE CO., INC.

By Harvey W. Quinlisk
Its President

ATTEST:

By Joseph A. Beck
Its Secretary

QUINLISK, INC.

By Harvey W. Quinlisk
Its President

ATTEST:

By Joseph A. Beck
Its Secretary

This document was drafted by Oppenheimer Wolff & Donnelly, 1700 First Bank Building, St. Paul, Minnesota 55101.

Certificate of Merger of L.B. White Company, Inc. a corporation organized and existing under the laws of the State of Wisconsin merging with and into the Quinlisk, Inc. a corporation organized and existing under the laws of the State of Delaware under the name of L.B. White Company, Inc. as received and filed in this office the eleventh day of January, A.D. 1990, at 4:30 P.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.