

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/01/1986		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
A & Z Hayward, Inc.		12/01/1986	CORPORATION: RHODE ISLAND
<b>RECEIVING PARTY DATA</b>			
Name:	P & B Manufacturing Co.		
Street Address:	655 WATERMAN AVENUE		
City:	EAST PROVIDENCE		
State/Country:	RHODE ISLAND		
Postal Code:	02914		
Entity Type:	CORPORATION: RHODE ISLAND		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	0511599	HAYWARD	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(401)453-6411		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	401-453-6400		
Email:	kbuchanan@crfllp.com		
Correspondent Name:	Karen A. Buchanan		
Address Line 1:	One Park Row, Suite 300		
Address Line 4:	Providence, RHODE ISLAND 02903		
NAME OF SUBMITTER:	Karen A. Buchanan		
Signature:	/Karen A. Buchanan/		
Date:	01/07/2010		

OP \$40.00 0511599

Total Attachments: 6

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MINUTES OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS AND STOCKHOLDERS OF  
A & Z HAYWARD, INC.

A special meeting of the Board of Directors and Stockholders of A & Z Hayward, Inc. was held at the offices of Robinson & Mascia, 158 Warwick Avenue, Cranston, Rhode Island at 9:00 a.m. on Monday, December 1, 1986. There were present Barry Cohen, Lawrence J. Cohen and Shayle Robinson, comprising the entire membership of the Board of Directors. In addition, Barry Cohen was present in his capacity as President of P & B Manufacturing Co., which corporation is the holder of all the issued and outstanding stock of the corporation.

A Plan of Complete Liquidation of the corporation in accordance with Section 332 of the Internal Revenue Code was proposed as follows:

1. The liquidation shall be made pursuant to a Plan of Complete Liquidation adopted by the Board of Directors and Stockholders.
2. The liquidation shall be made pursuant to Section 332 of the Internal Revenue Code.
3. All of the property of the corporation shall be distributed to P & B Manufacturing Co., the parent corporation.
4. The said distribution of all of the property of the corporation shall be made in the same tax year.
5. P & B Manufacturing Co., the parent corporation, shall assume all the liabilities of the corporation.
6. The distribution shall be in complete cancellation or redemption of all of the stock of the corporation.
7. Any officer of the corporation is authorized and

empowered to prepare and file whatever documents  
may be necessary to effectuate the complete  
liquidation and dissolution of the corporation.  
Considerable discussion ensued.

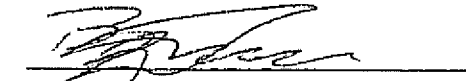
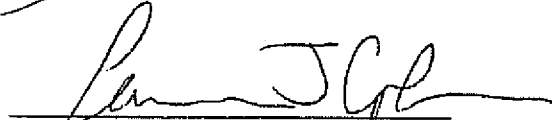

Upon motion duly made and seconded, it was unanimously  
VOTED: That the corporation adopt the Plan of Complete  
Liquidation that was proposed.

There being no further business to come before the  
meeting, it was thereupon voted to adjourn.



Sharyl Robinson,  
Secretary

WAIVER OF NOTICE AND  
APPROVAL OF ACTION:

  
Barry Cohen  
Lawrence J. Cohen  
Sharyl Robinson

MINUTES OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
P & B MANUFACTURING CO.

A special meeting of the Board of Directors of P & B Manufacturing Co. was held at the office of Robinson & Mascia, 158 Warwick Avenue, Cranston, Rhode Island at 11:00 o'clock A.M. on Monday, December 29, 1986.

On roll call there were present Barry Cohen and Pauline E. Cohen, comprising the entire membership of the Board of Directors.

The president reported that on December 1, 1986, at separate special meetings of the stockholders of Impulse Display Makers Inc., Techni-Craft Plating Inc. and A & Z Hayward, Inc., it was voted to dissolve each corporation and to adopt the following Plan of Complete Liquidation:

1. The liquidation shall be made pursuant to a Plan of Complete Liquidation adopted by the Board of Directors and Stockholders.
2. The liquidation shall be made pursuant to Section 332 of the Internal Revenue Code.
3. All of the property of the corporation shall be distributed to P & B Manufacturing Co., the parent corporation.
4. The said distribution of all of the property of

the corporation shall be made in the same tax year.

5. P & B Manufacturing Co., the parent corporation, shall assume all the liabilities of the corporation.
6. The distribution shall be in complete cancellation or redemption of all of the stock of the corporation.
7. Any officer of the corporation is authorized and empowered to prepare and file whatever documents may be necessary to effectuate the complete liquidation and dissolution of the corporation.

The president reported as follows:

- A. The distribution of all of the property of each corporation to P & B Manufacturing Co. had been completed.
- B. Each of the three corporations had filed Statements of Intent to Dissolve by Act of the Corporation with the Office of Secretary of State.
- C. As soon as final tax returns had been filed, Articles of Dissolution would be filed for each of the three corporations.

Considerable discussion took place on the subject of dividends.

Upon motion duly made and seconded, it was unanimously  
VOTED: That a dividend be and hereby is declared  
payable immediately in shares of stock as follows:

ONE: Each stockholder of record of P & B Manufacturing  
Co. as of December 15, 1986 to receive 2.828 shares of  
Impulse Display Makers Inc. stock per share of P & B  
Manufacturing Co. stock owned.

TWO: Each stockholder of record of P & B Manufacturing  
Co. as of December 15, 1986 to receive 1.336 shares of  
A & Z Hayward, Inc. stock per share of P & B Manufacturing Co.  
stock owned.

THREE: Each stockholder of record of P & B Manufacturing  
Co. as of December 15, 1986 to receive 1.562 shares of  
Techni-Craft Plating Inc. stock per share of P & B  
Manufacturing Co. stock owned.

FOUR: Each stockholder of record of P & B Manufacturing  
Co. as of December 15, 1986 to receive .0328125 shares of  
P & B Jewelry Export Corporation stock per share of P & B  
Manufacturing Co. stock owned.

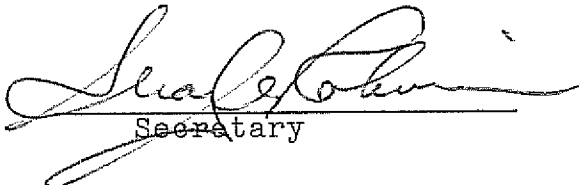
The president stated that he thought it would be in the  
best interest of the corporation and its stockholders to  
elect to be treated as an "S Corporation".

Considerable discussion ensued.

Upon motion duly made and seconded, it was unanimously  
VOTED: That the president or any other officer be and

he hereby is authorized to file on behalf of the corporation, Department of the Treasury, Internal Revenue Service Form 2553, for the election to be treated as an "S Corporation" under section 1362 of the Internal Revenue Code.

There being no further business to come before the meeting, it was thereupon voted to adjourn.

  
Secretary

WAIVER OF NOTICE AND  
APPROVAL OF ACTION:

Barry Cohen

Pauline E. Cohen  
Pauline E. Cohen