

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2009
CONVEYING PARTY DATA	
Name	Execution Date
Manitowoc Crane Companies, Inc.	12/15/2009
RECEIVING PARTY DATA	
Name:	Manitowoc Crane Companies, LLC
Street Address:	2400 South 44th Street
City:	Manitowoc
State/Country:	WISCONSIN
Postal Code:	54221-0066
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	7546928
CORRESPONDENCE DATA	
Fax Number:	8013557901
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(801) 355-7900
Email:	jlofgran@brinkshofer.com
Correspondent Name:	Steven P. Shurtz
Address Line 1:	222 S. Main Street, Suite 1930
Address Line 4:	Salt Lake City, UTAH 84101-2194
ATTORNEY DOCKET NUMBER:	3380-468
NAME OF SUBMITTER:	Steven P. Shurtz
Total Attachments: 8 source=MCC LLC#page1.tif source=MCC LLC#page2.tif source=MCC LLC#page3.tif	

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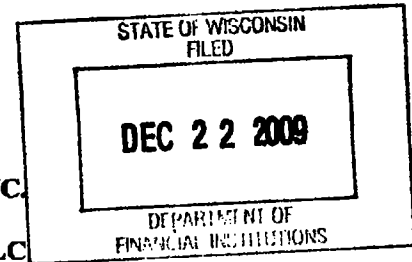
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ARTICLES OF MERGER
OF
MANITOWOC CRANE COMPANIES, INC.
WITH AND INTO
MANITOWOC CRANE COMPANIES, LLC



The undersigned limited liability company, in accordance with Section 183.1204 of the Wisconsin Limited Liability Company Act (the "WLLCA"), hereby executes the following Articles of Merger:

1. The name, type of entity and jurisdiction of formation of each business entity that is a party to the merger is as follows:


<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Manitowoc Crane Companies, Inc.	Corporation	Nevada
Manitowoc Crane Companies, LLC	Limited liability company	Wisconsin

2. The name of the surviving entity is Manitowoc Crane Companies, LLC.
3. The plan of merger is set forth in the Plan of Merger ("Plan of Merger") attached hereto as Exhibit A which is made a part hereof.
4. The Plan of Merger was approved and adopted by Manitowoc Crane Companies, LLC in accordance with Section 183.1202 of the WLLCA and by Manitowoc Crane Companies, Inc. in the manner required by the laws of the State of Nevada.
5. Manitowoc Crane Companies, Inc. does have a fee simple ownership interest in Wisconsin real estate.
6. The Effective Time of the Merger shall be at 10:57 p.m. CST on December 31, 2009.

Step 5
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Dated as of the 15 day of December, 2009.

MANITOWOC CRANE COMPANIES, LLC

By: 
Name: Maurice D. Jones
Title: Vice President and Secretary

This document was drafted by:
Margaret E.M. Utterback, Esq.
Quarles & Brady LLP
33 East Main Street
Suite 900
Madison, Wisconsin 53703

Step 5
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Exhibit A

PLAN OF MERGER
MERGING
MANITOWOC CRANE COMPANIES, INC.
INTO
MANITOWOC CRANE COMPANIES, LLC

THIS PLAN OF MERGER, dated as of December 31, 2009 by and between Manitowoc Crane Companies, Inc., a Nevada corporation (the "Corporation"), and Manitowoc Crane Companies, LLC, a Wisconsin limited liability company (the "LLC") (the Corporation and the LLC are hereinafter sometimes referred to collectively as the "Constituent Entities").

RECITALS:

WHEREAS, The Manitowoc Company, Inc. ("Parent") owns all of the issued and outstanding stock of the Corporation and the sole membership interest of the LLC;

WHEREAS, the Board of Directors of the Corporation and the sole member of the LLC deem it advisable and in the best interests of the Corporation and Parent that the Corporation merge with and into the LLC for the purpose of changing (i) the State of domicile of the Corporation from Nevada to Wisconsin; and (ii) the status of the Corporation to a limited liability company for business organization on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the laws of the States of Nevada and Wisconsin (the "Merger");

WHEREAS, it is intended that the Plan of Merger shall constitute a plan of reorganization and that the Merger will qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

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 the Corporation shall be merged with and into the LLC, 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 States of Nevada and Wisconsin are as follows:

ARTICLE I
Merger

At the Effective Time of the Merger (as hereinafter defined), the Corporation and the LLC shall be merged, in accordance with the applicable provisions of the laws of the States of

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Nevada and Wisconsin by the Corporation merging with and into the LLC. The name of the surviving entity (the "Surviving Entity") is Manitowoc Crane Companies, LLC, which is a limited liability company governed by the laws of the State of Wisconsin.

ARTICLE II
Effective Time

The Effective Time of the Merger shall be at 10:57 p.m. CST on December 31, 2009.

ARTICLE III
Conversion and Exchange of Shares

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

- (a) At the Effective Time of the Merger, each share of Common Stock of the Corporation then issued and outstanding shall be retired and cancelled, and no membership interest in the LLC or other consideration shall be issued in exchange therefor.
- (b) At the Effective Time of the Merger, the sole membership interest owned by Parent in the LLC shall continue to be the sole membership interest in the Surviving Entity.

ARTICLE IV
Articles of Organization; Directors and Officers

4.1 The Articles of Organization of the LLC, as in effect immediately prior to the Effective Time of the Merger, shall remain the Articles of Organization of the Surviving Entity until amended in accordance with law.

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

ARTICLE V
Effect of Merger

The effect of the Merger shall be as provided in Section 92A.250 of the Nevada General Corporation Law and Section 183.1205 of the Wisconsin Limited Liability Company Act.

ARTICLE VI
Shareholder Approval

6.1 This Plan of Merger shall be submitted for the approval of the shareholder of the Corporation and the sole member of the LLC as provided by the applicable laws of the States of Nevada and Wisconsin.

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

ARTICLE VII
Miscellaneous

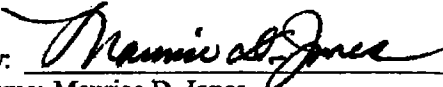
7.1 The Surviving Entity shall pay all expenses of carrying this Plan of Merger into effect and accomplishing the Merger.

7.2 If at any time, the Surviving Entity 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 Entity the title to any property or rights of the Corporation, or otherwise to carry out the provisions hereof, the proper officers and directors of the Corporation 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 Entity, and otherwise to carry out the provisions of this Plan of Merger.

7.3 The Constituent Entities intend this Plan of Merger to be a Plan of Reorganization within the meaning of Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended.

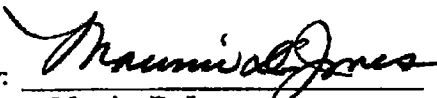
IN WITNESS WHEREOF, this Plan of Merger has been signed on behalf of both of the Constituent Entities by a duly authorized officer all as of the date and year first above written.

MANITOWOC CRANE COMPANIES, INC.

By: 
Name: Maurice D. Jones
Title: Vice President and Secretary

MANITOWOC CRANE COMPANIES, LLC

By: THE MANITOWOC COMPANY, INC.
Sole Member

By: 
Name: Maurice D. Jones
Title: Senior Vice President,
General Counsel and Secretary

Sec. 183.0202
Wis. Stats.



State of Wisconsin
Department of Financial Institutions

ARTICLES OF ORGANIZATION - LIMITED LIABILITY COMPANY

Executed by the undersigned for the purpose of forming a Wisconsin Limited Liability Company under Chapter 183 of the Wisconsin Statutes:

- Article 1. **Name of the limited liability company:**
Manitowoc Crane Companies, LLC
- Article 2. **The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.**
- Article 3. **Name of the initial registered agent:**
CSC-LAWYERS INCORPORATING SERVICE COMPANY
- Article 4. **Street address of the initial registered office:**
8040 Excelsior Drive, Suite 400
Madison, WI 53717
United States of America
- Article 5. **Management of the limited liability company shall be vested in:**
A member or members
- Article 6. **Name and complete address of each organizer:**
Cynthia Zdrojewski Jorgensen
411 East Wisconsin Avenue
Suite 2040
Milwaukee, WI 53202
United States of America
- Other Information. **This document was drafted by:**
Margaret E.M. Utterback

Organizer Signature:
Cynthia Zdrojewski Jorgensen

Date & Time of Receipt:
12/14/2009 4:21:46 PM

Credit Card Transaction Number:

200912142066721

**ARTICLES OF ORGANIZATION - Limited Liability
Company(Ch. 183)**

Filing Fee: \$130.00

Total Fee: \$130.00

ENDORSEMENT**State of Wisconsin
Department of Financial Institutions**

EFFECTIVE DATE		
12/14/2009		

FILED 12/14/2009	Entity ID Number M076560
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