

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT6624390

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2017

CONVEYING PARTY DATA

Name	Execution Date
HAYNES CORPORATION	12/18/2017

RECEIVING PARTY DATA

Name:	PROGRESS RAIL SERVICES CORPORATION
Street Address:	1600 PROGRESS DRIVE
City:	ALBERTVILLE
State/Country:	ALABAMA
Postal Code:	35950

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	15491196

CORRESPONDENCE DATA

Fax Number: (309)675-1236

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.

Phone: (309) 675-8091

Email: Mayernich_Linda_L@cat.com

Correspondent Name: CATERPILLAR INC.

Address Line 1: 100 NE ADAMS STREET

Address Line 2: AH9510

Address Line 4: PEORIA, ILLINOIS 61629-9510

ATTORNEY DOCKET NUMBER:	16-2336-63048
NAME OF SUBMITTER:	LINDA L. MAYERNICH
SIGNATURE:	/Linda L. Mayernich/
DATE SIGNED:	03/26/2021

Total Attachments: 14

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**CERTIFICATE OF MERGER
OF**

**HAYNES CORPORATION,
a Florida corporation,
SUBSIDIARY CORPORATION**

**WITH AND INTO
PROGRESS RAIL SERVICES CORPORATION,
an Alabama corporation,
PARENT CORPORATION**

Alabama Sec. Of State	Merger 001-504	Date 12/20/2017	Time 14:59	File \$100.00	Ackn \$.00	Exp \$100.00	Total \$200.00
			14 PM				06/005

Pursuant to the provisions of Sections 10A-1-8.02 and 10A-2-11.05 of the Alabama Business and Nonprofit Entity Code, the undersigned surviving domestic corporation and merging foreign corporation do hereby certify as follows:

1. The name, type of organization, jurisdiction and date of formation or organization of the **merging entity** (this is the entity which will cease to exist/terminate) are as follows:

Haynes Corporation, a Florida corporation (“Haynes”), was incorporated on June 9, 2000 by filing its articles of organization with the Florida Department of State. The public office and address of such office where such formation document was filed is: Florida Department of State, Division of Corporations, Clifton Building, 2661 Executive Center Circle, Tallahassee, FL 32301.

2. The name, type of organization, jurisdiction and date of formation or organization of the **surviving entity** (this is the entity which will continue to exist) are as follows:

Progress Rail Services Corporation, an Alabama corporation (Alabama Entity ID # 176-376) (“PRS”), was incorporated on December 22, 1995 by filing its articles of incorporation with the Office of the Judge of Probate in Marshall County, Alabama.

3. At the Effective Time (as defined below), Haynes will merger with and into PRS, with PRS being the surviving entity in the merger.

4. The effective date and time of the merger shall be at 11:59 pm Eastern Time on December 31, 2017 (the “Effective Time”).

5. An Agreement and Plan of Merger, dated December 18, 2017 (the “Plan”), pursuant to which Haynes will merger with and into PRS, has been approved and executed by each of Haynes and PRS, all in accordance with applicable Alabama and Florida law, and is attached hereto as Exhibit A. Pursuant to the Plan, all shares of common stock in Haynes will automatically, by virtue of the merger and without any action on the part of the holder thereto, be cancelled. The Plan is on file with PRS at its principal place of business located at 1600 Progress Drive, P.O. Box 1037, Albertville, AL 35950, and upon request, a copy of the Plan will be furnished without cost by PRS to any owner of any entity that is a party to the merger.

6. As to PRS, the parent corporation, no shareholder approval was required. The board of directors of PRS has approved the merger. PRS, as the sole shareholder of Haynes, has waived any requirement of mailing a copy of the Plan.

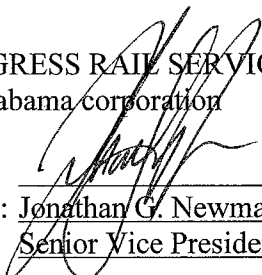
7. As to Haynes, the wholly-owned subsidiary corporation, the sole shareholder and board of directors of Haynes approved the merger.

8. Pursuant to Section 10A-1-8.02(f)(b)(2) of the Alabama Business and Nonprofit Entity Code, attached hereto as Exhibit B is a copy of the merger document filed with and certified by the Florida Department of State, showing that the merger is to be effectuated at the Effective Time.

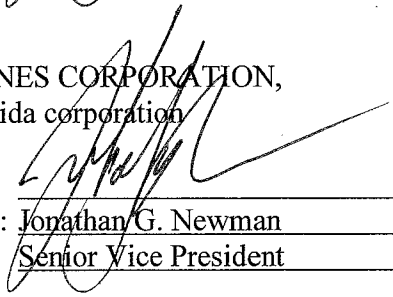
[Signature Page Follows]

Dated: December 18, 2017

PROGRESS RAIL SERVICES CORPORATION,
an Alabama corporation

By: 
Name: Jonathan G. Newman
Title: Senior Vice President

HAYNES CORPORATION,
a Florida corporation

By: 
Name: Jonathan G. Newman
Title: Senior Vice President

This instrument prepared by:

J. Sims Rhyne, III, Esq.
Burr & Forman LLP
420 N. 20th Street, Suite 3400
Birmingham, AL 35203

Signature Page to Certificate of Merger (AL)

PATENT
REEL: 055731 FRAME: 0719

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of December 18, 2017, by Progress Rail Services Corporation, an Alabama corporation ("Progress Rail"), and Haynes Corporation, a Florida corporation ("Haynes"), and collectively with Progress Rail, the "Parties", pursuant to Section 607.1101 et seq. of the Florida Business Corporation Act and Section 10A-2-11.01 et seq. of the Alabama Business Corporation Law.

RECITALS

- A. Haynes is a wholly owned subsidiary of Progress Rail.
- B. The board of directors of Progress Rail has authorized the merger of Haynes with and into Progress Rail on the terms and conditions set forth herein (the "Merger").

NOW, THEREFORE, the Parties agree as follows:

AGREEMENTS

1. Parties to the Merger. The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of stock of the subsidiary corporation is Progress Rail Services Corporation, an Alabama corporation. The name and jurisdiction of the subsidiary corporation that will be merged with and into the parent corporation is Haynes Corporation, a Florida corporation.
2. Effective Time. The merger shall be effective at 11:59 pm Eastern Time on December 31, 2017 ("Effective Time").
3. Merger of CST into Progress Rail. At the Effective Time, Haynes will be merged with and into Progress Rail, and Progress Rail will be the surviving corporation, with a principal place of business located at 1600 Progress Drive, P.O. Box 1037, Albertville, AL 35950.
4. Cancellation of Shares of Common Stock. At the Effective Time, all shares of common stock in Haynes held by Progress Rail immediately before the Effective Time will be cancelled.
5. Assets and Liabilities. At the Effective Time, by operation of law, all of the property, rights, interests and other assets of Haynes will be transferred to and vested in Progress Rail, and Progress Rail will assume all of the liabilities of Haynes. As and when requested by Progress Rail or its successors or assigns, Haynes shall execute and deliver all such instruments and take all such other actions as Progress Rail may deem necessary or appropriate in order to vest in Progress Rail title to and possession of any property of Haynes or otherwise to carry out the intent and purposes hereof.
6. Organizational Documents. At the Effective Time, the Articles of Incorporation of Progress Rail, as amended, in effect immediately before the Effective Time will continue to be its Articles of Incorporation, without amendment by reason of this Agreement, until changed as provided by law. The bylaws of Progress Rail in effect immediately before the Effective Time


will continue to be its bylaws, without amendment by reason of this Agreement, until changed as provided by law or in the bylaws. The board of directors and the officers of Progress Rail in office immediately prior to the Effective Time will continue in office as provided by the terms of their appointment.

7. Filing of Certificate of Merger. Progress Rail will file articles of merger with the Florida Department of State and a certificate of merger with the Alabama Secretary of State, as required, respectively, by Section 607.1105 and 607.1107 of the Florida Business Corporation Act, as amended, and Sections 10A-1-8.02(f) and 10A-2-11.05 of the Code of Alabama of 1975, as amended.

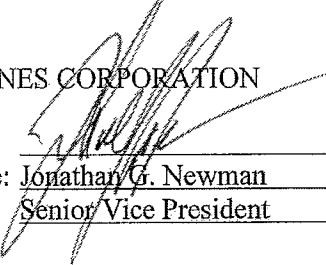
[Signature Page Follows]

IN WITNESS WHEREOF, the Parties to this Agreement have caused this Agreement and Plan of Merger to be executed by their respective authorized representatives as of the date first set forth above.

PROGRESS RAIL SERVICES CORPORATION

By: 
Name: Jonathan G. Newman
Title: Senior Vice President

HAYNES CORPORATION

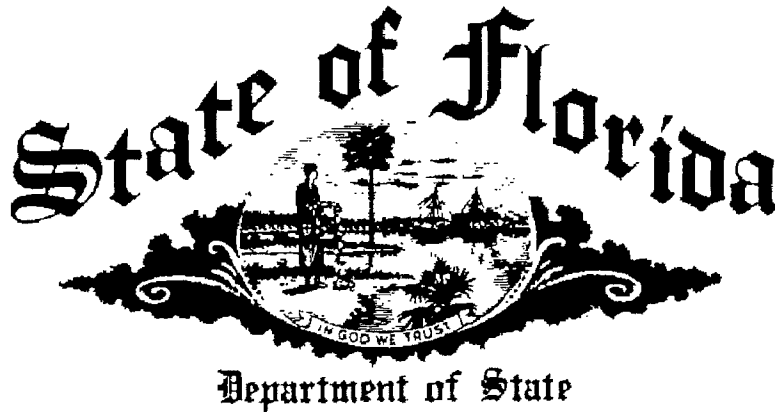
By: 
Name: Jonathan G. Newman
Title: Senior Vice President

Signature Page to Agreement and Plan of Merger

PATENT
REEL: 055731 FRAME: 0723

Exhibit B

Florida Articles of Merger (Filed)



I certify the attached is a true and correct copy of the Articles of Merger, filed on December 18, 2017, effective December 31, 2017, for PROGRESS RAIL SERVICES CORPORATION, the surviving Alabama entity, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H17000330831 and this certificate issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is F96000000392.

Authentication Code: 217A00025583-121917-F96000000392-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Nineteenth day of December, 2017



Ken Detzner
Ken Detzner
Secretary of State

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1105 and 607.1107 of the Florida Business Corporation Act.

1. The name, jurisdiction and entity identification number of the surviving corporation are as follows:

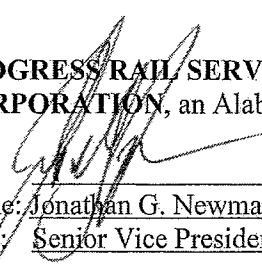
Name: Progress Rail Services Corporation
Jurisdiction: Alabama
AL Entity ID No.: 176-376

2. The name, jurisdiction and document number of the merging corporation are as follows:

Name: Haynes Corporation
Jurisdiction: Florida
FL Doc. No.: P00000055974

3. The Agreement and Plan of Merger is attached hereto as Exhibit A.
4. The merger shall become effective at 11:59 pm Eastern Time on December 31, 2017.
5. The Plan of Merger was adopted, in accordance with Alabama law, by the board of directors of the surviving corporation on December 18, 2017, and shareholder approval was not required.
6. The Plan of Merger was adopted, in accordance with Florida law, by the board of directors of the merging corporation on December 18, 2017, and shareholder approval was not required.

PROGRESS RAIL SERVICES CORPORATION, an Alabama corporation

By: 
Name: Jonathan G. Newman
Title: Senior Vice President

HAYNES CORPORATION, a Florida corporation

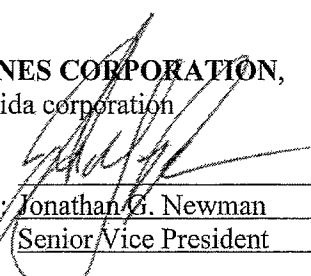
By: 
Name: Jonathan G. Newman
Title: Senior Vice President

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[See attached]

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RECITALS

- A. Haynes is a wholly owned subsidiary of Progress Rail.
- B. The board of directors of Progress Rail has authorized the merger of Haynes with and into Progress Rail on the terms and conditions set forth herein (the "Merger").

NOW, THEREFORE, the Parties agree as follows:

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1. Parties to the Merger. The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of stock of the subsidiary corporation is Progress Rail Services Corporation, an Alabama corporation. The name and jurisdiction of the subsidiary corporation that will be merged with and into the parent corporation is Haynes Corporation, a Florida corporation.

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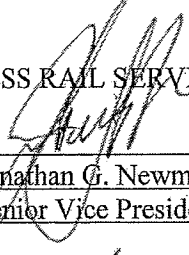
will continue to be its bylaws, without amendment by reason of this Agreement, until changed as provided by law or in the bylaws. The board of directors and the officers of Progress Rail in office immediately prior to the Effective Time will continue in office as provided by the terms of their appointment.

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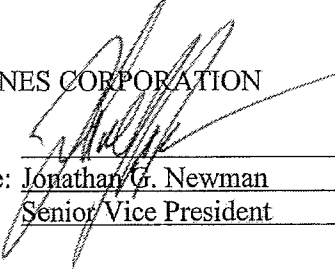
[Signature Page Follows]

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PROGRESS RAIL SERVICES CORPORATION

By: 
Name: Jonathan G. Newman
Title: Senior Vice President

HAYNES CORPORATION

By: 
Name: Jonathan G. Newman
Title: Senior Vice President

Signature Page to Agreement and Plan of Merger