

VIA email melissa.salvatore@gsa.gov

November 13, 2013

Melissa M. Salvatore - Contracting Officer
U.S General Services Administration
819 Taylor Street Room 7A37
Fort Worth, TX 76102

**Subject: Change of Ownership of Allen-Vanguard, LLC and
Name Change to Med-Eng, LLC**

Reference Contract GS-07F-0207M

Dear Ms. Salvatore:

On September 20, 2013, Safariland, LLC acquired all of the membership interests of Allen-Vanguard, LLC, a Delaware limited liability company located in Ogdensburg, New York. This transaction involved the purchase of all of the equity interests of Allen-Vanguard, LLC with no legal change to the contracting party, Allen-Vanguard, LLC remains in control of its assets and it is the primary party performing the contracts. Accordingly, a novation agreement is not required. See FAR 42.1204(b). Coincident with this acquisition, the company was renamed from Allen-Vanguard, LLC to Med-Eng, LLC ("Med-Eng").

Accordingly, Med-Eng is now a wholly-owned direct subsidiary of Safariland, LLC. Except for the change in the ultimate parent company, there will be no other changes to Med-Eng, LLC. In particular, the transaction has not resulted in a change to the legal contracting entity or the Federal Employer Identification Number (FEIN #20-1942573).

Med-Eng hereby requests an administrative modification to GSA Multiple Award Schedule Contract No. GS-07F-0207M to recognize a change of name from Allen-Vanguard, LLC to Med-Eng, LLC pursuant to FAR 42.1203 and FAR 42.1205(a). In support of this request, Med-Eng provides the following:

- Three signed copies of the Change-of-Name Agreement;
- An authenticated copy of the Certificate of Amendment of Allen-Vanguard, LLC;
- The opinion of legal counsel stating that the name change was properly effected under applicable law and showing the effective date; and
- A list of all affected contracts and purchase orders remaining unsettled between the contractor and the Government (Attachment A).

Med-Eng will also update its Online Representations and Certifications through the System for Award Management (SAM) as a result of the change in ownership.

U.S General Services Administration
Mary Foster-Contracting Officer
Change of Ownership and Name Change
October 7, 2013



If you have any questions, please do not hesitate to contact David DeHond by email at David.DeHond@safariland.com or by telephone at 904-485-1811 for any additional information or clarification.

Regards,

A handwritten signature in blue ink that reads "Julio Salvador". The signature is written in a cursive style with a large, stylized initial "J".

Julio Salvador
Secretary

U.S General Services Administration
 Mary Foster-Contracting Officer
 Change of Ownership and Name Change
 October 8, 2013



Attachment A

<p><u>Contracts</u></p>	<p>U.S. Department of State (BPA) A/LM/AQM/VWD/ATA, SA-6 Suite 200 P.O. Box 9115, Rosslyn Station Arlington, VA 22219</p> <p>NSWC IHD (IDIQ) 4072 North Jackson Rd., Suite 132 Indian Head, MD 20640</p>
<p><u>Delivery Orders</u></p>	<p>23 CONTRACTING SQUADRON FA48308227 KNIGHTS WAY, BLDG 706 MOODY AFB GA 31699-1794</p> <p>Minnesota Air National Guard 133D AW/MSC , 133 LS/LGC 610 Militia Drive St. Paul, MN 55111-4120</p> <p>DLA TROOP SUPPORT PACIFIC REGION 440 Fuller Way Building 280 Pearl Harbor, Hawaii 96860-4967 United States</p> <p>99 CONS/LGC 5865 SWAAB BLVD, BLDG 588 NELLIS AFB, NV 89191</p> <p>ACC - Warren (ACC-WRN)(DTA), E Eleven Mile Road Warren, MI 48397-5000</p> <p>45th Contracting Squadron 1201 Edward H. White II Street Bldg 423 Room N-200 Patrick AFB, FL 32925</p> <p>436 CONS/LGC 639 Atlantic Street Dover AFB DE 19902-5639</p> <p>35 CONS/LGC (JAPAN) DODAAC: FA5205 BLDG. 656, MISAWA AIR BASE MISAWA-SHI, AOMORI-KEN 033-0012</p>
<p>DUNS</p>	<p>Med-Eng, LLC: 148076024</p>
<p>Tax Identification Number</p>	<p>Med-Eng LLC: 20-1942573</p>

CHANGE OF NAME AGREEMENT

Change-of-Name Agreement

Med-Eng, LLC (Contractor), a company duly organized and existing under the laws of Delaware, and the United States of America (Government), enter into this Agreement as of September 20, 2013.

(a) The parties agree to the following facts:

(1) The Government, represented by various Contracting Officers of the U.S General Services Administration and other federal agencies as identified herein, have entered into certain contracts and purchase orders with Allen-Vanguard, LLC, as shown in the attached list marked "Exhibit A" and incorporated in this Agreement by reference. The term "the contracts," as used in this Agreement, means the above contracts and purchase orders and all other contracts and purchase orders, including all modifications, made by the Government and the Contractor before the effective date of this Agreement (whether or not performance and payment have been completed and releases executed if the Government or the Contractor has any remaining rights, duties, or obligations under these contracts and purchase orders).

(2) Allen-Vanguard, LLC, by an amendment to its certificate of formation, dated September 20, 2013 has changed its name to Med-Eng, LLC.

(3) This amendment accomplishes a change of corporate name only and all rights and obligations of the Government and of the Contractor under the contracts are unaffected by this change.

(4) Documentary evidence of this change of corporate name has been filed with the Government.

(b) In consideration of these facts, the parties agree that --

(1) The contracts covered by this Agreement are amended by substituting the name "Med-Eng, LLC" for the name "Allen-Vanguard, LLC" wherever it appears in the contracts; and

(2) Each party has executed this Agreement as of the day and year first above written.

United States of America

By _____

Title _____

Med-Eng, LLC

By Julio Salvador

Title Secretary

[Corporate Seal]

Certificate

I, Susanne Paskins, certify that I am the Director of Finance and Treasurer of Med-Eng, LLC; that Julio Salvador, who signed this Agreement for this company, was then Secretary of this company; and that this Agreement was duly signed for and on behalf of this company by authority of its governing body and within the scope of its company powers. Witness my hand and the seal of this corporation this 8th day of October, 2013.

By  _____

[Corporate Seal]

Exhibit A

GSA SCHEDULE

GS-07F-0207M

Contracts

U.S. Department of State (BPA)
A/LM/AQM/WWD/ATA, SA-6 Suite 200
P.O. Box 9115, Rosslyn Station
Arlington, VA 22219

NSWC IHD (IDIQ)
4072 North Jackson Rd., Suite 132
Indian Head, MD 20640

Delivery Orders

23 CONTRACTING SQUADRON
FA48308227 KNIGHTS WAY, BLDG
706
MOODY AFB GA 31699-1794

Minnesota Air National Guard
133D AW/MSC , 133 LS/LGC
610 Militia Drive
St. Paul, MN 55111-4120

DLA TROOP SUPPORT PACIFIC
REGION
440 Fuller Way
Building 280
Pearl Harbor, Hawaii 96860-4967
United States

99 CONS/LGC
5865 SWAAB BLVD, BLDG 588
NELLIS AFB, NV 89191

ACC - Warren (ACC-WRN)(DTA),
E Eleven Mile Road
Warren, MI 48397-5000

45th Contracting Squadron
1201 Edward H. White II Street
Bldg 423 Room N-200
Patrick AFB, FL 32925

436 CONS/LGC
639 Atlantic Street
Dover AFB DE 19902-5639

35 CONS/LGC (JAPAN)
DODAAC: FA5205
BLDG. 656, MISAWA AIR BASE
MISAWA-SHI, AOMORI-KEN 033-0012

OPINION LETTER

Safariland, LLC
13386 International Parkway
Jacksonville, Florida 32218
904.741.5400



VIA email melissa.salvatore@gsa.gov

November 13, 2013

Melissa M. Salvatore - Contracting Officer
U.S General Services Administration
819 Taylor Street Room 7A37
Fort Worth, TX 76102

Subject: Name Change of Allen-Vanguard, LLC to Med-Eng, LLC

Reference Contract GS-07F-0207M

Dear Ms. Salvatore:

As required by FAR 42.1205, this letter shall serve as an opinion letter of counsel with regard to the Certificate of Amendment of Allen-Vanguard, LLC attached hereto as **Exhibit A**. I have examined and am familiar with the Certificate of Amendment. I am of the opinion that the Certificate of Amendment was properly effected under Delaware law as of September 20, 2013.

This opinion letter is furnished to you specifically in connection with the Certificate of Amendment of Allen-Vanguard, LLC mentioned above, and solely for your information and benefit. It may not be relied upon by you in any other connection, and it may not be relied upon by any other person for any purpose without our specific written consent.

If you have any questions, please do not hesitate to contact David DeHond by email at David.DeHond@safariland.com or by telephone at 904-485-1811 for any additional information or clarification.

Regards,

A handwritten signature in blue ink that reads "Julio Salvador".

Julio Salvador
Secretary

EXHIBIT A

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALLEN-VANGUARD, LLC", CHANGING ITS NAME FROM "ALLEN-VANGUARD, LLC" TO "MED-ENG, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2013, AT 5:18 O'CLOCK P.M.

3767659 8100

131113563

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0754522

DATE: 09-20-13

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF FORMATION
OF
ALLEN-VANGUARD, LLC

1. The name of the limited liability company is Allen-Vanguard, LLC.
2. The Certificate of Formation of the limited liability company is hereby amended by deleting Item First thereof in its entirety and inserting in lieu thereof the following:

First: The name of the limited liability company (the "Company") is: "Med-Eng, LLC".
3. This Certificate of Amendment shall be effective upon its effective filing with the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment
as of the 20th day of September, 2013.

ALLEN-VANGUARD, LLC

By: 

Name: Gray Hudkins

Title: Vice President

CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF FORMATION OF ALLEN-VANGUARD, LLC

Delaware

PAGE 1

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0754522

DATE: 09-20-13

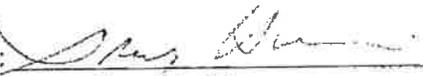
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First: The name of the limited liability company (the "Company") is: "Med-Eng. LLC".
3. This Certificate of Amendment shall be effective upon its effective filing with the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment
as of the 20th day of September, 2013.

ALLEN-VANGUARD, LLC

By: 

Name: Gray Hudkins

Title: Vice President