

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	SGS U.S. Testing Company Inc.		11/01/2010
			Entity Type
			CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	SGS North America Inc.		
Street Address:	201 Route 17, North		
City:	Rutherford		
State/Country:	NEW JERSEY		
Postal Code:	07070		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	1947395	USTC
CORRESPONDENCE DATA			
Fax Number:	8777697945		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	212-765-5070		
Email:	mvanderson@fr.com		
Correspondent Name:	Fish & Richardson P.C.		
Address Line 1:	P. O. Box 1022		
Address Line 4:	Minneapolis, MINNESOTA 55440-1022		
ATTORNEY DOCKET NUMBER:	21544-0005001		
NAME OF SUBMITTER:	Catherine Stockell		
Signature:	/MVA CHS/		

CH \$40.00 1947395

Date:

11/14/2013

**Total Attachments: 7**

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# 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 MERGER, WHICH MERGES:

"SGS U.S. TESTING COMPANY INC.", A NEW YORK CORPORATION, WITH AND INTO "SGS NORTH AMERICA INC." UNDER THE NAME OF "SGS NORTH AMERICA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF NOVEMBER, A.D. 2010, AT 11:32 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2011.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0888911 8100M

101061413



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8334374

DATE: 11-05-10

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 005155 FRAME: 0322

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is SGS North America Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is SGS U.S. Testing Company Inc. a New York corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is SGS North America Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 100,000 Shares with par value of \$5.00 per share.

**SIXTH:** The merger is to become effective on 1-1-2011.

**SEVENTH:** The Agreement of Merger is on file at 201 - Route 17 North, Rutherford, New Jersey 07070, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 1st day of November, A.D.,

By:   
Authorized Officer

Name: Steven F. Dorry  
Print or Type

Title: Secretary

# ***STATE OF NEW YORK***

## ***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on November 8, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

CT-07

CERTIFICATE OF MERGER

101108000029

OF

**SGS U.S. TESTING COMPANY INC.**

INTO

**SGS NORTH AMERICA INC.**

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

**FIRST:** The name of each of the constituent corporation is as follows:

(a) **SGS U.S. Testing Company Inc.**

This is a corporation of the State of New York, under the original name of United States Silk Conditioning Company and the present name is SGS U.S. Testing Company Inc.

(b) **SGS North America Inc.**

This is a corporation of the State of Delaware.

**SECOND:** The name of the surviving corporation is:

**SGS North America Inc.**

This is a corporation of the State of Delaware.

**THIRD:** As to each constituent corporation, the designation and number of outstanding shares are as follows:

(a) **SGS U.S. Testing Company Inc.** (a corporation of the State of New York), has 60,525 common shares of \$5.00 par value.

(b) **SGS North America Inc.** (a corporation of the State of Delaware), has 1,753 common shares of no par value.

**FOURTH:** The merger was adopted by **SGS U.S. Testing Company Inc.** (a corporation of the State of New York) by the written consent of the shareholders given in accordance with Section 615 of the Business Corporation Law, written notice having been duly given to non-consenting shareholders as and to the extent required by such Section.

TRADEMARK

REEL: 005155 FRAME: 0325

**FIFTH:** The merger is permitted under and **SGS North America Inc.** (a corporation of the State of Delaware) has complied with the Delaware General Corporation Law (8 Del. C. § 252).

**SIXTH:** **SGS North America Inc.** (a corporation of the State of Delaware) was incorporated in the State of Delaware on March 18, 1980, and its application for authority to do business in the State of New York was filed with the Department of State on February 12, 1997.

**SEVEN:** The date when the Certificate of Incorporation of **SGS U.S. Testing Company Inc.** (a corporation of the State of New York) was filed with the Department of State was April 11, 1907.

**EIGHTH:** **SGS North America Inc.** (a corporation of the State of Delaware) may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of **SGS U.S. Testing Company Inc.** (a corporation of the State of New York), and for the enforcement, as provided in the New York Business Corporation Law, of the right of shareholders of **SGS U.S. Testing Company Inc.** (a corporation of the State of New York) to receive payment for their interests against the surviving corporation.

**NINTH:** **SGS North America Inc.** (a corporation of the State of Delaware) agrees that, subject to the provisions of Section 623 of the New York Business Corporation Law, it will promptly pay to the shareholders of **SGS U.S. Testing Company Inc.** (a corporation of the State of New York) the amount, if any, to which they shall be entitled under the provisions of the New York Business Corporation Law relating to the right of shareholders to receive payment for their interests.

**TENTH:** The Secretary of State of New York is designated as agent upon whom process against **SGS North America Inc.** (a corporation of the State of Delaware) can be served in any action or special proceeding. The Secretary of State shall mail a copy of any process served upon him to the following address: CT Corporation System, 111 Eighth Avenue, New York, NY 10011.

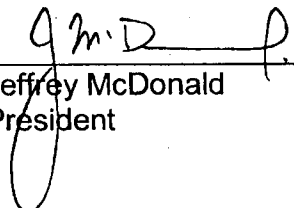
**ELEVENTH:** All fees and taxes (including penalties and interest) administered by the department of taxation and finance which are due and payable by **SGS U.S. Testing Company Inc.** (a corporation of the State of New York) have been paid and a cessation franchise tax report through the anticipated date of the merger has been filed by **SGS U.S. Testing Company Inc.** (a corporation of the State of New York).

**TWELFTH:** **SGS North America Inc.** (a corporation of the State of Delaware) agrees that the SGS U.S. Testing Company Inc. (a corporation of the State of New York) cessation Franchise Tax Report will be included with SGS North America Inc.'s (a corporation of the State of Delaware) combined Franchise Tax Report expected to be filed by the extended due date of September 15, 2012. Further, SGS North America Inc. (a corporation of the State of Delaware) agrees that it will promptly pay SGS U.S. Testing Company Inc.'s (a corporation of the State of New York) fees and taxes with its 2011 minimum tax payment due on March 15, 2011.

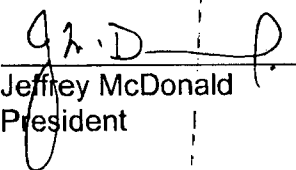
**THIRTEETH:** The merger shall be effective January 1, 2011.

**IN WITNESS WHEREOF,** each of the undersigned entities has caused this certificate to be executed on its behalf on the 1<sup>st</sup> day of November, 2010.

SGS U.S. Testing Company Inc.  
(a corporation of the State of New York)

By:   
Jeffrey McDonald  
President

SGS North America Inc.  
(a corporation of the State of Delaware)

By:   
Jeffrey McDonald  
President



CT-07

101108000029

RECEIVED  
2010 NOV -5 PM 12:06

CERTIFICATE OF MERGER  
OF  
SGS U.S. TESTING COMPANY INC.  
INTO  
SGS NORTH AMERICA INC.

Under Section 907 of the Business Corporation Law

FILED  
2010 NOV -8 AM 9:28

Filed by:

SGS North America Inc.  
201-Rt. 17 North  
Rutherford, NJ 07070

*lcc*  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED NOV 08 2010  
TAXS  
BY: *lmb*  
NY

cust Ref: 7990090LT

DRAWDOWN

TRADEMARK