

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/01/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	PTC Inc.		05/01/2012
			Entity Type
			CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	PTC (Canada) Inc.		
Street Address:	3333 Cote Vertu		
Internal Address:	Suite 620		
City:	St. Laurent, Quebec		
State/Country:	CANADA		
Postal Code:	H4R 2N1		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	1860300	NUTCRACKER
CORRESPONDENCE DATA			
Fax Number:	8032559831		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	843-720-4302		
Email:	ip@nelsonmullins.com		
Correspondent Name:	Nelson Mullins Riley & Scarborough LLP		
Address Line 1:	100 North Tryon Street		
Address Line 2:	42nd Floor, IP Department		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	50773/09558		
DOMESTIC REPRESENTATIVE			

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Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	John C. McElwaine
Signature:	/John C. McElwaine/
Date:	02/19/2014

Total Attachments: 5

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Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

PTC (Canada) Inc.

Corporate name / Dénomination sociale

812900-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Marcie Girouard

Director / Directeur

2012-05-01

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



Industry Canada Industrie Canada

Canada Business Corporations Act (CBCA) Loi canadienne sur les sociétés par actions (LCSA)

FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

1 -- Name of the Amalgamated Corporation
PTC (Canada) Inc. Dénomination sociale de la société issue de la fusion

2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address)
Province of Québec La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

3 -- The classes and any maximum number of shares that the corporation is authorized to issue
See Schedule 1 attached hereto and forming an integral part hereof. Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

4 -- Restrictions, if any, on share transfers
See Schedule 2 attached hereto and forming an integral part hereof. Restrictions sur le transfert des actions, s'il y a lieu

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)
Minimum: Maximum: Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)
Minimal: Maximal:

6 -- Restrictions, if any, on business the corporation may carry on
None Limites imposées à l'activité commerciale de la société, s'il y a lieu

7 -- Other provisions, if any
See Schedule 3 attached hereto and forming an integral part hereof. Autres dispositions, s'il y a lieu

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:
La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183 184(1) 184(2)

9 -- Declaration: I hereby certify that I am a director or an officer of the corporation. Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations Dénomination social des sociétés fusionnantes	Corporation No. N° de la société	Signature
PTC (Canada) Inc.	4,4,7,8,2,1,-5	<i>[Signature]</i>
PTC Inc.	812899-5	<i>[Signature]</i>

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).
Nota: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

8129002

E-MAIL
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12:19



TRADEMARK

SCHEDULE 1

TO THE ARTICLES OF AMALGAMATION

The Corporation is authorized to issue the following shares:

1. COMMON SHARES

An unlimited number of common shares, subject to the following rights, privileges, restrictions and conditions:

1.1. Voting Rights

The holders of common shares have the right to vote at all meetings of shareholders.

1.2. Dividends

The holders of common shares are entitled to receive and to be paid in money, in shares or in property by the Corporation, out of the monies of the Corporation applicable to the declaration and the payment of dividends, any amount of declared dividend, when and as declared by the board of directors of the Corporation.

1.3. Additional Participation

The holders of common shares are entitled to receive the remaining assets of the Corporation upon its liquidation, dissolution, winding-up of the Corporation or any other distribution of its assets for the purpose of winding-up its affairs.

SCHEDULE 2

TO THE ARTICLES OF AMALGAMATION

No transfer or assignment of shares or other securities of the corporation, other than non-convertible debt securities, shall be effected unless consented to by a resolution duly adopted by the directors of the corporation.

SCHEDULE 3

TO THE ARTICLES OF AMALGAMATION

Without restricting the application of the *Canada Business Corporations Act*, the directors may, when they deem it expedient and without the authorization of the shareholders:

- a) borrow money upon the credit of the corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c) give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.