

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM300251

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/27/1995

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Wella Corporation		09/20/1995	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Wella Capital Inc.
Street Address:	6109 DeSoto Avenue
City:	Woodland Hills
State/Country:	CALIFORNIA
Postal Code:	91367
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	72135646	COLOR CHARM

CORRESPONDENCE DATA**Fax Number:***Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 5139838241
Email: hammann.lm@pg.com
Correspondent Name: Lynn Hammann
Address Line 1: 299 East Sixth Street
Address Line 4: Cincinnati, OHIO 45202

ATTORNEY DOCKET NUMBER:	TM-W103354 TR730.2-G
NAME OF SUBMITTER:	Lynn M. Hammann
SIGNATURE:	/Lynn M. Hammann/
DATE SIGNED:	04/03/2014

Total Attachments: 6

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TRADEMARK

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE WELLA CORPORATION", A NEW YORK CORPORATION,

WITH AND INTO "WELLA CAPITAL INC." UNDER THE NAME OF "THE WELLA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1995, AT 4:20 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

0950086 8100M

AUTHENTICATION: 7656692

950222034

DATE: 09-27-95

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

THE WELLA CORPORATION

INTO

WELLA CAPITAL INC.

(PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE)

Wella Capital Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is a Delaware corporation incorporated on December 15, 1982 under the name Wella Holdings, Inc. pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns 99.8% of the outstanding shares of the only class of capital stock of THE WELLA CORPORATION, a New York corporation (the "Subsidiary").

THIRD: That the Corporation, by the following resolutions of its Board of Directors duly adopted on the 12th day of April, 1995, determined to merge into itself the Subsidiary and to change the name of the Corporation to THE WELLA CORPORATION upon the merger of the Subsidiary into the Corporation on the conditions set forth in such resolutions:

WHEREAS, the undersigned believe it to be in the best interests of the Corporation and its subsidiaries to enter into a statutory merger to merge its subsidiary, THE WELLA CORPORATION, a New York corporation (the "Subsidiary") into the Corporation in order (i) to simplify the corporate structure of the Corporation and its subsidiaries and realign the management of the Corporation and its subsidiaries, (ii) to eliminate the

State of New York as a jurisdiction whose corporate laws must be followed by one of the Corporation's subsidiaries, and (iii) to minimize certain state taxes and use more effectively certain interest expense deductions and other state tax benefits available to the Corporation; and

WHEREAS, the undersigned believe it to be in the best interests of the Corporation and its subsidiaries to change the name of the Corporation to THE WELLA CORPORATION upon the completion of the merger of the Subsidiary into the Corporation.

NOW THEREFORE, BE IT RESOLVED, that the Corporation merge the Subsidiary into the Corporation pursuant to the Amended and Restated Plan of Merger set forth below and change the Corporation's name to THE WELLA CORPORATION upon the completion of the merger of the Subsidiary into the Corporation; and

RESOLVED, that the Chairman of the Board, the President, any Vice President, the Treasurer, the Secretary or the Assistant Secretary of the Corporation be, and they hereby are, directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth these resolutions to merge the Subsidiary into the Corporation and to change the name of the Corporation to THE WELLA CORPORATION upon completion of the merger of the Subsidiary into the Corporation and the date of adoption thereof, and to file such Certificate in the office of the Secretary of the State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds in any appropriate jurisdiction; and

RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect such merger and name change.

AMENDED AND RESTATED
PLAN OF MERGER

THIS AMENDED AND RESTATED PLAN OF MERGER is made and entered into as of this 12th day of April, 1995 by WELLA CAPITAL INC., a corporation incorporated under the laws of Delaware originally under the name Wella Holdings, Inc. ("Parent").

A. Parent owns 99.8% of the outstanding shares of the only class of capital stock of THE WELLA CORPORATION, a corporation incorporated under the laws of the State of New York ("Subsidiary").

B. In order (i) to simplify the corporate structure of Parent and its subsidiaries and realign the management of Parent and its subsidiaries, (ii) to eliminate the State of New York as a jurisdiction whose corporate laws must be followed by one of the Corporation's subsidiaries, and (iii) to reduce certain state taxes and use more effectively certain interest expense deductions and other state tax benefits available to Parent, Parent's Board of Directors has approved the merger of Subsidiary with and into Parent by a statutory merger upon the following terms and conditions:

1. Merger. At the Effective Time (as defined below), Subsidiary shall be merged with and into Parent (the "Merger") in accordance with the provisions of Section 253 of the Delaware General Corporation Law and Sections 905 and 907 of the New York Business Corporation Law. Parent shall be and continue in existence as the surviving corporation and the separate corporate existence of Subsidiary shall cease.

2. Effective Date. The effective date of the Merger shall be September 30, 1995 (the "Effective Time").

3. Effect of Merger on Outstanding Shares. The manner of converting or canceling shares of Subsidiary and Parent shall, by virtue of the Merger and without any action on the part of the holders thereof, be as follows:

(a) At the Effective Time, each of the 39,920 issued and outstanding shares of common stock of Subsidiary owned by Parent shall be cancelled and retired without any actual payment therefor (it being understood that such shares of common stock of Subsidiary shall be constructively exchanged for shares of common stock of Parent) and shall cease to exist.

(b) At the Effective Time, each of the 80 issued and outstanding shares of common stock of Subsidiary not owned by Parent, other than Dissenting Shares (as defined below) (the "Other Shares"), shall be converted into the right to receive \$1,187.50 in cash (the "Merger Consideration").

(c) As used herein, the term "Dissenting Shares" shall mean those shares as to which a shareholder of Subsidiary exercises appraisal rights under Section 623 of the New York Business Corporation Law. Dissenting Shares shall, from and after the Effective Time, have only such rights as are afforded to the holders thereof by the provisions of Section 623 of the New York Business Corporation Law.

4. Exchange of Shares. The Parent shall make (i) payments pursuant to Section 3(b) hereof to holders of the Other Shares issued and outstanding immediately prior to the Effective Time and (ii) the appropriate cash payments, if any, determined pursuant to Section 623 of the New York Business Corporation Law to holders of Dissenting Shares. Promptly after the Effective Time, the Parent shall cause to be mailed to each person who was, immediately prior to the Effective Time, a holder of record of issued and outstanding Other Shares a letter of transmittal and instructions for use in effecting the surrender of the certificates which, immediately prior to the Effective Time, represented any of such Other Shares for payment therefor. Upon surrender to the Parent of such certificates, together with such letter of transmittal, duly executed and completed in accordance with instructions thereto, the Parent shall promptly cause to be paid to the persons entitled thereto the amount to which such persons are entitled pursuant to this Plan of Merger. No interest will be paid or will accrue on the Merger Consideration payable upon the surrender of any such certificate. If payment is to be made to a person other than the registered holder of the certificate surrendered, it shall be a condition of such payment that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such payment shall pay any transfer or other taxes required by reason of the payment to a person other than the registered holder of the certificate surrendered or shall establish to the satisfaction of the Parent that such tax has been paid or is not applicable. One hundred and eighty days after the Effective Time, such holders shall be entitled to look to Parent (subject to abandoned property, escheat or other similar laws) only as general creditors thereof with respect to the cash payable upon due surrender of their certificates.

5. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of Parent in effect at the Effective Time shall continue as the Certificate of Incorporation and Bylaws of the Parent after the Effective Time except that Article I of the Certificate of Incorporation shall be amended upon completion of the Merger to read:

"The name of the corporation is THE WELLA CORPORATION."

6. Termination or Abandonment. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Time by Parent by action of its Board of Directors.

IN WITNESS WHEREOF, Wella Capital Inc. has caused its corporate seal to be affixed and this certificate to be signed by Thomas Habrock, its Treasurer, this 20th day of September, 1995.

WELLA CAPITAL INC.

By: *Thomas Habrock*
Name: Thomas Habrock
Title: Treasurer

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