

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM300681

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/27/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Ports America Holdings, Inc.		01/27/2014	INC. ASSOCIATION: DELAWARE
HIGHSTAR HARBOR HOLDINGS III, INC.		01/27/2014	INC. ASSOCIATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Ports America Terminal Holdings II, Inc.		
<b>Street Address:</b>	525 Washington Blvd		
<b>Internal Address:</b>	Suite 1660		
<b>City:</b>	Jersey City		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07310		
<b>Entity Type:</b>	INC. ASSOCIATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85631705	WATERMARK TERMINAL SOLUTIONS	
<b>Serial Number:</b>	85717125	WATERMARK TERMINAL SOLUTIONS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2027875520		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	2027875523		
<b>Email:</b>	pto@morriskamlay.com		
<b>Correspondent Name:</b>	Morris & Kamlay		
<b>Address Line 1:</b>	1150 18th St. N.W.		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20036		
<b>ATTORNEY DOCKET NUMBER:</b>	505200-501400		
<b>NAME OF SUBMITTER:</b>	R Hurley		
<b>SIGNATURE:</b>	/RHurley/		
<b>DATE SIGNED:</b>	04/08/2014		

OP \$65.00 85631705

**Total Attachments: 2**

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# Delaware

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*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:

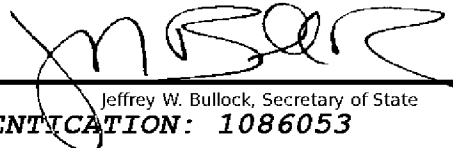
"PORTS AMERICA HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "HIGHSTAR HARBOR HOLDINGS III, INC." UNDER THE NAME OF "PORTS AMERICA TERMINAL HOLDINGS II, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2014, AT 8:57 O'CLOCK A.M.

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

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1086053

DATE: 01-27-14

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

TRADEMARK  
REEL: 005260 FRAME: 0434

**CERTIFICATE OF MERGER OF  
PORTS AMERICA HOLDINGS, INC.  
WITH AND INTO  
HIGHSTAR HARBOR HOLDINGS III, INC.**

Pursuant to Title 8, Section 251 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation executed the following Certificate of Merger.

1. The name and state of incorporation of each constituent corporation is Highstar Harbor Holdings III, Inc., a Delaware corporation, and Ports America Holdings, Inc., a Delaware corporation.
2. An agreement of merger has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 251 and Section 228 of the DGCL.
3. The name of the surviving corporation is Highstar Harbor Holdings III, Inc.
4. The certificate of incorporation of Highstar Harbor Holdings III, Inc., the surviving corporation, as in effect immediately prior to the merger shall be amended as follows and, as so amended, shall be the certificate of incorporation of the surviving corporation: Article FIRST of the certificate of incorporation of Highstar Harbor Holdings III, Inc. shall be amended to read in its entirety as follows:

FIRST: The name of the corporation is Ports America Terminal Holdings II, Inc.

5. The executed agreement of merger is on file at 277 Park Avenue, 45<sup>th</sup> floor, New York, NY 10172, the chief executive office of the surviving corporation.
6. A copy of the agreement of merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation.
7. The merger is to become effective on January 27, 2014.

**IN WITNESS WHEREOF**, Highstar Harbor Holdings III, Inc. has caused this certificate to be signed by its authorized officer, the 27<sup>th</sup> of January, 2014.

**Highstar Harbor Holdings III, Inc.**

By: /s/ Kevin Brown

Name: Kevin Brown  
Title: Chief Executive Officer