

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM377936

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2015
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MA Stock Acquisition, LLC		12/21/2015	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Southern Graphic Systems, LLC
Street Address:	626 West Main Street
Internal Address:	Suite 500
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40202
Entity Type:	Limited Liability Company: KENTUCKY

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3761957	KWIKEE
Registration Number:	3761958	KWIKEE
Registration Number:	2777370	MULTIAD
Registration Number:	2731474	MULTIAD
Registration Number:	895218	KWIKEE

CORRESPONDENCE DATA

Fax Number: 2128594000

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2128598778

Email: novika.ishar@friedfrank.com

Correspondent Name: Novika Ishar

Address Line 1: One New York Plaza

Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER: 34041-7

NAME OF SUBMITTER: Novika Ishar

CH \$140.00 3761957

SIGNATURE:	/NI/
DATE SIGNED:	03/24/2016
Total Attachments: 8 source=8 Delaware Certificate of Merger MA Stock into SGS#page1.tif source=8 Delaware Certificate of Merger MA Stock into SGS#page2.tif source=8 Delaware Certificate of Merger MA Stock into SGS#page3.tif source=9 Kentucky Articles of Merger MA Stock into SGS#page1.tif source=9 Kentucky Articles of Merger MA Stock into SGS#page2.tif source=9 Kentucky Articles of Merger MA Stock into SGS#page3.tif source=9 Kentucky Articles of Merger MA Stock into SGS#page4.tif source=9 Kentucky Articles of Merger MA Stock into SGS#page5.tif	

Delaware

The First State

Page 1

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:

"MA STOCK ACQUISITION, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "SOUTHERN GRAPHIC SYSTEMS, LLC" UNDER THE NAME OF "SOUTHERN GRAPHIC SYSTEMS, LLC", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF KENTUCKY, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2015, AT 2:40 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015 AT 11:59 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5916606 8100M
SR# 20151491991

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

Authentication: 10681093
Date: 12-23-15

TRADEMARK
REEL: 005757 FRAME: 0662

STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN LIMITED LIABILITY COMPANY

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is Southern Graphic Systems, LLC, a Foreign Limited Liability Company.

Second: The jurisdiction in which this Limited Liability Company was formed is Kentucky.

Third: The name of the Limited Liability Company being merged into the Limited Liability Company is MA Stock Acquisition, LLC
, a Delaware Limited Liability Company.

Fourth: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving foreign Limited Liability Company is Southern Graphic Systems, LLC.

Sixth: An agreement of merger or consolidation is on file at a place of business of the surviving foreign limited Liability Company and the address thereof is 626 West Main St., Suite 500, Louisville, KY 40202.

Seventh: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

Eighth: The surviving foreign Limited Liability Company agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 626 West Main St., Suite 500, Louisville, KY 40202.

Ninth: The merger is to become effective on December 31, 2015 at 11:59 p.m.
(Eastern Time).

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by its authorized person, this 21 day of December, A.D., 2015.

By: 
Authorized Person

Name: Benjamin F. Harmon, IV
Print or type

Multi-page document. Select page: 1 2 3 4 5

0047140.06 amcray
SUR
Allison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
12/22/2015 1:55 PM
Fee Receipt: \$50.00

ARTICLES OF MERGER

Pursuant to the provisions of Chapter 275 of the Kentucky Revised Statutes, the undersigned surviving entity hereby submits the following Articles of Merger:

1. The name and jurisdiction of formation or organization of each business entity which is to merge are:

- MA Stock Acquisition, LLC (Delaware)
- Southern Graphic Systems, LLC (Kentucky)

2. Attached hereto is a true and correct copy of the Agreement and Plan of Merger to merge MA Stock Acquisition, LLC with and into Southern Graphic Systems, LLC.

3. All membership interests of MA Stock Acquisition, LLC outstanding immediately prior to the effective time of merger, and all rights in respect thereof shall be cancelled and extinguished without any payment of any consideration therefor, and shall thereafter cease to exist. Each unit of membership interest of Southern Graphic Systems, LLC outstanding immediately prior to the merger, and all rights in respect thereof, shall remain outstanding and represent a unit of membership interest of the surviving limited liability company, and each such unit shall have the identical designation, preferences, limitations and relative rights immediately after the effective time as such unit had immediately prior to the effective time.

4. The name of the surviving business entity is: Southern Graphic Systems, LLC

5. The plan of merger was duly authorized and approved by each constituent business entity in accordance with KRS 275.350.

6. These Articles of Merger and the merger provided for herein shall be effective as of 11:59 p.m. (Eastern Time) on December 31, 2015.

Dated: December 21, 2015

[Signature page follows]

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Southern Graphic Systems, LLC

By *[Signature]*
Vice President, General Counsel
and Secretary (Title of person signing)

MA Stock Acquisition, LLC

By *[Signature]*
Vice President, General Counsel and
Secretary (Title of person signing)

[Signature Page to KY Articles of Merger (MA Stock)]

AGREEMENT AND PLAN OF MERGER
OF
MA STOCK ACQUISITION, LLC
WITH AND INTO
SOUTHERN GRAPHIC SYSTEMS, LLC

This Agreement and Plan of Merger (this "Agreement") is dated as of December 21, 2015, by and between (i) MA Stock Acquisition, LLC, a Delaware limited liability company ("MA Stock") and (ii) Southern Graphic Systems, LLC, a Kentucky limited liability company ("SGS").

WHEREAS, MA Stock is a limited liability company existing under the laws of the State of Delaware;

WHEREAS, SGS is a limited liability company existing under the laws of the Commonwealth of Kentucky, and is the sole owner of all of the issued and outstanding membership interests of MA Stock; and

WHEREAS, MA Stock and SGS desire to merge (the "Merger"), with SGS to be the surviving entity of the Merger (the "Surviving Entity").

NOW, THEREFORE, for and in consideration of the premises and the representations, warranties, covenants and agreements contained herein, MA Stock and SGS do represent, warrant, covenant and agree as follows:

1. Parties to Merger and Surviving Entity. MA Stock shall merge with and into SGS, pursuant to the laws of the State of Delaware and the Commonwealth of Kentucky. After the consummation of the Merger, SGS will be the Surviving Entity. The name of the Surviving Entity will be Southern Graphic Systems, LLC, a Kentucky limited liability company, and its principal office will be 626 West Main Street, Suite 500, Louisville, Kentucky 40202.

2. Terms of Merger. The terms and conditions of the Merger are set forth in this Agreement. Upon satisfaction of all the terms and conditions set forth herein, the Merger shall be effective as of 11:59 p.m. (Eastern Time) on December 31, 2015 (the "Effective Time").

3. Effect of the Merger. Upon consummation, the Merger shall have the following effects:

(a) The Surviving Entity shall upon the effective date of the Merger and thereafter, possess all the rights, privileges, immunities and contracts of both MA Stock and SGS.

(b) All property, real, personal, and mixed, and all debts due in whatever amount, and all choses in action, and all and every other interest belonging to or due to MA Stock, shall be taken and deemed to be transferred to and invested in SGS without further act or deed; and the title to any real estate (which shall be documented with a confirmatory deed), if any, or any interest therein, vested in MA Stock, shall not revert nor be in any way impaired by reason of the Merger.

(c) The Surviving Entity shall be responsible and liable for all the liabilities and obligations of MA Stock and neither the rights of creditors nor liens upon the property of SGS and MA Stock shall be impaired by the Merger.

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(d) The Merger is intended to be treated, for U.S. federal income tax purposes, as a complete liquidation of MA Stock pursuant to Section 332 of the U.S. Internal Revenue Code of 1986, as amended.

(e) The Surviving Entity shall retain limited liability.

4. Cancellation of MA Stock Membership Interests. At the Effective Time, by virtue of the Merger and without any other action on the part of MA Stock or SGS, each membership interest in MA Stock which shall be outstanding immediately prior to the Effective Time, and all rights in respect thereof shall be cancelled and extinguished without any payment of any consideration therefor, and shall thereafter cease to exist. The member interests of SGS outstanding immediately prior to the Effective Time shall remain outstanding.

5. Articles of Organization and Operating Agreement. From and after the Effective Time, (a) the Articles of Organization of SGS in effect immediately prior to the Effective Time filed with the Secretary of State of the Commonwealth of Kentucky shall be the Articles of Organization of the Surviving Entity and (b) the Operating Agreement of SGS, dated as of July 23, 2013 (as amended and restated, "Operating Agreement"), in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Entity, each until altered or amended in accordance with their respective provisions and applicable law.

6. Amendment. This Agreement may be amended or waived only by a written instrument executed by both parties hereto.

7. Counterparts. This Agreement may be executed in two or more counterparts and by electronic means (including 'pdf' or facsimile), each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

8. Headings. The headings in this Agreement are for reference only and shall not affect the interpretation of this Agreement.


9. Severability. If any provision of this Agreement is invalid or unenforceable, the balance of this Agreement shall remain in effect.

[Signature Page Follows]


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IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed and delivered in its name and on its behalf, all as of the day and year first above written.

MA STOCK ACQUISITION, LLC
a Delaware limited liability company

By: 
Name: Benjamin F. Harmon, IV
Title: Vice President, General Counsel
and Secretary

SOUTHERN GRAPHIC SYSTEMS, LLC
a Kentucky limited liability company

By: 
Name: Benjamin F. Harmon, IV
Title: Vice President, General Counsel
and Secretary

[Signature Page to Agreement and Plan of Merger - (MA Stock - SGS)]

DOCUMENT NO: 439102
RECORDED: December 23, 2015 09:29:00 AM
TOTAL FEES: \$17.00
COUNTY CLERK: JEFF HANCOCK
DEPUTY CLERK: LADONNA STAMPER
COUNTY: FRANKLIN COUNTY
BOOK: A113 PAGES: 849 - 853