

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM390982

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Westminster JJR, Inc.		07/07/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Quadro Partners, Inc.		
Street Address:	295 Lafayette Street		
Internal Address:	7th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10012		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	86325868	CADRE	
CORRESPONDENCE DATA			
Fax Number:	2128594000		
<i>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.</i>			
Phone:	212-859-8000		
Email:	teas@friedfrank.com		
Correspondent Name:	Victoria J. B. Doyle		
Address Line 1:	One New York Plaza		
Address Line 2:	c/o Fried Frank LLP		
Address Line 4:	New York, NEW YORK 10004-1980		
ATTORNEY DOCKET NUMBER:	1983-2 [5879]		
NAME OF SUBMITTER:	Victoria J. B. Doyle		
SIGNATURE:	/vjbd/		
DATE SIGNED:	07/11/2016		
Total Attachments: 17			
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TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT (“**Trademark Assignment**”), dated as of July 7, 2016, is made by and between RealCadre LLC, a Delaware limited liability company and successor-in-interest to Westminster JJR, Inc., a Delaware corporation having an address at 295 Lafayette Street, Suite 500, New York, New York 10012 (“**Assignor**”), and Quadro Partners, Inc., a Delaware corporation having an address at 295 Lafayette Street, Suite 500, New York, New York 10012 (“**Assignee**”).

Background

- A. Westminster JJR, Inc. was originally formed as a Delaware corporation on June 11, 2014 pursuant to a Certificate of Incorporation a filed copy of which is attached hereto as Exhibit A.
- B. Westminster JJR, Inc. changed its name to RealCadre Company, Inc on July 16, 2014 pursuant to a Certificate of Amendment a filed copy of which is attached hereto as Exhibit B.
- C. RealCadre Company, Inc. was merged with RealCadre Mergerco LLC on June 15, 2015 pursuant to a Certificate of Merger a filed copy of which is attached hereto as Exhibit C, and pursuant to which Assignor was the surviving entity and sole successor to RealCadre Company, Inc.
- D. Assignor is the wholly owned subsidiary of Assignee.
- E. Assignor is the owner of U.S. Trademark Application Serial No. 86/325,868 for the mark CADRE (the “**Assigned Trademark**”), and desires to assign to Assignee all right, title, and interest in and to such Assigned Trademark, and the goodwill of the business associated therewith and symbolized thereby; and Assignee desires to acquire all right, title, and interest in and to such Assigned Trademarks, and the goodwill of the business associated therewith and symbolized thereby.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignment. Assignor hereby irrevocably conveys, transfers and assigns to Assignee, and Assignee hereby accepts, all of Assignor’s right, title and interest in and to the Assigned Trademark, together with the goodwill of the business associated therewith and symbolized thereby, including all rights of any kind whatsoever of Assignor accruing under any of the foregoing provided by applicable law of any jurisdiction, by international treaties and conventions and otherwise throughout the world; any and all royalties, fees, income, payments and other proceeds now or hereafter due or payable with respect to any and all of the foregoing; and any and all claims and causes of action, with respect to any of the foregoing, whether accruing before, on or after the date hereof, including all rights to and claims for damages, restitution and injunctive and other legal and equitable relief for past, present and future infringement, dilution, misappropriation, violation, misuse, breach or default, with the right but no obligation to sue for such legal and equitable relief and to collect, or otherwise recover, any such damages.

2. Recordation and Further Actions. Assignor authorizes the U.S. Commissioner for Trademarks and any other governmental officials to record and register this Trademark Assignment upon request by Assignee.

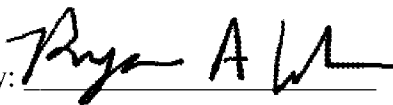
3. Successors and Assigns. This Trademark Assignment shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

4. Governing Law. This Trademark Assignment and any claim, controversy, dispute or cause of action (whether in contract, tort or otherwise) based upon, arising out of or relating to this Trademark Assignment and the transactions contemplated hereby shall be governed by, and construed in accordance with, the laws of the United States and the State of New York, without giving effect to any choice or conflict of law provision or rule (whether of the State of New York or any other jurisdiction).

[signature page follows]

IN WITNESS WHEREOF, Assignor and Assignee have duly executed and delivered this Trademark Assignment as of the date first above written.

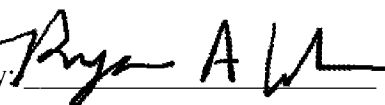
RealCadre LLC

By: 

Name: Ryan Williams

Title: CEO and President

Quadro Partners, Inc.

By: 

Name: Ryan Williams

Title: CEO and President

Exhibit A

(Attached)

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 INCORPORATION OF "WESTMINSTER JJR, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JUNE, A.D. 2014, AT 10:32 O'CLOCK A.M.

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

5549252 8100

140821941

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1442066

DATE: 06-11-14

TRADEMARK
REEL: 005833 FRAME: 0115

**CERTIFICATE OF INCORPORATION
OF
WESTMINSTER JJR, INC.**

ARTICLE I

The name of this Corporation is Westminster JJR, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

ARTICLE III

The name and mailing address of the incorporator of the Corporation is:

Joseph B. Gaspard
c/o Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
220 W. 42nd Street, 20th Floor
New York, NY 10036

ARTICLE IV

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "General Corporation Law").

ARTICLE V

The Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$0.0001 per share. The total number of shares which the Corporation is authorized to issue is twelve million (12,000,000).

ARTICLE VI

Except as otherwise provided in this certificate of incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE VII

The number of directors of this Corporation shall be determined in the manner set forth in the Bylaws of this Corporation.

ARTICLE VIII

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE IX

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

ARTICLE X

A director of this Corporation shall not be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to this Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article X to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article X by the stockholders of this Corporation shall not adversely affect any right or protection of a director of this Corporation existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE XI

To the fullest extent permitted by applicable law, this Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of this Corporation (and any other persons to which General Corporation Law permits this Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this Corporation, its stockholders and others.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such amendment, repeal or modification.

ARTICLE XII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

(Remainder of page intentionally left blank.)

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the General Corporation Law of Delaware, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 11th day of June, 2014.

/s/ Joseph B. Gaspard

Joseph B. Gaspard Incorporator

Exhibit B

(Attached)

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 AMENDMENT OF "WESTMINSTER JJR, INC.", CHANGING ITS NAME FROM "WESTMINSTER JJR, INC." TO "REALCADRE COMPANY, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 2014, AT 6:38 O'CLOCK P.M.

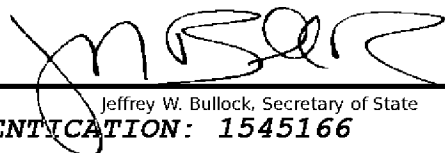
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5549252 8100

140963708

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1545166

DATE: 07-17-14

TRADEMARK
REEL: 005833 FRAME: 0121

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
WESTMINSTER JJR, INC.**

WESTMINSTER JJR, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is **WESTMINSTER JJR, INC.**

SECOND: The date on which the Certificate of Incorporation of the Corporation was previously filed with the Secretary of State of the State of Delaware is June 11, 2014, under the name of Westminster JJR, Inc.

THIRD: That the Board of Directors of the Corporation duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Corporation:

RESOLVED, that Article I of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"ARTICLE I

The name of this corporation is RealCadre Company, Inc."

FOURTH: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by written consent of the stockholders holding the requisite number of shares required by statute given in accordance with and pursuant to Section 228 of the General Corporation Law of the State of Delaware with written notice to be given to those stockholders who did not consent as provided in that section.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment of the Certificate of Incorporation to be signed by its President on this 16th day of July, 2014.

/s/Ryan Williams

Ryan Williams, President and Chief Executive
Officer

Exhibit C

(Attached)

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:

"REALCADRE COMPANY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "REALCADRE MERGERCO, LLC" UNDER THE NAME OF "REALCADRE LLC", A SERIES LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JUNE, A.D. 2015, AT 1:11 O'CLOCK P.M.


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

5741681 8100M

150920638



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2465288

DATE: 06-15-15

TRADEMARK
REEL: 005833 FRAME: 0125

CERTIFICATE OF MERGER

REALCADRE COMPANY, INC.

A Delaware Corporation

INTO

REALCADRE MERGERCO LLC

A Delaware Limited Liability Company

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger as of June 15, 2015:

FIRST: The original name of the surviving limited liability company is RealCadre Mergerco LLC and the name of the corporation being merged into this surviving limited liability company is RealCadre Company, Inc.

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by RealCadre Company, Inc. and by RealCadre Mergerco LLC.

THIRD: The name of the surviving limited liability company is RealCadre Mergerco LLC, which is changing its name to RealCadre LLC.

FOURTH: The merger is to become effective upon the filing of this certificate of merger.

FIFTH: The executed Agreement and Plan of Merger is on file at an office of the surviving limited liability company. The address of the office of the surviving limited liability company is 295 Lafayette Street, 7th Floor, New York, New York 10012.

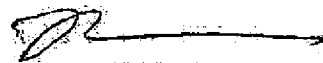
SIXTH: A copy of the Agreement and Plan of Merger will be furnished by RealCadre Mergerco LLC, on request and without cost, to any member of any constituent limited liability company.

9944614

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, as of the date first written above.

REALCADRE MERGERCO LLC

By:



Name: Ryan Williams
Title: Authorized Person

Signature Page to Certificate of Merger - RealCadre Mergerco LLC

RECORDED: 07/11/2016

TRADEMARK
REEL: 005833 FRAME: 0127