

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM398356

|                                  |   |                                  |                     |
|----------------------------------|---|----------------------------------|---------------------|
| <b>SUBMISSION TYPE:</b>          | NEW ASSIGNMENT  |                                  |                     |
| <b>NATURE OF CONVEYANCE:</b>     | AMALGAMATION  |                                  |                     |
| <b>CONVEYING PARTY DATA</b>      |   |                                  |                     |
| <b>Name</b>                      | <b>Formerly</b>   | <b>Execution Date</b>            | <b>Entity Type</b>  |
| BRASSCORP LTD.                   |   | 02/01/2016                       | Corporation: CANADA |
| <b>RECEIVING PARTY DATA</b>      |   |                                  |                     |
| <b>Name:</b>                     | CLIPLIGHT HOLDINGS, LTD.  |                                  |                     |
| <b>Street Address:</b>           | 945-1091 ALNESS STREET  |                                  |                     |
| <b>City:</b>                     | TORONTO, ONTARIO  |                                  |                     |
| <b>State/Country:</b>            | CANADA  |                                  |                     |
| <b>Postal Code:</b>              | M372J1  |                                  |                     |
| <b>Entity Type:</b>              | Corporation: CANADA   |                                  |                     |
| <b>PROPERTY NUMBERS Total: 4</b> |   |                                  |                     |
| <b>Property Type</b>             | <b>Number</b>   | <b>Word Mark</b>                 |                     |
| <b>Serial Number:</b>            | 86774661  | FLEX INJECT                      |                     |
| <b>Serial Number:</b>            | 86487595  | REGENERATIVE SELF SEALING SYSTEM |                     |
| <b>Serial Number:</b>            | 86487566  | RSSS                             |                     |
| <b>Serial Number:</b>            | 86774688  | SEAL-N-GO                        |                     |
| <b>CORRESPONDENCE DATA</b>       |   |                                  |                     |
| <b>Fax Number:</b>               | 8165317545  |                                  |                     |
|                                  | <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> |                                  |                     |
| <b>Phone:</b>                    | (816) 460-2400  |                                  |                     |
| <b>Email:</b>                    | brian.mcginley@dentons.com, anita.hansen@dentons.com,<br>trademarks.us@dentons.com  |                                  |                     |
| <b>Correspondent Name:</b>       | Brian R. McGinley   |                                  |                     |
| <b>Address Line 1:</b>           | Dentons US LLP  |                                  |                     |
| <b>Address Line 2:</b>           | P. O. Box 061080  |                                  |                     |
| <b>Address Line 4:</b>           | Chicago, ILLINOIS 60606-1080  |                                  |                     |
| <b>ATTORNEY DOCKET NUMBER:</b>   | 15257403.000009 (002469)  |                                  |                     |
| <b>DOMESTIC REPRESENTATIVE</b>   |   |                                  |                     |
| <b>Name:</b>                     | Dentons US LLP  |                                  |                     |
| <b>Address Line 1:</b>           | P. O. Box 061080  |                                  |                     |
| <b>Address Line 4:</b>           | Chicago, ILLINOIS 60606-1080  |                                  |                     |

OP \$115.00 86774661

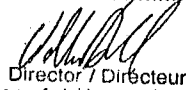
|  |                    |
|--|--------------------|
| <b>NAME OF SUBMITTER:</b>  | BRIAN R. MCGINLEY  |
| <b>SIGNATURE:</b>  | /Brian R McGinley/ |
| <b>DATE SIGNED:</b>  | 09/13/2016         |
| <b>Total Attachments: 11</b><br>source=Cliplight Holdings Ltd - Articles of Amalgamation#page1.tif<br>source=Cliplight Holdings Ltd - Articles of Amalgamation#page2.tif<br>source=Cliplight Holdings Ltd - Articles of Amalgamation#page3.tif<br>source=Cliplight Holdings Ltd - Articles of Amalgamation#page4.tif<br>source=Cliplight Holdings Ltd - Articles of Amalgamation#page5.tif<br>source=Cliplight Holdings Ltd - Articles of Amalgamation#page6.tif<br>source=Cliplight Holdings Ltd - Articles of Amalgamation#page7.tif<br>source=Cliplight Holdings Ltd - Articles of Amalgamation#page8.tif<br>source=Cliplight Holdings Ltd - Articles of Amalgamation#page9.tif<br>source=Cliplight Holdings Ltd - Articles of Amalgamation#page10.tif<br>source=Cliplight Holdings Ltd - Articles of Amalgamation#page11.tif |                    |

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**CERTIFICATE**  
This is to certify that these  
articles are effective on

**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

**FEBRUARY 01 FÉVRIER, 2016**



(17)

Director / Directeur  
Business Corporations Act / Loi sur les sociétés par actions

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

|   |   |   |   |   |   |   |   |   |  |   |   |   |   |   |   |   |   |   |  |   |   |   |   |  |  |  |  |  |  |  |  |  |  |  |  |  |
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2. The address of the registered office is:  
Adresse du siège social:

945-1091 Alness Street

Street & Number or R.R. Number & if Multi-Office Building give Room No. /  
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Toronto

ONTARIO

|   |   |   |   |   |   |
|---|---|---|---|---|---|
| M | 3 | J | 2 | J | 1 |
|---|---|---|---|---|---|

Name of Municipality or Post Office /  
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:  
Nombre d'administrateurs:

Fixed number  
Nombre fixe

OR minimum and maximum  
OU minimum et maximum

|   |    |
|---|----|
| 1 | 10 |
|---|----|

4. The director(s) is/are: / Administrateur(s):

| First name, middle names and surname<br>Prénom, autres prénoms et nom de famille | Address for service, giving Street & No. or R.R. No., Municipality,<br>Province, Country and Postal Code<br>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le<br>nom de la municipalité, la province, le pays et le code postal | Resident Canadian<br>State 'Yes' or 'No'<br>Résident canadien<br>Oui/Non |
|--|---|--|
| Lorne Hilts  | 945-1091 Alness Street, Unit 961<br>Toronto, Ontario, Canada M3J 2J1  | Yes  |
| Dave Butler  | 38 Stratford Road, Harrison, New York,<br>United States of America 10528  | No   |
| Ian Arons  | 34 Farragut Road, Scarsdale, New York,<br>United States of America 10583  | No   |

4. The director(s) is/are:  
Administrateur(s) :

| First name, middle names and surname<br><i>Prénom, autres prénoms et nom de famille</i> | Address for services, giving street & No. or R.R. No.,<br>Municipality, Province, Country and Postal code.<br><i>Domicile élu, y compris la rue et le numéro ou le numéro de la<br/>R.R., le nom de la municipalité, la province, le pays et le code<br/>postal</i> | Resident Canadian<br>State 'Yes' or 'No'<br><i>Résident canadien<br/>Oui/Non</i> |
|---|---|--|
| John Straus   | 208 Lenox Avenue, New York, New York<br>United States of America 10027  | No   |

5. Method of amalgamation, check A or B  
 Méthode choisie pour la fusion – Cocher A ou B :

A - **Amalgamation Agreement / Convention de fusion :**

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.  
 Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or  
ou

B - **Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.  
 Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Cliplight Holdings, Ltd.

and are more particularly set out in these articles.  
 et sont énoncés textuellement aux présents statuts.

| Names of amalgamating corporations<br>Dénomination sociale des sociétés qui fusionnent | Ontario Corporation Number<br>Numéro de la société en Ontario | Date of Adoption/Approval<br>Date d'adoption ou d'approbation |               |             |
|--|---|---|---------------|-------------|
|  |   | Year<br>année   | Month<br>mois | Day<br>jour |
| Cliplight Holdings, Ltd.   | 2494822   | 2016  | 01            | 21          |
| Brasscorp Ltd.   | 955619  | 2016  | 01            | 21          |

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of Common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Not applicable.

9. The issue, transfer or ownership of shares is/ls not restricted and the restrictions (if any) are as follows:  
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

Shares of the Corporation may not be transferred unless the restrictions on the transfer of securities of the Corporation contained in section 9 of the articles of the Corporation entitled "Other Provisions, of any" are complied with.

10. Other provisions, (if any):  
Autres dispositions, s'il y a lieu :

See attached page 5(a).

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.




1. Securities of the Corporation, other than non-convertible debt securities, shall not be transferred without either:
  - (a) the approval of the directors of the Corporation, expressed by a resolution passed at a meeting of the directors or by an instrument or instruments in writing signed by a majority of the directors; or
  - (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) outstanding at the time, expressed by a resolution passed at a meeting of the holders of those shares or by an instrument or instruments in writing signed by the holders of a majority of those shares.
2. The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
3. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
4. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, for the purpose of securing any bonds, debentures or debenture stock which the Corporation is by law entitled to issue, by authentic deed or otherwise, grant a hypothec or mortgage, including a floating hypothec or mortgage, on a universality of property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation, and pledge, cede or transfer any property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation.
5. The Corporation has a lien on a share registered in the name of a shareholder or the shareholder's personal representative for a debt of that shareholder to the Corporation.
6. A holder of a fractional share issued by the Corporation is entitled to exercise voting rights and to receive a dividend in respect of the fractional share to the extent of the fraction.


These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Name and **original signature** of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et **signature originale** d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

Cliplight Holdings, Ltd.

Names of Corporations / Dénomination sociale des sociétés  
By / Par  Lorne Hilts President  
Signature / Signature Print name of signatory / Description of Office / Fonction  
Nom du signataire en lettres moulées

Brasscorp Ltd.

Names of Corporations / Dénomination sociale des sociétés  
By / Par  Lorne Hilts President  
Signature / Signature Print name of signatory / Description of Office / Fonction  
Nom du signataire en lettres moulées

Names of Corporations / Dénomination sociale des sociétés  
By / Par  
Signature / Signature Print name of signatory / Description of Office / Fonction  
Nom du signataire en lettres moulées

Names of Corporations / Dénomination sociale des sociétés  
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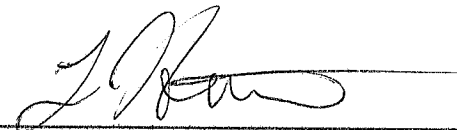
SCHEDULE "A"

STATEMENT UNDER SUBSECTION 178(2) OF THE  
BUSINESS CORPORATIONS ACT (ONTARIO)  
IN CONNECTION WITH THE AMALGAMATION OF  
CLIPLIGHT HOLDINGS, LTD. AND BRASSCORP LTD.

I, Lorne Hilts, hereby make the following statement under subsection 178(2) of the *Business Corporations Act* (Ontario) (the "OBCA") in support of the amalgamation of Cliplight Holdings, Ltd. and Brasscorp Ltd.:

1. I am the President of each of Cliplight Holdings, Ltd. and Brasscorp Ltd. and as such have personal knowledge of the following matters.
2. There are reasonable grounds for believing that each of Cliplight Holdings, Ltd. and Brasscorp Ltd. is and the amalgamated corporation resulting from the amalgamation of Cliplight Holdings, Ltd. and Brasscorp Ltd. will be able to pay their respective liabilities as they become due, and that the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.
4. No creditors have notified any of Cliplight Holdings, Ltd. and Brasscorp Ltd. that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the OBCA has no application in the present circumstances.
5. Since Cliplight Holdings, Ltd. and Brasscorp Ltd. have not received any notices under clause (c) of subsection 178(2) of the OBCA, clause (d) of subsection 178(2) of the OBCA has no application in the present circumstances.

DATED Jan/ 2<sup>nd</sup>, 2016.

  
\_\_\_\_\_  
Lorne Hilts, President

SCHEDULE "B"

CLIPLIGHT HOLDINGS, LTD.  
(the "Corporation")

RESOLUTION OF THE BOARD OF DIRECTORS

Amalgamation

RECITALS:

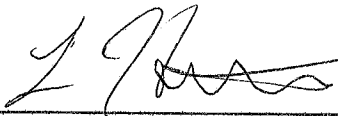
- A. Brasscorp Ltd. (the "**Subsidiary**") is a wholly-owned subsidiary of the Corporation.
- B. It is proposed that the Corporation and the Subsidiary amalgamate under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "**OBCA**").

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and the Subsidiary under subsection 177(1) of the OBCA is approved.
2. Upon the articles of amalgamation of the amalgamated corporation becoming effective, all of the shares of the Subsidiary shall be cancelled without any repayment of capital in respect thereof.
3. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation.
4. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation.
5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
6. Any one officer or any one director of the Corporation is authorized and directed to execute articles of amalgamation on behalf of the Corporation and to deliver same to the Director under the OBCA and to execute all other documents and to do all things necessary or advisable in connection with the amalgamation of the Corporation and the Subsidiary.

Certified to be a true copy of a resolution of the board of directors of CLIPLIGHT HOLDINGS, LTD., which resolution is in full force and effect and unamended as of the date of hereof.

DATED Jan/21, 2016.

  
\_\_\_\_\_  
Lorne Hilts, President

SCHEDULE "B"

**BRASSCORP LTD.**  
(the "Corporation")

RESOLUTION OF THE BOARD OF DIRECTORS

Amalgamation

RECITALS:

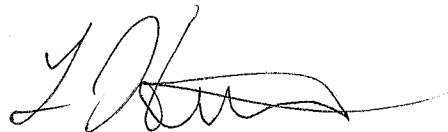
- A. The Corporation is a wholly-owned subsidiary of Ciplight Holdings, Ltd. (the "Parent").
- B. It is proposed that the Corporation and the Parent amalgamate under subsection 177(1) of the *Business Corporations Act* (Ontario) (the "OBCA").

NOW THEREFORE BE IT RESOLVED THAT:

- 1. The amalgamation of the Corporation and the Parent under subsection 177(1) of the OBCA is approved.
- 2. Upon the articles of amalgamation of the amalgamated corporation becoming effective, all of the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
- 3. The by-laws of the amalgamated corporation shall be the same as the by-laws of the Parent.
- 4. The articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Parent.
- 5. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.
- 6. Any one officer or any one director of the Corporation is authorized and directed to execute articles of amalgamation on behalf of the Corporation and to deliver same to the Director under the OBCA and to execute all other documents and to do all things necessary or advisable in connection with the amalgamation of the Corporation and the Parent.

Certified to be a true copy of a resolution of the board of directors of BRASSCORP LTD., which resolution is in full force and effect and unamended as of the date of hereof.

DATED Jan/21, 2016.



Lorne Hilts, President