

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM413864

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	07/01/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cosmolab, Inc.		07/01/2015	Corporation: TENNESSEE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Schwan Cosmetics USA, Inc.	07/01/2015	Corporation: NEW JERSEY	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Schwan Cosmetics USA, Inc.		
Street Address:	1100 Garrett Parkway		
City:	Lewisburg		
State/Country:	TENNESSEE		
Postal Code:	37091		
Entity Type:	Corporation: TENNESSEE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1045707	COSMOLAB	
CORRESPONDENCE DATA			
Fax Number:	2565175285		
<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:	256-517-5142		
Email:	wbabcock@bradley.com		
Correspondent Name:	Frank M. Caprio		
Address Line 1:	200 Clinton Avenue West, Suite 900		
Address Line 4:	Huntsville, ALABAMA 35801		
NAME OF SUBMITTER:	Frank M. Caprio		
SIGNATURE:	/Frank M. Caprio/		
DATE SIGNED:	01/27/2017		
Total Attachments: 9			

OP \$40.00 1045707

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AGREEMENT AND PLAN OF MERGER

of

SCHWAN COSMETICS USA, INC.,
a New Jersey corporation

Into

COSMOLAB, INC.,
a Tennessee corporation

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated effective as of July 1, 2015, is by and between Schwan Cosmetics USA, Inc., a New Jersey corporation ("Schwan"), and Cosmolab, Inc., a Tennessee corporation ("Cosmolab").

WITNESSETH:

WHEREAS, Schwan and Cosmolab are wholly owned subsidiaries of Schwan-STABILIO Cosmetics Finanzholding GmbH, a Gesellschaft mit beschränkter Haftung.

WHEREAS, the parties hereto desire that Schwan be merged with and into Cosmolab pursuant to the terms of this Agreement.

NOW, THEREFORE, for and in consideration of the premises and of the mutual representations, warranties and covenants herein contained, the parties hereby agree as follows:

ARTICLE I MERGER

Section 1.01 Merger. Subject to the terms and conditions herein and in accordance with the Tennessee Business Corporation Act and the New Jersey Business Corporation Act, Schwan shall merge with and into Cosmolab (the "Merger"), with Cosmolab being the surviving entity (the "Surviving Entity"), effective as of 12:01 a.m. (EST) on July 1, 2015 (the "Effective Time").

Section 1.02 Terms of the Merger. At the Effective Time, all outstanding capital stock of Schwan, by virtue of the Merger and automatically, without any action on the part of the holder thereof, shall be cancelled and extinguished in all respects, and no consideration (in the form of shares of common stock of Cosmolab or otherwise) shall be paid therefor. All outstanding capital stock of Cosmolab existing immediately prior to the Effective Time of the Merger shall continue to exist as outstanding capital stock of the Surviving Entity, unaffected by the Merger described herein.

Section 1.03 Charter of Surviving Entity. At the Effective Time, the Charter of Cosmolab shall be amended by amending and restating Article FIRST as follows:

The name of the corporation is: Schwan Cosmetics USA, Inc.

~~Section 1.04 Bylaws of Surviving Entity. The Bylaws of Cosmolab in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Entity immediately after the Effective Time.~~

Section 1.05 Officers of Surviving Entity. From and after the Effective Time, and until their successors are duly elected or appointed, or until their earlier death, resignation or removal, the directors and officers of the Surviving Entity shall be the same as the directors and officers of Cosmolab immediately prior to the Effective Time.

Section 1.06 Effects of Merger. At the Effective Time, the separate existence of Schwan shall cease, and Schwan shall be merged into Cosmolab, which shall thereupon and thereafter possess all the rights, privileges, powers and franchises, whether of public or private nature, and shall assume and be subject to all the restrictions, disabilities, duties, liabilities and obligations of Schwan and Cosmolab, and the merger shall have such effect under the laws of the State of Tennessee and the State of New Jersey.

ARTICLE II GENERAL

Section 2.01 Additional Instruments. The parties hereto shall deliver or cause to be delivered at the Effective Time and at such other times and places as shall be reasonably agreed on, such additional instruments as any party may reasonably request for the purpose of carrying out this Agreement.

Section 2.02 Assignment. This Agreement and the rights of the parties hereto may not be assigned (except by operation of law) and shall be binding upon and shall inure to the benefit of the parties hereto, and their successors.

Section 2.03 Entire Agreement. This Agreement and the documents delivered pursuant hereto constitute the entire agreement and the understanding between the parties hereto and supersede any prior agreement and understanding relating to the subject matter of this Agreement.

Section 2.04 Counterpart. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute but one and the same instrument. It shall not be necessary that any single counterpart hereof be executed by all parties hereto so long as at least one counterpart is executed by each party.

[Signature Pages Follow]

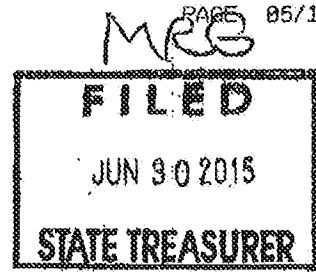
IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first above written.

SCHWAN COSMETICS USA, INC.

By: [Signature]
Name: Holliday Montgomery
Title: President

COSMOLAB, INC.

By: [Signature]
Name: Holliday Montgomery
Title: President



**CERTIFICATE OF MERGER
OF
SCHWAN COSMETICS USA, INC.
INTO
COSMOLAB, INC.**

In accordance with the provisions of Sections 14A:10-4.1 and 14A:10-7 of the New Jersey Business Corporation Act ("NJBCA"), Schwan Cosmetics USA, Inc., a New Jersey corporation ("Schwan"), hereby delivers for filing the following Certificate of Merger for the purpose of merging Schwan with and into Cosmolab, Inc., a Tennessee corporation ("Cosmolab"), with Cosmolab being the surviving corporation:

1. The surviving corporation is Cosmolab, Inc., a Tennessee corporation. The merged corporation is Schwan Cosmetics USA, Inc., a New Jersey corporation.
2. The Agreement and Plan of Merger ("the "Plan") is attached hereto as Exhibit A.
3. Schwan has outstanding 100 shares of common stock, the only class of stock for which there are outstanding shares. The Plan was adopted by the written consent of the sole shareholder without a meeting on June 1, 2015.
4. Cosmolab has outstanding 1,000 shares of common stock, the only class of stock for which there are outstanding shares. The Plan was adopted by the written consent of the sole shareholder without a meeting on June 1, 2015.
5. Cosmolab agrees that it may be served with process in this State in any action, suit or proceeding for the enforcement of any obligation of any domestic or foreign corporation, previously amenable to suit in this State, which is a party to this merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation. The Treasurer is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to Cosmolab at 3202 Elam Farms Parkway, Murfreesboro, Tennessee 37127. Cosmolab also agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they may be entitled under the provisions of Title 14A.
6. The applicable provisions of the laws of the State of Tennessee, the jurisdiction under which Cosmolab was organized, will be, upon compliance with applicable filing and recording requirements, complied with.
7. The effective date of the merger is 12:01 a.m. on July 1, 2015.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned parties have caused this Certificate of Merger to be signed by a duly authorized officer thereof effective as of July 1, 2015.

SCHWAN COSMETICS USA, INC.

By: [Signature]
Name: Holliday Montgomery
Title: President

COSMOLAB, INC.

By: [Signature]
Name: Holliday Montgomery
Title: President

EXHIBIT A

Agreement and Plan of Merger

See attached.



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Schwan Cosmetics USA, Inc.
1100 GARRETT PKWY
LEWISBURG, TN 37091-3541

June 30, 2015

Control # 620585

Effective Date: 07/01/2015

Document Receipt

Receipt #: 2127163

Filing Fee: \$100.00

Payment-Check/MO - BRADLEY ARANT BOULT CUMMINGS LLP, NASHVILLE, TN

\$100.00

ACKNOWLEDGMENT OF MERGER

Schwan Cosmetics USA, Inc. (NEW JERSEY) (Unqualified Non-survivor)

**merged into Schwan Cosmetics USA, Inc. (formerly known as Cosmolab, Inc.)
(TENNESSEE) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett
Secretary of State

Processed By: Carolyn Brown

FILED

**ARTICLES OF MERGER
of
SCHWAN COSMETICS USA, INC.
with and into
COSMOLAB, INC.**

To the Tennessee Secretary of State:

Pursuant to the provisions of Section 48-21-107 of the Tennessee Business Corporation Act (the "Act"), the undersigned, Cosmolab, Inc., a Tennessee corporation (the "Surviving Corporation"), hereby adopts the following Articles of Merger to effect the merger of Schwan Cosmetics USA, Inc., a New Jersey corporation (the "Merging Corporation"), with and into the Surviving Corporation:

1. The Agreement and Plan of Merger (the "Plan") between the Surviving Corporation and the Merging Corporation was adopted by the Board of Directors of both the Surviving Corporation and the Merging Corporation on June 1, 2015.

2. The Plan was approved by the sole shareholder of the Merging Corporation, as required by Section 48-21-104 of the Act.

3. The Plan was approved by the sole shareholder of the Surviving Corporation, as required by Section 48-21-104 of the Act.

4. The Plan and performance of its terms were duly authorized by all action required by the laws under which the Merging Corporation was organized and by its charter or organic documents.

5. The Surviving Corporation's charter shall be amended by restating Article FIRST with the following:

The name of the corporation is: Schwan Cosmetics USA, Inc.

6. These Articles of Merger shall be effective as of 12:01 a.m. on July 1, 2015.

[Signatures to follow]

E0117-5461 06/30/2015 1:10 PM Received by Tennessee Secretary of State Tre Hargett

IN WITNESS WHEREOF, the undersigned parties have caused this Articles of Merger to be signed by a duly authorized officer thereof effective as of July 1, 2015.

SCHWAN COSMETICS USA, INC.

By: [Signature]
Name: Holliday Montgomery
Title: Managing Director

COSMOLAB, INC.

By: [Signature]
Name: Holliday Montgomery
Title: Managing Director

BO117-5402 06/30/2015 1:10 PM Received by Tennessee Secretary of State Tre Hargett