

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM440954

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	05/16/2014
<b>RESUBMIT DOCUMENT ID:</b>	900415960

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hagelin & Company Inc.		02/18/2014	Corporation: NEW JERSEY

## RECEIVING PARTY DATA

<b>Name:</b>	Frutarom USA Inc.
<b>Street Address:</b>	9950 Commerce Park Drive
<b>City:</b>	Cincinnati
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	45246
<b>Entity Type:</b>	Corporation: NEW JERSEY

## PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
<b>Serial Number:</b>	77800929	LO-SO

## CORRESPONDENCE DATA

**Fax Number:** 3177133699  
*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:** 3177133500  
**Email:** efstrademarks@taftlaw.com  
**Correspondent Name:** Amy Wright  
**Address Line 1:** One Indiana Square, Suite 3500  
**Address Line 2:** c/o Taft Stettinius & Hollister LLP  
**Address Line 4:** Indianapolis, INDIANA 46204

<b>ATTORNEY DOCKET NUMBER:</b>	FRU02-00207
<b>NAME OF SUBMITTER:</b>	Amy Wright
<b>SIGNATURE:</b>	/Amy Wright/
<b>DATE SIGNED:</b>	08/28/2017

## Total Attachments: 8

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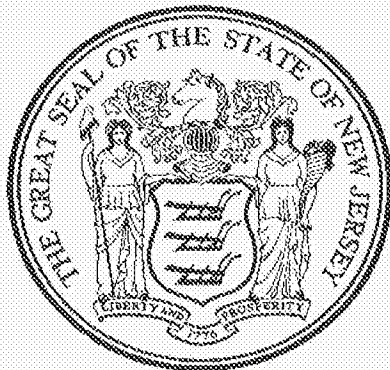
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STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)  
0100458601

FRUTAROM USA INC

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate Of Merger  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.*



Certificate Number: 139852877

Verify this certificate online at

[https://www.t.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www.t.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)

*IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed  
my Official Seal at Trenton, this  
21st day of August, 2017*

*Ford M Scudder  
State Treasurer*

MRS

CERTIFICATE OF MERGER  
of  
HAGELIN & COMPANY INC.  
with and into  
FRUTAROM USA INC.

FILED  
MAY 16 2014  
STATE TREASURER

0100458601

Pursuant to Sections 14A:10-5.1 of the New Jersey Business Corporation Act, Frutarom USA Inc., a New Jersey corporation ("Frutarom USA"), in connection with the merger (the "Merger") of Hagelin & Company Inc., a New Jersey corporation ("Hagelin"), with and into Frutarom USA, hereby certifies as follows:

FIRST: The respective names of and the jurisdictions of formation or incorporation of the constituent companies to the Merger are as follows:

Name	Jurisdiction	Identification # assigned by Treasurer
Frutarom USA Inc.	New Jersey	0100458601
Hagelin & Company Inc.	New Jersey	4290257500

SECOND: Frutarom USA shall be the surviving corporation of the Merger ("Surviving Corporation"). The name of the Surviving Corporation is Frutarom USA Inc.

THIRD: Hagelin shall be the non-surviving corporation of the Merger (the "Non-Surviving Corporation"). The name of the Non-Surviving Corporation is Hagelin & Company Inc.

FOURTH: A Plan of Merger, dated as of February 18, 2014 setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by the Board of Directors of Frutarom USA on February 18, 2014.

FIFTH: The number of issued and outstanding shares in Hagelin and the number of shares owned by Frutarom USA in Hagelin are as follows:

Name	Issued and outstanding shares of Hagelin (nominal value)	Owned by Frutarom
Hagelin & Company Inc.	100,000	100,000

SIXTH: The Merger shall be effective as upon filing of the this Certificate of Merger.

**[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, Frutarom USA has caused this Certificate of Merger to be duly executed on the date first written above.

FRUTAROM USA INC.  
a New Jersey corporation

By:  
Name:  
Title:

*Rafael*  
*Rafael Friedman*  
*President*  
*Alan Grand*  
*Director*

[SIGNATURE PAGE TO THE AGREEMENT AND PLAN OF MERGER]

**PLAN OF MERGER**  
of  
**HAGELIN & COMPANY INC.**  
with and into  
**FRUTAROM USA INC.**

This Plan of Merger (the "Plan of Merger"), dated as of February 18, 2014, is made pursuant to Section 14A:10-14 of the New Jersey Business Corporation Act (the "NJBCA"), and concerns the merger between Hagelin & Company Inc., a New Jersey corporation ("Hagelin"), and Frutarom USA Inc., a New Jersey corporation ("Frutarom USA" or the "Surviving Corporation"). Hagelin and Frutarom USA are collectively referred to as the "Constituent Parties."

**RECITALS**

WHEREAS, Frutarom USA, a New Jersey corporation, is the sole shareholder and owns 100 percent (100 %) of the issued and outstanding share capital of Hagelin; and

WHEREAS, Frutarom USA desires that Hagelin be merged with and into Frutarom USA and that Frutarom USA continue as the surviving entity, upon the terms and conditions set forth herein (the "Merger"); and

WHEREAS, in the manner provided for in the NJBCA, the Board of Directors of Frutarom USA has: (i) reviewed this Plan of Merger and the Merger, (ii) deemed this Plan of Merger and the Merger to be advisable and in the best interests of the Constituent Parties, (iii) approved and adopted this Plan of Merger and the Merger.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, and such other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

**ARTICLE I**

**Effective Time**

1.1 Subject to the provisions of this Plan of Merger, and in accordance with the NJBCA, the Surviving Corporation shall cause to be filed a certificate of merger in a form as set forth on Exhibit A attached hereto, executed in accordance with the relevant provisions of the NJBCA (the "Certificate of Merger"). The Merger shall become effective upon filing of the Certificate of Merger (the "Effective Time").

ARTICLE II

The Merger

At the Effective Time, the Constituent Parties agree that the following actions shall be taken:

2.1 At the Effective Time, in accordance with the applicable provisions of the NJBCA, Hagelin shall be merged with and into Frutarom USA, and Frutarom USA shall be the survivor of the Merger.

2.2 The Articles of Incorporation and Bylaws of the Surviving Corporation shall remain in effect and shall not be amended by virtue of the Merger.

2.3 At the Effective Time, the address of the Surviving Corporation shall be 9500 Railroad Ave., North Bergen, NJ 07047.

2.4 At the Effective Time, the directors and officers of Frutarom USA shall be the directors and officers of the Surviving Corporation.

2.5 The Constituent Parties each intend and agree that, for income tax purposes, the Merger shall constitute a distribution to the Surviving Corporation in complete liquidation of the Merged Corporation within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended, and all parallel provisions of applicable state and local law, and that this Agreement constitutes the "plan of liquidation" adopted by the Constituent Parties.

ARTICLE III

Effects of the Merger

3.1 As of the Effective Time, by virtue of the Merger and without any further action on the part of any of the Constituent Parties, all issued and outstanding shares of Hagelin, owned solely by the Surviving Corporation, shall automatically be cancelled and cease to exist, and no consideration shall be given in exchange therefor.

3.2 Immediately upon the Effective Time, without limiting the force and effect of any applicable provisions of the NJCBA, with respect to the legal effect of the Merger, all the real and personal property rights and interest, privileges, franchises, patents, trade secrets, confidential information, trademarks, licenses, registrations and all other legal rights and assets of very kind and description of Hagelin, whether tangible or intangible, shall be automatically transferred to, vested in and devolve upon the Surviving Corporation without further act or deed; and all property, rights and every other interest of the Constituent Parties shall be as effectively the property of the Surviving Corporation as they therefore were of the Surviving Corporation and Hagelin, respectively.



3.3 At and after the Effective Time, all issued and outstanding shares of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall not be affected by the Merger.

ARTICLE IV

Further Assurances

4.1 If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any asset, property or right of Hagelin, then the proper officers of Hagelin shall execute all such proper assignments and assurances in law and do all things necessary or proper to effectuate the Merger.

ARTICLE V

Amendment and Termination

5.1 At any time prior to the Effective Time, this Plan of Merger may be amended, to the fullest extent permitted by applicable law, by an agreement in writing.

5.2 Notwithstanding approval and adoption of this Plan of Merger, this Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Time.

ARTICLE VI

Governing Law

6.1 This Plan of Merger shall be governed by and construed in accordance with the laws of the State of New Jersey without giving effect to any law or rule that would cause the laws of any jurisdiction other than the State of New Jersey to be applied.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Frutarom USA has caused this Plan of Merger to be duly executed on the date first written above, and pursuant to section 14A:10-5.1 of the NJBCA, Frutarom USA has caused this Plan of Merger to be duly executed on behalf of Hagelin, as its wholly owned subsidiary, on the date first written above.

**FRUTAROM USA INC.**  
a New Jersey corporation

By:  
Name:  
Title:

*Raf Dreyman*  
*Raf Dreyman*  
Frutarom USA Inc.  
Chief Financial Officer

Frutarom USA Inc.

[SIGNATURE PAGE TO THE PLAN OF MERGER]