

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM459078

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Highmark Smart, Reliable Seating, Inc.		12/20/2017	Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	OFS Brands Holdings Inc.
Street Address:	POST OFFICE BOX 100
Internal Address:	1204 E 6TH STREET
City:	HUNTINGBURG
State/Country:	INDIANA
Postal Code:	47542
Entity Type:	Corporation: INDIANA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	4463634	CIRO
Registration Number:	4202931	FINO
Registration Number:	4103042	VALENCE
Registration Number:	4195300	INTOUCH
Registration Number:	4578336	TEAM UP
Registration Number:	4515858	BODY BALANCE
Registration Number:	3827151	INSYNC
Registration Number:	2597400	MODELA

CORRESPONDENCE DATA

Fax Number: 3172369907

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: 317.968.5423

Email: bmaurer@bgdlegal.com

Correspondent Name: Brad R. Maurer

Address Line 1: 10 West Market Street

Address Line 2: 2700 Market Tower

CH \$215.00 4463634

Address Line 4:	Indianapolis, INDIANA 46204
ATTORNEY DOCKET NUMBER:	619255.100021
NAME OF SUBMITTER:	Brad R. Maurer
SIGNATURE:	/Brad R. Maurer/
DATE SIGNED:	01/23/2018
Total Attachments: 4 source=ofshighmarkmerger18938634_1#page1.tif source=ofshighmarkmerger18938634_1#page2.tif source=ofshighmarkmerger18938634_1#page3.tif source=ofshighmarkmerger18938634_1#page4.tif	

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the “**Plan**”) is made and entered into as of the 20th day of December, 2017, by and between OFS Brands Holdings Inc., an Indiana corporation (the “**Surviving Corporation**”) and Highmark Smart, Reliable Seating, Inc., a California corporation (the “**Merging Corporation**”).

WITNESSETH:

WHEREAS, as of the date hereof, the Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation;

WHEREAS, the Merging Corporation will be merging with and into the Surviving Corporation, and the Surviving Corporation will be the surviving entity (the “**Merger**”) in accordance with Indiana law and California law;

WHEREAS, the Board of Directors and the sole shareholder of the Merging Corporation and the Board of Directors of the Surviving Corporation have each adopted by written consent the necessary resolutions approving the Merger in accordance with Indiana law and California law;

WHEREAS, the Merger was adopted without shareholder action from the Surviving Corporation, and pursuant to Indiana Code Section 23-1-40-4, the Merger does not require the approval of the shareholders of the Surviving Corporation;

NOW THEREFORE, in consideration of the premises and of the mutual provisions, agreements, covenants, conditions and grants contained in this Plan, and in accordance with the provisions of the Indiana Business Corporation Law, as amended, and the California Corporations Code, as amended, the parties mutually covenant and agree as follows:

ARTICLE I
MERGER

1.1. **Effective Time of Merger.** Effective upon the filing of the Articles of Merger with the Secretary of State of the State of Indiana, the filing of the Certificate of Ownership with the Secretary of State of the State of California, and only upon the effective time noted in the Articles of Merger, being 6:01 p.m. (Eastern Time) on December 31, 2017 (“**Effective Time of the Merger**”), the Merging Corporation shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be the surviving entity.

1.2. **Effect of Merger.** At the Effective Time of the Merger, the separate existence and corporate organization of the Merging Corporation shall cease, and the existence and corporate organization of the Surviving Corporation, including all its purposes, powers and objectives, shall continue unaffected and unimpaired by the Merger. The Surviving Corporation shall continue to be governed by the applicable law of the Indiana Business Corporation Law, as amended. From and after the Effective Time of the Merger, the Surviving Corporation shall succeed to all the rights, privileges, immunities, powers, duties, property, and liabilities of the Merging Company, and all interests of or belonging to or due to the Merging Corporation shall thereupon be deemed to be transferred to and vested in the Surviving Corporation without act or deed and no title to any

real estate or any interest therein vested in the Merging Corporation shall revert or be in any way impaired because of the Merger.

1.3. **Name.** The name of the Surviving Corporation following the Merger, as the surviving corporation to the Merger contemplated hereunder, shall be OFS Brands Holdings Inc.

1.4. **Principal Office.** Immediately following the Merger, the Surviving Corporation's principal office shall be located at P.O. Box 100, 1204 E. 6th Street, Huntingburg, Indiana 47542.

ARTICLE II **ARTICLES OF INCORPORATION, BYLAWS, OFFICERS AND DIRECTORS**

2.1. **Articles of Incorporation.** At the Effective Time of the Merger, the Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation until further amended or repealed as provided therein or by law.

2.2. **Bylaws.** At the Effective Time of the Merger, the Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time of the Merger shall continue to be the Bylaws of the Surviving Corporation, until further amended or repealed as provided therein or by law.

2.3. **Directors and Officers.** At the Effective Time of the Merger, the directors of the Surviving Corporation holding office immediately prior to the Effective Time of the Merger shall continue to be the directors of the Surviving Corporation, and the officers of the Surviving Corporation holding office immediately prior to the Effective Time of the Merger shall continue to be the officers of the Surviving Corporation. Each director and officer of the Surviving Corporation shall be subject to the Surviving Corporation's Articles of Incorporation, Bylaws, and applicable laws as to the term and removal of directors and officers of the Surviving Corporation.

ARTICLE III **CAPITAL STOCK OF THE SURVIVING CORPORATION**

3.1. **Shares of the Merging Corporation.** At the Effective Time of the Merger and without any further action on the part of the Merging Corporation or the Surviving Corporation, all shares of the capital stock of the Merging Corporation shall cease to exist and shall be deemed cancelled, retired and eliminated.

3.2. **Shares of the Surviving Corporation.** At the Effective Time of the Merger without any further action on the part of the Merging Corporation or the Surviving Corporation, the issued and outstanding shares of the capital stock of the Surviving Corporation (i) shall be unaffected by the Merger, (ii) shall remain outstanding immediately after the Effective Time of the Merger, and (iii) shall represent all of the issued and outstanding shares of the capital stock of the Surviving Corporation.

ARTICLE IV
MISCELLANEOUS

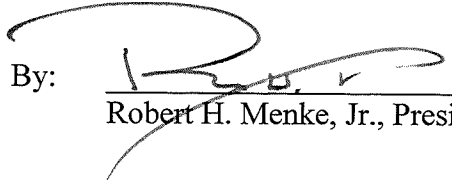
4.1. **Further Assurances.** If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or rights of the Merging Corporation, or otherwise to carry out the provisions hereof, then the persons who were the proper officers and directors of the Merging Corporation immediately prior to the Effective Time of the Merger (or their successors in office) shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper, to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the provisions hereof.

[Signature Page Follows.]

IN WITNESS WHEREOF, the parties have executed this Plan by their respective officers duly authorized as of the date and year first written above.

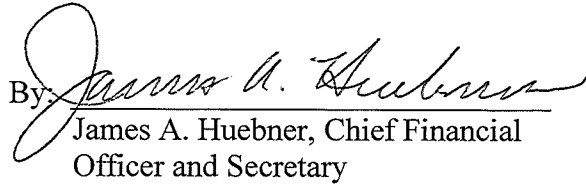
“SURVIVING CORPORATION”

OFS BRANDS HOLDINGS INC.

By: 
Robert H. Menke, Jr., President

“MERGING CORPORATION”

**HIGHMARK SMART, RELIABLE
SEATING, INC.**

By: 
James A. Huebner, Chief Financial
Officer and Secretary