

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM506779

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SPERIAN PROTECTION OPTICAL, INC.		12/31/2013	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	SPERIAN PROTECTION AMERICAS, INC.		
Street Address:	900 DOUGLAS PIKE		
City:	SMITHFIELD		
State/Country:	DELAWARE		
Postal Code:	02917		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0672799	TITMUS	
CORRESPONDENCE DATA			
Fax Number:	9142880023		
<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:	914-821-3084		
Email:	tmdocket@leasonellis.com		
Correspondent Name:	Deirdre A. Clarke c/o Leason Ellis LLP		
Address Line 1:	One Barker Avenue, Fifth Floor		
Address Line 4:	White Plains, NEW YORK 10601		
ATTORNEY DOCKET NUMBER:	H025860		
NAME OF SUBMITTER:	Deirdre A. Clarke		
SIGNATURE:	/Deirdre A. Clarke/		
DATE SIGNED:	01/22/2019		
Total Attachments: 5			
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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 OWNERSHIP, WHICH MERGES:

"NACRE US, INC.", A DELAWARE CORPORATION,

"SPERIAN EYE & FACE PROTECTION, INC.", A DELAWARE CORPORATION,

"SPERIAN FALL PROTECTION, INC.", A DELAWARE CORPORATION,

"SPERIAN METAL MESH PROTECTION USA, INC.", A DELAWARE CORPORATION,

"SPERIAN PROTECTION OPTICAL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SPERIAN PROTECTION AMERICAS, INC." UNDER THE NAME OF "SPERIAN PROTECTION AMERICAS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2013, AT 5:53 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11 O'CLOCK P.M.


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

3592773 8100M

131478542



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1020690

DATE: 12-30-13

TRADEMARK
REEL: 006531 FRAME: 0528

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**NACRE US, INC.,
A DELAWARE CORPORATION,**

AND

**SPERIAN METAL MESH PROTECTION USA, INC.,
A DELAWARE CORPORATION,**

AND

**SPERIAN EYE & FACE PROTECTION, INC.,
A DELAWARE CORPORATION,**

AND

**SPERIAN FALL PROTECTION, INC.,
A DELAWARE CORPORATION,**

AND

**SPERIAN PROTECTION OPTICAL, INC.,
A DELAWARE CORPORATION,**

WITH AND INTO

**SPERIAN PROTECTION AMERICAS, INC.,
A DELAWARE CORPORATION**

Pursuant to Section 253 of the Delaware General Corporation Law, as amended (the "Law"), the undersigned does hereby certify as of this 20th day of December, 2013, that:

FIRST: Sperian Protection Americas, Inc., a Delaware corporation (the "Surviving Entity"), was incorporated on November 19, 2002.

SECOND: The Surviving Entity owns all of the outstanding capital stock of (i) Nacre US, Inc., a Delaware corporation incorporated on September 10, 2007; (ii) Sperian Metal Mesh Protection USA, Inc., a Delaware corporation incorporated on June 20, 2000; (iii) Sperian Eye & Face Protection, Inc., a Delaware corporation incorporated on December 10, 1997; (iv) Sperian Fall Protection, Inc., a Delaware corporation incorporated on December 1, 1999; and (v) Sperian Protection Optical, Inc., a Delaware corporation incorporated on December 10, 1973 (collectively, the "Merging Entities").

THIRD: By this Certificate of Ownership and Merger (this "Certificate") the Merging Entities will be merged with and into the Surviving Entity (the "Mergers"). The surviving business entity of the Mergers shall be the Surviving Entity.

FOURTH: The Certificate of Incorporation of the Surviving Entity shall continue in full force and effect as the Certificate of Incorporation of the Surviving Entity.

FIFTH: The following resolutions were duly adopted by unanimous written consent of the Board of Directors of the Surviving Entity on December 20, 2013:

RESOLVED, that the Board of Directors of the Surviving Entity hereby authorizes, ratifies and approves the Mergers as contemplated by the Certificate;

RESOLVED, that the officers of the Surviving Entity be, and hereby are, individually authorized, for and on behalf of the Surviving Entity to (i) execute, deliver and file, or cause to be filed, the Certificate; and (ii) execute, deliver and file, or cause to be filed, any other documents and take any other actions necessary or desirable to effect the Mergers and the transactions contemplated thereby;

RESOLVED, that the Mergers is intended to qualify as a tax-free liquidation for federal income tax purposes under Section 332 of the Internal Revenue Code of 1986, as amended, and this consent shall constitute a plan of liquidation;

RESOLVED, that prior to the effective time of the Mergers, the Merging Entities may distribute assets to the Surviving Entity and such distributions shall be considered part of and pursuant to this plan of liquidation;

RESOLVED, that at the effective time of the Mergers, pursuant to the Law, the Surviving Entity shall succeed to all the assets and assume all the liabilities and obligations of the Merging Entities;

RESOLVED, that the effective time of the Mergers shall be 11:00 PM ET on December 31, 2013; and

RESOLVED, that all actions heretofore taken by the officers of the Surviving Entity, and all things done by their authority with respect to the Mergers, are hereby ratified and approved.

SIXTH: Notwithstanding anything herein to the contrary, the Mergers may be amended or terminated and abandoned by the Board of Directors of the Surviving Entity at any time prior to the time that this Certificate is filed with the Delaware Secretary of State and becomes effective.

Steps 14A, 14B, 14E, 14F and 14H

SEVENTH: The Mergers shall become effective at 11:00 PM Eastern on December 31, 2013.

[SIGNATURE PAGE FOLLOWS]

Steps 14A, 14B, 14E, 14F and 14H

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger effective as of the date set forth above.

"Surviving Entity"

SPERIAN PROTECTION AMERICAS, INC.

By: 

Print: John M. Quitmeyer

Title: Secretary

INDSD1 1432234v1

CERTIFICATE OF OWNERSHIP AND MERGER

SIGNATURE PAGE

RECORDED: 01/22/2019

TRADEMARK
REEL: 006531 FRAME: 0532