

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM508602

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/15/2015		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Watson Foods Co., Inc.		12/09/2015	Corporation: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Watson Inc.		
<b>Street Address:</b>	301 Heffernan Drive		
<b>City:</b>	West Haven		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06516		
<b>Entity Type:</b>	Corporation: CONNECTICUT		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1110157	DO-CON	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2155634044		
<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>Email:</b>	docketclerk@ddhs.com		
<b>Correspondent Name:</b>	Stephen Eland		
<b>Address Line 1:</b>	1601 Market Street		
<b>Address Line 2:</b>	Suite 2400		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>NAME OF SUBMITTER:</b>	Stephen Eland		
<b>SIGNATURE:</b>	/Stephen Eland/		
<b>DATE SIGNED:</b>	02/04/2019		
<b>Total Attachments: 7</b>			
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FILING RECEIPT

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ENTITY NAME: WATSON INC.

DOCUMENT TYPE: MERGER (UNA. BUSINESS)  
PROCESS

COUNTY: UNKN

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FILED:12/11/2015 DURATION:\*\*\*\*\* CASH#:151211000496 FILM #:151211000461

FILER:

EFFECT DATE

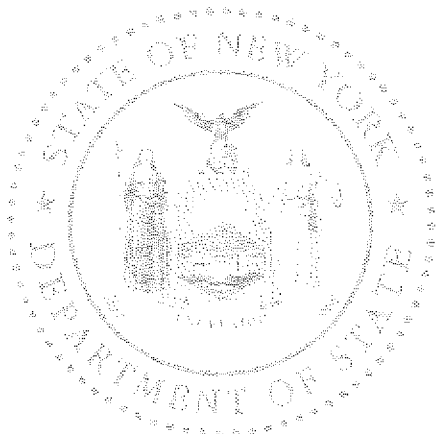
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MELISSA M. TAUB, ESQ.  
KIERNAN HERNER LLP  
1127 HIGH RIDGE ROAD, #322  
STAMFORD, CT 06905

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12/15/2015

ADDRESS FOR PROCESS:

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THE CORPORATION  
301 HEFFERNAN DRIVE  
WEST HAVEN, CT 06516

REGISTERED AGENT:



CONSTITUENT NAME: WATSON FOODS CO., INC.

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SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEEES 145.00

PAYMENTS 145.00

FILING 60.00

CASH 0.00

TAX 0.00

CHECK 0.00

CERT 0.00

CHARGE 0.00

COPIES 10.00

DRAWDOWN 145.00

HANDLING 75.00

OPAL 0.00

REFUND 0.00

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TRADEMARK  
REEL: 006549 FRAME: 0453 (04/2007)

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on December 14, 2015.



*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

151211000 461

CSC 45  
Drawdown

**CERTIFICATE OF MERGER**

of

**WATSON FOODS CO., INC.**  
a New York Corporation

With and Into

**WATSON INC.**  
A Connecticut corporation

(Pursuant to Section 907 of the Business Corporation Law)

**IT IS HEREBY CERTIFIED**, on behalf of each of the constituent corporations, herein named, as follows:

**FIRST:** The Board of Directors of each constituent corporation has duly adopted a plan of merger (the "Plan of Merger") in compliance with the provisions of the Business Corporation Law of the State of New York.

**SECOND:** The name of the foreign constituent corporation, which is to be the surviving corporation of the merger, and which is hereinafter sometimes referred to as the "Surviving Corporation", is Watson Inc. The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "Merging Corporation", is Watson Foods Co., Inc. The name under which the Merging Corporation was formed was Watson Flour Co., Inc.

**THIRD:** As to each constituent corporation, the Plan of Merger sets forth the designation and number of outstanding shares of each class and series, the specification of the

classes and series entitled to vote on the Plan of Merger, and the specification of each class and series entitled to vote as a class on the Plan of Merger, as follows:

Watson Foods Co., Inc.

<u>Name and Type of Stock Outstanding</u>	<u>Number of Outstanding Shares</u>	<u>Name and Type of Shares Entitled to Vote</u>
Voting Common Stock	43 Shares	43 Shares of Voting Common Stock
Non-Voting Common Stock	4,257 Shares	No Shares of the Non-Voting Common Stock Are Entitled to Vote

Watson Inc.

<u>Name and Type of Stock Outstanding</u>	<u>Number of Outstanding Shares</u>	<u>Name and Type of Shares Entitled to Vote</u>
Voting Common Stock	1,000	1,000 Shares of Voting Common Stock

The number of outstanding shares of each of the constituent corporations as set forth above and in the Plan of Merger is not subject to any change prior to the effective date of the merger of the constituent corporations.

**FOURTH:** The effective date of the merger of the constituent corporations shall be December 15, 2015.

**FIFTH:** The merger herein certified was duly authorized and approved by the Unanimous Written Consent of the Board of Directors, and the Written Consent of the Sole Shareholder of all outstanding shares of voting common stock, of each of the Surviving Corporation and the Merging Corporation. The merger contemplated hereby is permitted by the laws of the jurisdiction of the constituent foreign corporation and is in compliance therewith.

**SIXTH:** The Surviving Corporation, Watson Inc., is a foreign corporation formed under the laws of the State of Connecticut, and its Certificate of Incorporation was filed by the Secretary of the State of the State of Connecticut on May 8, 2015. No Application for Authority of the Surviving Corporation to transact business in the State of New York as a foreign corporation was filed by the Department of State of the State of New York, and the Surviving Corporation will not conduct business in the State of New York until an Application for Authority shall have been filed by the Department of State of the State of New York.

**SEVENTH:** The Merging Corporation, Watson Foods Co., Inc., is a corporation formed under the laws of the State of New York, and its Certificate of Incorporation was filed by the Department of State of the State of New York on August 1, 1939 under the name "Watson Flour Co., Inc. ".

**NINTH:** The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the Merging Corporation or of the Surviving Corporation to which it was previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the Merging Corporation to receive payment for their shares against the Surviving Corporation.

**TENTH:** The Surviving Corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the Merging Corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

**ELEVENTH:** The Surviving Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of the State shall mail a copy of any process against the Surviving Corporation served upon him is: Watson Inc., 301 Heffernan Drive, West Haven, Connecticut 06516.

**TWELFTH:** The Merging Corporation and the Surviving Corporation, **EACH CERTIFY**, that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the Merging Corporation have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the Merging Corporation. The said report, if estimated, is subject to amendment. The Surviving Corporation agrees that it will, within thirty (30) days after the filing of this Certificate of Merger, file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance of the State of New York by the Merging Corporation.

IN WITNESS WHEREOF, we have subscribed this Certificate of Merger on the date set forth below and do hereby confirm, under penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Executed as of this 9<sup>th</sup> day of December, 2015

WATSON FOODS CO., INC.

By: Robert H. Donovan  
Name: Robert H. Donovan  
Title: Chief Financial Officer

WATSON INC.

By: Robert H. Donovan  
Name: Robert H. Donovan  
Title: Chief Financial Officer



CSC 45  
Drawdown

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Cover Page

Certificate of Merger

of

Watson Foods Co., Inc., a New York Corporation  
(Name of Entity)

into

Watson Inc., a Connecticut Corporation  
(Name of Surviving Entity)

(Pursuant to Section 907 of the Business Corporation Law)

Filed by: Melissa M. Taub, Esq., Kiernan Herner LLP  
(Name)

1127 High Ridge Road, #322  
(Mailing address)

Stamford, Connecticut 06905  
(City, State and Zip Code)

CST REF # 906889CEB

CC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 11 2015

TAX S

BY: [Signature]

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2015 DEC 11 PM 1:28

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2015 DEC 11 AM 9:04