

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM561325

| | |
|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/28/2019 |
| SEQUENCE: | 1 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------------------------------|----------|----------------|--------------------|
| Rooster Products International, Inc. | | 12/27/2019 | Corporation: TEXAS |

RECEIVING PARTY DATA

| | |
|------------------------|-----------------------|
| Name: | NB Products Inc. |
| Street Address: | 10590 Hamilton Ave. |
| City: | Cincinnati |
| State/Country: | OHIO |
| Postal Code: | 45231 |
| Entity Type: | Corporation: DELAWARE |

PROPERTY NUMBERS Total: 42

| Property Type | Number | Word Mark |
|----------------|----------|------------------------|
| Serial Number: | 74498639 | ROOSTER |
| Serial Number: | 75357444 | MCGUIRE-NICHOLAS |
| Serial Number: | 75540376 | AMERICAN WORK PRODUCTS |
| Serial Number: | 75540406 | AMERICAN WORK PRODUCTS |
| Serial Number: | 77043616 | MONSTER |
| Serial Number: | 77239635 | TURTLES |
| Serial Number: | 77246334 | BODYSHOX |
| Serial Number: | 77246367 | TOOLRIDER |
| Serial Number: | 77246485 | FLOORWALKERS |
| Serial Number: | 77338385 | TRY-N-BUY |
| Serial Number: | 78926044 | AWP |
| Serial Number: | 86093768 | BRACKEN CREEK |
| Serial Number: | 86137379 | SPILL GUARD |
| Serial Number: | 86137384 | FLIP LID |
| Serial Number: | 86308112 | 1/2 TON HAULER |
| Serial Number: | 86323184 | COMFORT HINGE |
| Serial Number: | 86325986 | BRACKEN CREEK |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------|----------|-------------------------------|
| Serial Number: | 86389582 | SLIDER |
| Serial Number: | 86389638 | STABILIZER |
| Serial Number: | 86389661 | HYBRID |
| Serial Number: | 86411843 | ROCKER |
| Serial Number: | 86416068 | FLIP LID |
| Serial Number: | 86663814 | |
| Serial Number: | 86663847 | |
| Serial Number: | 86663866 | |
| Serial Number: | 86663918 | |
| Serial Number: | 86693523 | SPIDERWEB |
| Serial Number: | 86977891 | INDESTRUCTIBLE MASTERS SERIES |
| Serial Number: | 87086868 | AWP |
| Serial Number: | 87086879 | MCGUIRE-NICHOLAS |
| Serial Number: | 87160215 | AWP |
| Serial Number: | 87160251 | AWP |
| Serial Number: | 87160316 | AWP HP |
| Serial Number: | 87160335 | MN |
| Serial Number: | 87166137 | AWP HP |
| Serial Number: | 87176020 | HI-PERFORMANCE AWP HP |
| Serial Number: | 87176047 | HI-PERFORMANCE AWP HP |
| Serial Number: | 87176639 | AWP |
| Serial Number: | 87188333 | MN |
| Serial Number: | 87850312 | MCGUIRE-NICHOLAS EST. 1932 |
| Serial Number: | 88064622 | ADVANCED WORK PRODUCTS |
| Serial Number: | 88144497 | MCGUIRE-NICHOLAS EST. 1932 |

CORRESPONDENCE DATA

Fax Number: 9374436635

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: 513-352-6719

Email: trademarks@thompsonhine.com

Correspondent Name: Michael J. Nieberding

Address Line 1: 10050 Innovation Drive, Suite 400

Address Line 2: Thompson Hine LLP

Address Line 4: Dayton, OHIO 45342

ATTORNEY DOCKET NUMBER: 091226-144

NAME OF SUBMITTER: Michael J. Nieberding

SIGNATURE: /michael j nieberding/

| | |
|---------------------|------------|
| DATE SIGNED: | 02/10/2020 |
|---------------------|------------|

Total Attachments: 5

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Delaware

The First State

Page 1

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:

"ROOSTER PRODUCTS INTERNATIONAL INC.", A TEXAS CORPORATION, WITH AND INTO "NB PRODUCTS INC." UNDER THE NAME OF "NB PRODUCTS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2019, AT 11:56 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2019 AT 8 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

5683831 8100M
SR# 20198879361

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

Authentication: 204307091
Date: 12-27-19

TRADEMARK
REEL: 006860 FRAME: 0557

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
ROOSTER PRODUCTS INTERNATIONAL INC.

WITH AND INTO
NB PRODUCTS INC.
DECEMBER 27, 2019

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the "DGCL"), the undersigned company, NB Products Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify the following information relating to the merger (the "Merger") of the Rooster Products International, Inc., a Texas corporation ("Rooster Products"), with and into the Corporation:

FIRST: The name and state of incorporation of the constituent entities to the Merger are as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|--------------------------------------|-------------------------------|
| NB Products Inc. | Delaware |
| Rooster Products International, Inc. | Texas |

SECOND: The Corporation owns 100% of the outstanding shares of the capital stock of Rooster Products, a corporation incorporated on November 4, 1983, pursuant to the provisions of the Texas Business Organizations Code.

THIRD: The Corporation will continue as the entity surviving the Merger (the "Surviving Entity") and the name of the Surviving Entity shall remain the same.

FOURTH: This certificate of ownership and merger shall become effective as of 8:00 a.m. Central Time on the 28th day of December, 2019 (the "Effective Time").

FIFTH: At the Effective Time, the certificate of incorporation of the Surviving Entity shall be the certificate of incorporation of the Corporation as in effect immediately prior to the Effective Time, until thereafter amended as provided therein and under the DGCL.

SIXTH: That on the 27th day of December, 2019, the Corporation, by a resolution of its board of directors, duly adopted by unanimous written consent in lieu of a special meeting, determined to and did approve the merger of Rooster Products into the Corporation and have adopted the following resolutions:

WHEREAS, the Corporation lawfully owns 100% of the outstanding stock of Rooster Products International, Inc. ("Rooster Products"), a corporation organized and existing under the laws of Delaware;

WHEREAS, Rooster Products desires to merge with and into the Corporation, and for the Corporation to be possessed of all the estate, property, rights, privileges and franchises of the Corporation (the "Merger"), effective as of 8:05 a.m. Eastern Time on the 28th day of December, 2019 (the "Effective Time");

WHEREAS, in connection with the Merger, the Corporation is required to file, pursuant to Section 253 of the DGCL, a certificate of ownership and merger (the "Certificate of Merger"); and

WHEREAS, the Board deems the execution and filing of the Certificate of Merger and effectuation of the transactions contemplated thereby to be advisable and in the best interests of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined that the Merger and the execution and filing of the Certificate of Merger to be advisable, fair to and in the best interests of the Corporation; and

FURTHER RESOLVED, that Rooster Products be merged with and into the Corporation pursuant to Section 253 of the DGCL, so that the separate existence of the Rooster Products shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving entity; and

FURTHER RESOLVED, that the name of the surviving corporation of the Merger shall remain "NB Products Inc."; and

FURTHER RESOLVED, that upon the Effective time, each share of capital stock of Rooster Products issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be cancelled and retire and shall cease to exist; and

FURTHER RESOLVED, that Certificate of Merger and the transactions contemplated thereby be, and hereby are, approved, adopted and authorized in all respects, and each officer of the Corporation (each, a "Authorized Officer" and together, the "Authorized Officers") be, and each of them individually hereby is, authorized, empowered and directed to execute and file the Certificate of Merger, in substantially the form presented to the Board, with such changes therein as the Authorized Officer executing the same shall approve, the signature of such Authorized Officer thereon to be conclusive evidence of the approval of such changes; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver any and all such agreements, consents, instruments, term sheets or documents, as in each case such Authorized Officers may, in their sole discretion, deem necessary or desirable

to effectuate and to consummate the transactions contemplated in the Certificate of Ownership, the necessity or desirability of each such agreement, consent, instrument, term sheet or document to be conclusively established by the execution and delivery thereof by such Authorized Officers.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer, the 27th day of December 2019.

NB PRODUCTS INC.

By: _____


Name: Douglas J. Cahill

Title: President and Chief Executive Officer

[Certificate of Ownership and Merger]