

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM569499

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	03/01/2020

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Butterfield Color, Inc.		02/26/2020	Corporation: ILLINOIS

## RECEIVING PARTY DATA

<b>Name:</b>	Sika Corporation
<b>Street Address:</b>	201 Polito Avenue
<b>City:</b>	Lyndhurst
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	07071
<b>Entity Type:</b>	Corporation: NEW JERSEY

## PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2455126	BUTTERFIELD COLOR
Registration Number:	2695643	PERMA-CAST
Registration Number:	2690865	UNI-MIX
Registration Number:	3316008	CLEAR GUARD
Registration Number:	3812148	FLAT OUT
Registration Number:	4518793	PRO PACK
Registration Number:	4529345	PERMA-TIQUE
Registration Number:	4529350	T1000
Registration Number:	4620786	PRO 350
Registration Number:	4647668	SELECT GRADE
Registration Number:	4647669	ELEMENTS
Registration Number:	4661898	CANTERA
Registration Number:	5150205	ENGINEERED CONCRETE PERFORMANCE
Registration Number:	5406531	FIRST SEAL
Registration Number:	5962549	PERMA-SHAKE

## CORRESPONDENCE DATA

Fax Number: 8153019202

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent***TRADEMARK**

*using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 6303558008  
**Email:** brent@brentohlmann.com  
**Correspondent Name:** Brent E. Ohlmann  
**Address Line 1:** 1730 Park Street, Ste 210  
**Address Line 4:** Naperville, ILLINOIS 60563

<b>NAME OF SUBMITTER:</b>	Brent E. Ohlmann
<b>SIGNATURE:</b>	/beo/
<b>DATE SIGNED:</b>	03/30/2020

**Total Attachments: 7**

source=Illinois Articles of Merger re Butterfield Color (filing evidence)#page1.tif  
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## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE-Secretary of State

5807-199-4

FEBRUARY 26, 2020

ILLINOIS CORPORATION SERVICE C  
801 ADLAI STEVENSON DRIVE  
SPRINGFIELD, IL 62703-4261

RE BUTTERFIELD COLOR, INC.

DEAR SIR OR MADAM:

ENCLOSED ARE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.  
FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

DO NOT OVERLOOK THE FACT THAT THE SURVIVING CORPORATION MUST FURNISH  
THIS OFFICE WITH A COPY OF THE MERGER CERTIFIED BY THE PROPER OFFICIAL  
OF ITS HOME STATE, AS PROVIDED BY SECTION 13.35 OF THE ACT, AND MUST  
ALSO FILE A REPORT FOLLOWING MERGER AS PROVIDED BY SECTION 14.35. THIS  
FORM IS AVAILABLE ON OUR WEBSITE, [WWW.CYBERDRIVEILLINOIS.COM](http://WWW.CYBERDRIVEILLINOIS.COM). CLICK ON  
PUBLICATIONS ON THE MENU BAR.

SINCERELY,

*Jesse White*

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

TRADEMARK  
REEL: 006902 FRAME: 0568

Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62756  
217-782-6961  
www.cyberdriveillinois.com

**FILED**

**FEB 26 2020**

**JESSE WHITE  
SECRETARY OF STATE**

Remit payment in the form of a  
check or money order payable  
to Secretary of State.

Filing fee is \$100, but if merger or  
consolidation involves more than two  
corporations, submit \$50 for each  
additional corporation.

File # 58071994 Filing Fee: \$ 100<sup>00</sup> Approved: WR

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

**NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.**

1. Names of Corporations proposing to ~~consolidate~~ <sup>merge</sup> and State or Country of incorporation.  
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number	
<input checked="" type="checkbox"/> Butterfield Color, Inc.	Illinois	58071994	N.S.
<input checked="" type="checkbox"/> Sika Corporation	New Jersey	09340491	S.
_____	_____	_____	_____
_____	_____	_____	_____

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ <sup>surviving</sup> corporation: Sika Corporation  
~~acquiring~~

b. Corporation shall be governed by the laws of: New Jersey

**For more space, attach additional sheets of this size.**

4. Plan of ~~consolidation~~ <sup>merger</sup> is as follows:  
~~exchange~~

See Exhibit A attached hereto.

5. The ~~consolidation~~ <sup>merger</sup> ~~exchange~~ was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.**

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
✓ Butterfield Color, Inc.	100 Class A Comm	100 Class A Comm
_____	_____	_____
_____	_____	_____
_____	_____	_____

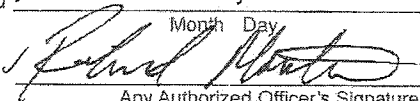
b. Not applicable to 100 percent-owned subsidiaries.

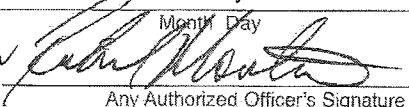
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was \_\_\_\_\_, \_\_\_\_\_  
Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received?  Yes  No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated ✓ February 26, 2020 Sika Corporation  
Month Day Year Exact Name of Corporation  
  
 Any Authorized Officer's Signature  
 Richard Montani, Chief Executive Officer  
 Name and Title (type or print)

Dated ✓ February 26, 2020 Butterfield Color, Inc.  
Month Day Year Exact Name of Corporation  
  
 Any Authorized Officer's Signature  
 Richard Montani, President and Chief Executive Officer  
 Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month Day Year Exact Name of Corporation  
 \_\_\_\_\_  
 Any Authorized Officer's Signature  
 \_\_\_\_\_  
 Name and Title (type or print)

**PLAN OF MERGER**

✓ This Plan of Merger (the "Agreement"), dated as of February 26, 2020, is entered into by and between Sika Corporation, a New Jersey corporation ("Sika"), and Butterfield Color, Inc., an Illinois corporation ("Butterfield").

✓ **WHEREAS**, Butterfield is a direct, wholly-owned subsidiary of Sika;

✓ **WHEREAS**, it is contemplated that Butterfield will merge with and into Sika (the "Merger"), with Sika being the surviving entity; and

**WHEREAS**, the board of directors of Sika has declared the Merger to be advisable and in the best interests of Sika and Butterfield.

**NOW, THEREFORE**, in consideration of the foregoing and the mutual covenants and agreements set forth below, and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereby agree as follows:

1. Merger. Subject to and in accordance with the provisions of this Agreement, at the Effective Time (as defined in Section 2 hereof), Butterfield shall be merged with and into Sika, whereupon the separate existence of Butterfield shall cease, and Sika shall be the surviving entity (the "Surviving Entity") in the Merger. In accordance with Sections 14A:10-6 and 14A:10-7 of the New Jersey Revised Statutes, the Surviving Entity (i) shall possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of Butterfield, (ii) all real property and personal property, tangible and intangible, of every kind and description, belonging to Butterfield shall be vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in the Surviving Entity or Butterfield shall not revert or be in any way impaired by reason of the Merger, and (iii) the Surviving Entity shall be liable for all the obligations and liabilities of Butterfield; and any claim existing or action or proceeding pending by or against the Surviving Entity or Butterfield may be enforced as if the Merger had not taken place.
- ✓ 2. Effective Time. The Merger shall become effective as of 12:01 AM Eastern Standard Time on March 1, 2020 (the "Effective Time").
3. Cancellation of Stock. At the Effective Time, Sika's shares of stock in Butterfield, by virtue of the Merger and without any action on the part of Sika, shall be automatically cancelled and extinguished without any conversion thereof, and no consideration shall be delivered in exchange therefor.
4. Address of Surviving Entity. The street address of the Surviving Entity's principal place of business is 201 Polito Avenue, Lyndhurst, New Jersey, 07071.
- ✓ 5. Certificate of Incorporation. The articles of incorporation (the "Certificate of Incorporation") of Sika, as in effect immediately prior to the Effective Time, shall continue as the Certificate of Incorporation of the Surviving Entity.
6. Directors and Officers of the Surviving Entity. The directors and officers of Sika immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity upon and after the Effective Time until successors are duly elected or appointed in accordance with applicable law.
7. Entire Agreement; Amendment. This Agreement constitutes the entire agreement between the parties hereto pertaining to the subject matter hereof and supersedes all prior agreements, if any, of the parties. No provision of this Agreement may be amended or modified prior to the Effective Time unless such amendment or modification is in writing and executed by the parties hereto.

8. Miscellaneous.

(a) If, at any time from and after the Effective Time, the Surviving Entity shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Entity the title to any property or rights of Butterfield, the officers of the Surviving Entity are hereby authorized, in the name of Butterfield, to execute and make all such proper assignments and assurances in law, and to do all other things necessary or proper to vest such property or rights in the Surviving Entity and otherwise carry out the purposes of this Agreement.

(b) Sika and Butterfield shall comply with the requirements of the Business Corporation Act of 1983 of the State of Illinois, as amended, as it pertains to the Merger, including Sections 11.25, 11.30 and 11.35 with respect to the Articles of Merger to be filed with the State of Illinois.

(c) The Surviving Entity shall assume and pay all expenses incurred in connection with the transactions contemplated by this Agreement not theretofore paid by the respective parties.

(d) This Agreement shall be governed by, and construed in accordance with, the laws of the State of New Jersey.

(e) This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which together shall be considered one and the same agreement.

*[Signature page follows]*



IN WITNESS WHEREOF, the parties have executed this Agreement and caused the same to be duly delivered on their behalf on the day and year first written above.

SIKA CORPORATION, a New Jersey corporation

By: 

Name: Richard Montani

Title: Chief Executive Officer

BUTTERFIELD COLOR, INC., an Illinois corporation

By: 

Name: Richard Montani

Title: President and Chief Executive Officer

[Signature Page to Plan of Merger of Butterfield Color, Inc. into Sika Corporation]