

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM630747

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/04/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Charter NEX Holding Company		12/30/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Charter Next Generation, Inc.		
Street Address:	1264 E. High Street		
City:	Milton		
State/Country:	WISCONSIN		
Postal Code:	53563		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2418834	CHARTER FILMS	
Registration Number:	2418831	CHARTER FILMS	
Registration Number:	4580938	CHARTER NEX FILMS	
Registration Number:	4937489	PRO2	
CORRESPONDENCE DATA			
Fax Number:	4142974900		
<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:	4142975172		
Email:	lbirch@foley.com		
Correspondent Name:	Lindsey Birch		
Address Line 1:	777 East Wisconsin Avenue		
Address Line 4:	Milwaukee, WISCONSIN 53202		
NAME OF SUBMITTER:	Lindsey Birch		
SIGNATURE:	/Lindsey Birch/		
DATE SIGNED:	03/09/2021		
Total Attachments: 16			
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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:

"CHARTER NEX HOLDING COMPANY", A DELAWARE CORPORATION, WITH AND INTO "CHARTER NEXT GENERATION, INC." UNDER THE NAME OF "CHARTER NEXT GENERATION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020, AT 12:35 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTH DAY OF JANUARY, A.D. 2021 AT 1:03 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

5654712 8100M
SR# 20208808976

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

Authentication: 204459155
Date: 12-31-20

TRADEMARK
REEL: 007215 FRAME: 0500

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
OF
CHARTER NEX HOLDING COMPANY
(a Delaware corporation)
MERGING WITH AND INTO
CHARTER NEXT GENERATION, INC.
(a Delaware corporation)

Pursuant to Section 253 of the Delaware General Corporation Law (the “DGCL”), Charter Next Generation, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the “Company”), does hereby certify that:

1. The Company was incorporated on December 10, 2014, under the name PHM Topco 25 (US), Inc., pursuant to the DGCL.

2. The name of the Company was changed (i) on January 30, 2015, to “Charter NEX US, Inc.” and (ii) on December 18, 2020, to “Charter Next Generation, Inc.”, in each case, pursuant to a Certificate of Amendment to the Certificate of Incorporation filed with the Secretary of State of the State of Delaware.

3. The Company owns all of the issued and outstanding shares of capital stock of Charter NEX Holding Company, a corporation organized under the laws of the State of Delaware on June 3, 2010, under the name NEX Performance Films Inc. (“Charter NEX Holdco”).

4. On December 17, 2020, the Board of Directors of the Company (the “Board”), acting by unanimous written consent in lieu of a meeting pursuant to Section 141(f) of the DGCL, adopted the resolutions attached hereto as Exhibit A, approving the merger of Charter NEX Holdco with and into the Company, with the Company as the surviving corporation (the “Merger”), pursuant to Section 253 of the DGCL.

5. The Certificate of Incorporation of the Company as in effect immediately prior to the Effective Time (as defined below) shall be the Certificate of Incorporation of the surviving corporation.

6. The proposed Merger has been adopted, approved, certified, executed and acknowledged by the Board in accordance with the DGCL.

7. This Certificate of Ownership and Merger and the Merger shall be effective on January 4, 2021, 1:03 AM Eastern Time (the “Effective Time”).

(signature page follows)

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by its authorized officer this 30th day of December, 2020.

CHARTER NEXT GENERATION, INC.

By: M. Kathleen Bolhous
Name: M. Kathleen Bolhous
Title: Chief Executive Officer

[Signature Page to Delaware Certificate of Ownership and Merger]

TRADEMARK
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EXHIBIT A

Written Consent of the Board of Directors
of
Charter Next Generation, Inc. (f/k/a Charter NEX US, Inc.)

[Attached.]

**ACTION BY WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
CHARTER NEX US, INC.**

December 17, 2020

The undersigned, being all of the members of the Board of Directors (the "Board") of Charter NEX US, Inc., a Delaware corporation (the "Corporation"), do hereby take the following action by written consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL").

CERTIFICATE OF AMENDMENT

WHEREAS, the Board has deemed it advisable and in the best interests of the Corporation to amend its Certificate of Incorporation, as amended, to change the name of the Corporation to "Charter Next Generation, Inc." (the "Name Change");

WHEREAS, the Name Change shall be effected pursuant to a Certificate of Amendment to the Certificate of Incorporation of the Corporation, substantially in the form reviewed by the Board (the "Amendment"), to be filed with the Secretary of State of the State of Delaware.

NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of the Corporation be amended to change the name of the Corporation from Charter NEX US, Inc. to Charter Next Generation, Inc., effective upon the filing of the Amendment with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, any officer of the Corporation be, and hereby is, authorized and directed to make and execute the Amendment and to file the same in the office of the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that the officers of the Corporation be, and hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effectuate the Name Change and these resolutions; and

RESOLVED FURTHER, that any and all actions heretofore or hereafter taken by the directors or officers of the Corporation relating to and within the terms of this resolution are hereby ratified, confirmed and approved in all respects.

**MERGER OF CHARTER NEX HOLDING COMPANY WITH AND INTO
THE CORPORATION**

WHEREAS, the Corporation owns all of the issued and outstanding capital stock of Charter NEX Holding Company, a Delaware corporation ("Holdco");

WHEREAS, the Board has deemed it advisable, fair to and in the best interests of the Corporation for Holdco to merge with and into the Corporation pursuant to Section 253 of the DGCL, with the Corporation as the surviving corporation (the "First Merger"); and

WHEREAS, the First Merger shall be effected pursuant to a Certificate of Ownership and Merger, substantially in the form reviewed by the Board (the "First Certificate"), to be filed with the Secretary of State of the State of Delaware to be effective on January 4, 2021 at 12:03 AM Central Time (1:03 AM Eastern Time) (the "First Effective Time").

NOW, THEREFORE, BE IT RESOLVED, that the First Merger and the First Certificate, be, and each of them hereby is, authorized and approved in all respects;

RESOLVED FURTHER, that the terms and conditions of the First Merger are as follows:

- a. At the First Effective Time, each share of common stock, par value \$0.01 per share, of Holdco (collectively, the "Holdco Stock") issued and outstanding immediately prior to the First Effective Time shall be automatically cancelled and cease to exist, in each case, with no consideration being paid with respect thereto.
- b. At the First Effective Time, all of the property, rights, privileges, immunities, powers and franchises of the Corporation and Holdco shall vest in the Corporation and shall be held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Corporation and Holdco, and all of the debts, liabilities and duties of the Corporation and Holdco shall become the debts, liabilities and duties of the Corporation.
- c. The Certificate of Incorporation of the Corporation as in effect immediately prior to the First Effective Time shall, by virtue of the First Merger, continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL. The Bylaws of the Corporation as in effect immediately prior to the First Effective Time shall be the Bylaws of the Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

RESOLVED FURTHER, that, at the First Effective Time, the shares of the sole stockholder of Holdco representing the Holdco Stock shall be cancelled as provided in these resolutions;

RESOLVED FURTHER, any officer of the Corporation be, and hereby is, authorized and directed to make and execute the First Certificate pursuant to Section 253 of the DGCL, setting forth a copy of these resolutions to merge Holdco with and into the Corporation and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that the officers of the Corporation be, and hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effectuate the First Merger and these resolutions; and

RESOLVED FURTHER, that any and all actions heretofore or hereafter taken by the directors or officers of the Corporation relating to and within the terms of this resolution are hereby ratified, confirmed and approved in all respects.

MERGER OF NEXT GENERATION FILMS, INC. WITH AND INTO THE CORPORATION

WHEREAS, the Corporation owns all of the issued and outstanding limited liability company interests of Next Generation Films, Inc., an Ohio corporation ("Next Gen");

WHEREAS, the Board has deemed it advisable, fair to and in the best interests of the Corporation for Next Gen to merge, immediately following the First Effective Time and the consummation of the First Merger with and into the Corporation pursuant to Section 253 of the DGCL and Section 1701.80 of the Ohio Revised Codes (the "ORC"), with the Corporation as the surviving corporation (the "Second Merger"); and

WHEREAS, the Second Merger shall be effected pursuant to (i) an Agreement and Plan of Merger, substantially in the form reviewed by the Board (the "Merger Agreement"), (ii) a Certificate of Merger, substantially in the form reviewed by the Board (the "Second OH Certificate"), to be filed with the Secretary of State of the State of Ohio to be effective on January 4, 2021 at 12:04 AM Central Time (1:04 AM Eastern Time) (the "Second Effective Time"), and (iii) a Certificate of Ownership and Merger, substantially in the form reviewed by the Board (the "Second DE Certificate" and together with the Second OH Certificate, the "Second Certificates"), to be filed with the Secretary of State of the State of Delaware to be effective at the Second Effective Time.

NOW, THEREFORE, BE IT RESOLVED, that the Second Merger, the Merger Agreement, the Second Certificates, be, and each of them hereby is, authorized and approved in all respects;

RESOLVED FURTHER, that the terms and conditions of the Second Merger are as provided in the Merger Agreement;

RESOLVED FURTHER, that, at the Second Effective Time, all of the issued and outstanding capital stock of Next Gen shall be cancelled as provided in these resolutions;

RESOLVED FURTHER, that the Certificate of Incorporation of the Corporation as in effect immediately prior to the Second Effective Time shall, by virtue of the Second Merger, continue in full force and effect until amended and changed in the

manner prescribed by the provisions of the DGCL. The Bylaws of the Corporation as in effect immediately prior to the Second Effective Time shall be the Bylaws of the Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL;

RESOLVED FURTHER, any officer of the Corporation be, and hereby is, authorized and directed to make and execute (i) the Merger Agreement, (ii) the Second OH Certificate pursuant to Section 1701.80 of the ORC, and (iii) the Second DE Certificate pursuant to Section 253 of the DGCL, in each case setting forth a copy of these resolutions to merge Next Gen with and into the Corporation and the date of adoption thereof, and to file such Second Certificates in the offices of the Secretary of State of the State of Ohio and the Secretary of State of the State of Delaware, as applicable;

RESOLVED FURTHER, that the officers of the Corporation be, and hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Ohio or the State of Delaware, which may be in any way necessary or proper to effectuate the Second Merger and these resolutions; and

RESOLVED FURTHER, that any and all actions heretofore or hereafter taken by the directors or officers of the Corporation relating to and within the terms of this resolution are hereby ratified, confirmed and approved in all respects.

GENERAL AUTHORIZING RESOLUTIONS

RESOLVED, that the Board hereby authorizes, empowers and directs the officers of the Corporation, or any one of them, to prepare, execute and deliver, on behalf of the Corporation, any and all certificates, agreements, instruments, reports, schedules, statements, consents, filings, notices, documents and information with respect to the transactions contemplated by the foregoing resolutions, and to take or cause to be taken all other actions as any such officer or officers may deem necessary or advisable to complete and execute, or cause to be completed and executed, each of the aforementioned documents in connection with the transactions contemplated by the foregoing resolutions and to carry out fully the purpose and intent of the foregoing resolutions;

RESOLVED FURTHER, that the Board hereby approves, adopts, ratifies and confirms any and all actions heretofore taken on behalf of the Corporation in its name or the name of any of its affiliates, on or prior to the date hereof, by any officer, director, representative or agent of the Corporation in connection with or related to the transactions set forth in or contemplated by the foregoing resolutions; and

RESOLVED FURTHER, that this written consent may be executed in any number of counterparts, each of which shall be deemed to be an original, and all such counterparts shall constitute but one instrument, and that facsimile or .pdf

copies hereof and facsimile or .pdf signatures hereon, shall have the force and effect of originals.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned, being the all of the members of the Board of the Corporation, hereby consents to the foregoing actions as of the date first written above.

M. Kathleen Bolhous

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John Danhaki

Andrew Goldberg

W. Christian McCollum

Brian Cherry

Michael Kirton

David Frecka

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John Danhukl

Andrew Goldberg

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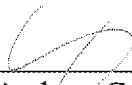
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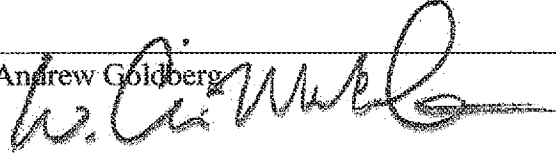
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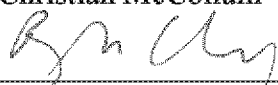
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