

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM661912

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/21/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OrthoQuest, Inc		07/15/2021	Corporation: NEBRASKA
RECEIVING PARTY DATA			
Name:	Young PS Acquisitions, LLC		
Street Address:	2260 Wendt St.		
City:	Algonquin		
State/Country:	ILLINOIS		
Postal Code:	60102		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4035191	AVAIR	
Registration Number:	1696643	NEXADENTAL	
Registration Number:	4481306	ORAPRO	
Registration Number:	4305438	ORAPRO	
Registration Number:	3038889	ORAPRO	
Registration Number:	3001002	ORTHOQUEST	
CORRESPONDENCE DATA			
Fax Number:	3129847700		
<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:	312-372-2000		
Email:	ipdocketmwe@mwe.com, jmikulina@mwe.com, zbeal@mwe.com, ipdocketchicago@mwe.com		
Correspondent Name:	Jennifer M. Mikulina		
Address Line 1:	444 West Lake Street, Suite 4000		
Address Line 2:	McDermott Will & Emery LLP		
Address Line 4:	Chicago, ILLINOIS 60606-0029		
ATTORNEY DOCKET NUMBER:	048794-0044		
NAME OF SUBMITTER:	Jennifer M. Mikulina		

CH \$165.00 4035191

SIGNATURE:	/Jennifer M. Mikulina/
DATE SIGNED:	07/22/2021
Total Attachments: 5 source=Young PS Acquisitions LLC - (DE) Certificate of Merger (FILED 07.21#page1.tif source=Young PS Acquisitions LLC - (DE) Certificate of Merger (FILED 07.21#page2.tif source=Young PS Acquisitions LLC - (DE) Certificate of Merger (FILED 07.21#page3.tif source=Young PS Acquisitions LLC - (DE) Certificate of Merger (FILED 07.21#page4.tif source=Young PS Acquisitions LLC - (DE) Certificate of Merger (FILED 07.21#page5.tif	

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 AGREEMENT OF MERGER, WHICH MERGES:

"ORTHOQUEST, INC.", A NEBRASKA CORPORATION,

WITH AND INTO "YOUNG PS ACQUISITIONS, LLC" UNDER THE NAME OF "YOUNG PS ACQUISITIONS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 2021, AT 6:22 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3240269 8100M
SR# 20212767946

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

Authentication: 203732688
Date: 07-21-21

TRADEMARK
REEL: 007362 FRAME: 0253

MERGER AGREEMENT

This Merger Agreement ("Agreement") is entered into on July 15, 2021, between ORTHOQUEST, INC., a Nebraska corporation (the "Merging Out Entity"), and YOUNG PS ACQUISITIONS, LLC, a Delaware Limited Liability Company (the "Surviving Entity"), pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act. Such constituent entities are sometimes singularly referred to as a "Party" and together as "Parties."

RECITALS:

WHEREAS, the governing boards and the shareholder and member of each of the Parties have determined to be in the best interest of both Parties that all of the assets, properties, rights and goodwill used in connection with the business of OrthoQuest, Inc. be merged with and into [its affiliate] Young PS Acquisitions, LLC, in order to consolidate the operations of such entities into one remaining entity; and

WHEREAS, the Parties desire that OrthoQuest, Inc. shall merge out of existence and the surviving company shall be Young PS Acquisitions, LLC;

For the reasons set forth above and in consideration of the mutual covenants and promises set forth herein, the parties agree that OrthoQuest, Inc. shall be merged with and into Young PS Acquisitions, LLC, the surviving entity remaining as a limited liability company, and the Parties hereby agree to the terms and conditions of such merger and the method of carrying it into effect as follows:

SECTION ONE

YOUNG PS ACQUISITIONS, LLC TO BE SURVIVING ENTITY OPERATING UNDER THE NAME YOUNG PS ACQUISITIONS, LLC

OrthoQuest, Inc. shall be merged into Young PS Acquisitions, LLC, and the legal entity of OrthoQuest, Inc. shall cease to exist. The surviving company shall continue to operate under the name Young PS Acquisitions, LLC, and OrthoQuest, Inc. hereby specifically assigns, transfers and conveys to the surviving entity all rights under its registration of trade names and all rights under its registration of federally registered trademarks. Young PS Acquisitions, LLC shall be the owner of the federally registered trademarks of OrthoQuest, Inc. As a result of such merger, Young PS Acquisitions, LLC shall become the owner, without other transfer, of the rights and property of OrthoQuest, Inc., including, without limitation, all rights to trade names, trademarks, and all other intellectual property, and shall become subject to all of the debts, liabilities and obligations of OrthoQuest Inc. in the same manner as if Young PS Acquisitions, LLC had itself incurred them.

SECTION TWO PRINCIPAL OFFICE

The principal office of Young PS Acquisitions, LLC shall remain the principal office of the surviving entity Young PS Acquisitions, LLC following the merger.

State of Delaware

Secretary of State

Division of Corporations

Delivered 06:22 PM 07/21/2021

FILED 06:22 PM 07/21/2021

SR 20212767946 - File Number 3240269

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SECTION THREE
PURPOSE

The purpose of Young PS Acquisitions, LLC shall be to conduct any lawful business for which limited liability companies are organized under the Delaware Limited Liability Company Act.

SECTION FOUR
ARTICLES OF ORGANIZATION

The Certificate of Formation of Young PS Acquisitions, LLC and any amendments thereto, shall govern the operation of the Surviving Entity Young PS Acquisitions, LLC, as of the effective date of the merger.

SECTION FIVE
LIMITED LIABILITY COMPANY AGREEMENT

The present Amended and Restated Limited Liability Company Agreement of Young PS Acquisitions, LLC, dated January 31, 2013, as amended, insofar as not inconsistent with this Agreement of Merger, shall be the Limited Liability Company Agreement of the Surviving Entity, Young PS Acquisitions, LLC, following the merger until altered, amended or repealed as provided therein.

SECTION SIX
MANAGERS AND OFFICERS

The managers and officers of Young PS Acquisitions, LLC shall remain the managers and officers of the Surviving Entity, Young PS Acquisitions, LLC, upon the effective date of the merger.

SECTION SEVEN
EXTRAORDINARY TRANSACTIONS

Neither Party shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

SECTION EIGHT
MANNER OF CONVERSION OF OWNERSHIP INTEREST

The existing 10,000 shares of stock in OrthoQuest, Inc. shall be cancelled without payment of any consideration therefor and cease to exist. Each of the shareholders of OrthoQuest, Inc. shall be issued and receive the same percentage of membership interests in Young PS Acquisitions, LLC, the Surviving Entity, as each held in OrthoQuest, Inc.

SECTION NINE
APPROVAL; EFFECTIVE DATE

- A. The terms of this Agreement have been unanimously approved prior to execution by the sole shareholder of OrthoQuest, Inc., and the sole member of Young PS Acquisitions,

LLC, in accordance with Neb. Rev. Stat. §21-20,130 and 21-20,132 and 6 *Del.C.* §208-9, *et seq.*

- B. As of July 15 2021, 10,000 shares of stock of OrthoQuest, Inc. were authorized and issued and entitled to vote, all shares being of one class and the shareholders of Health OrthoQuest, Inc. unanimously approved the terms of this Agreement. As of July 15, 2021, the Member holding 100% of the membership interests of Young PS Acquisitions, LLC unanimously approved the terms of this Agreement.
- C. This Agreement shall take effect as the Articles of Merger on July 21, 2021.

[Signature page follows]

IN WITNESS WHEREOF, the parties have each executed this Agreement on the date first above written.

ORTHOQUEST, INC.

YOUNG PS ACQUISITIONS, LLC

By: OrthoQuest Holdings, Inc, its Sole Shareholder

By: Young Innovations, Inc, its Sole Member

By: [Signature]
Name: Mark Peluse
Title: Vice President

By: [Signature]
Name: Mark Peluse
Title: Vice President

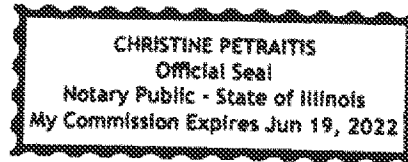
STATE OF ILLINOIS)
) ss.
COUNTY OF McHENRY)

On this 15th day of July, 2021, before me, a notary public in and for said county and state, personally came Mark Peluse, Vice President of OrthoQuest, Inc., known to me to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed and the voluntary act and deed of said corporation.

WITNESS my hand and notarial seal at 2260 Wendt Street, Algonquin, IL 60102, in said county and state, the day and year last above written.

[SEAL]

[Signature]
Notary Public



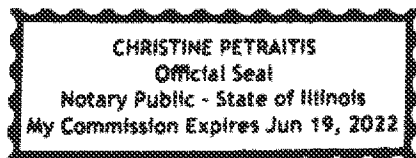
STATE OF ILLINOIS)
) ss.
COUNTY OF McHENRY)

On this 15th of July, 2021, before me, a notary public in and for said county and state, personally came Mark Peluse, Vice President of Young PS Acquisitions, LLC, known to me to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed.

WITNESS my hand and notarial seal at 2260 Wendt Street, Algonquin, IL 60102 in said county and state, the day and year last above written.

[SEAL]

[Signature]
Notary Public



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