

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM663402

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WITOR'S SRL		06/12/2014	Corporation: ITALY
RECEIVING PARTY DATA			
Name:	WITOR'S SPA		
Street Address:	GALLERIA DEL CORSO, 4		
City:	MILANO		
State/Country:	ITALY		
Postal Code:	20122		
Entity Type:	Società Per Azioni (Spa): ITALY		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2246256	WITOR'S	
CORRESPONDENCE DATA			
Fax Number:	7038164100		
<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:	7038164000		
Email:	rcarter@nixonvan.com		
Correspondent Name:	NIXON & VANDERHYE		
Address Line 1:	901 N. GLEBE ROAD, 11TH FLOOR		
Address Line 4:	ARLINGTON, VIRGINIA 22203		
ATTORNEY DOCKET NUMBER:	7594-0022		
NAME OF SUBMITTER:	JEFFREY M. GOEHRING		
SIGNATURE:	/JEFFREY M. GOEHRING/		
DATE SIGNED:	07/29/2021		
Total Attachments: 5			
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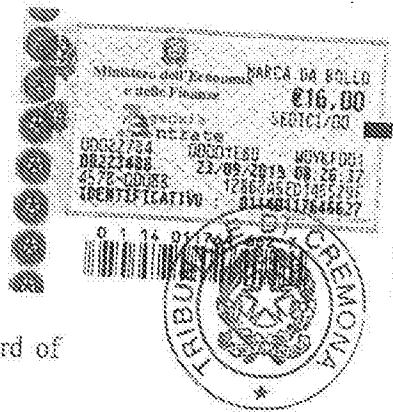
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NOTAI
Cesare BIGNAMI
Paola DONATI
26846 CODOGNO (LO)
Via Vitt. Emanuele II°, 33 Tel. 0377 32378
20145 MILANO Via Telese, 15 TEB 02 4690751
VAT-Number 06170250961

Index no. 115513

File no. 37132

MINUTES OF THE BOARD OF DIRECTORS' MEETING
REPUBLIC OF ITALY



In the year 2014, on June 12, at 11:35 a.m.;
In Codogno, in my office located at 33, via Vittorio Emanuele II;
Before me Cesare Bignami, notary in Codogno, registered at the Board of
Notaries in Milan;
the following person has appeared:



BONETTI Roberto, born in Cremona (CR) on September 24, 1929,
nunciated for the purposes of his office at the Company's registered office,
Chairman of the Board of Directors of the company known as

"WITIOR'S S.R.L."

with registered offices in Milan (MI), 4, Galleria del Corso;
fully paid-in capital stock €2,450,660.00;
Registry of Companies in Milan registration number and tax code
04847080159;
CCIAA [Chamber of Commerce] of Milano, Economic and Administrative
Index (R.E.A.) no. 1546720;
VAT number 12300660151;

the appearing party, of whose personal identity I, the notary, am certain,
requires with the full consent of the Board of Directors, to acknowledge and to
enter in the record, to all intents and purposes, the conduct and the resolutions
of the Board of Directors' meeting of the above mentioned company,
convening today, at this time, in this place by summons sent on 22 May 2014
to all those with rights to attend in accordance with the Company's By-Law.

I respond to the request by acknowledging the following.

The appearing Chairman of the Board of Directors chairs the meeting, in
accordance with the articles of association and with the unanimous consent of
the attendants, and notes and announces the attendance of:

- the directors representing the full capital stock, SWEETFIN DI BONETTI
ROBERTO E C. S.A.P.A. (nominal share €1,085,000.00, representing
approximately 44,27% of the capital stock, in the person of the general member
Mr. Bonetti Roberto), Bonetti Roberto (usufruct of the share for nominal
amount of €1,362,737.00, representing approximately 55.61% of the capital
stock, in person), Bonetti Rossano (nominal share €2,923.00, representing
approximately 0,12% of the capital stock, and bare ownership, with the
addition of lifetime general usufruct in favor of Bonetti Roberto, of the share
for nominal amount of €452,744.00, representing approximately 18,47% of
the capital stock, in person), Bonetti Sabrina (bare ownership, with the
addition of lifetime general usufruct in favor of Bonetti Roberto, of the share
for nominal amount of €454,997.00, representing approximately 18,57% of
the capital stock, in person), and Bonetti Michele (bare ownership, with the
addition of lifetime general usufruct in favor of Bonetti Roberto, of the share
for nominal amount of €454,996.00, representing approximately 18,57% of
the capital stock, in person); the other components of the Board of Directors,

(notary's round stamp) TRADEMARK

Rossano Bonetti and Michele Bonetti;

- the Chairman of the Board of Auditors Mario Francia, and the Standing Statutory Auditor Vito Gianfranco Truglia and, being absent with justification, the Standing Statutory Auditor Carlo Pastori.

Thus the Chairman, after having personally verified and ascertained the conformity of the constitution, the identity and the legitimacy of the attendants, confirms that the meeting is duly constituted and qualified to pass resolutions on the following

agenda:

1. Transformation of the company's legal form from S.r.l. [limited liability company] to S.p.A. [joint-stock company] Related and consequent resolutions.
2. Approval of the new version of the articles of association. Related and consequent resolutions.

The nomination of the Chairman of the meeting and the above mentioned agenda are approved with the unanimous consent of those present.

The Chairman lists the reasons in favor of the adoption of the resolutions in the agenda and proposes to transform the company's current legal form, limited liability company, into a joint-stock company: hence he presents to the board the new version of the articles of association, acknowledging that the company objects are widened including now the manufacture and packaging of biscuit based and waffle based products, bakery and ice cream products, while registered office, duration, capital stock and end of the financial years remain unvaried.

Mr. Mario Francia, on behalf of the Board of Auditors, declares that the current company capital stock of €2,450,660.00 (two million four hundred fifty thousand six hundred and sixty/00) has been fully subscribed and paid-in, that the company does not find itself in any of the situations defined by articles 2482-bis and 2482-ter of the Civil Code, that it is not undergoing any insolvency proceeding and it is not being liquidated.

The Board, after hearing the report of the Chairman,
unanimously resolves:

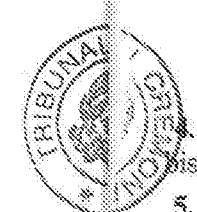
1.to transform the company, starting from the date of registration of this resolution on the Company Register, from its current legal form of limited liability company to joint-stock company;

2.to change the company name and to adopt the name of "WITOR'S S.P.A.";

3. to split the company capital stock corresponding to a nominal amount of € 2,450,660.00 (two million four hundred fifty thousand six hundred sixty-six/00) into 2,450,660 (two million four hundred fifty thousand six hundred and sixty-six) nominative ordinary shares each one having a nominal value of €1.00 (one/00), to be assigned to the members in an amount corresponding to their previous shares, in more detail:

SWEETFIN DI BONETTI ROBERTO E C. S.A.P.A.: 1,085,000 (one million and eighty-five thousand) nominative ordinary shares corresponding to a total nominal amount of €1,085,000.00 (one million and eighty-five thousand/00), equal to approximately 44.27% (forty-four point two seven percent) of the company capital stock;

BONETTI Roberto: lifetime general usufruct of no. 1,362,737 (one million and three hundred sixty-two thousand seven hundred and thirty-seven) nominative ordinary shares each one having a nominal value of €1.362.737,00 (one million and three hundred sixty-two thousand seven hundred and thirty-seven/00), equal to approximately 55,61% (fifty-five point six one percent) of the company capital stock;



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BONETTI Rossano: no. 2,923 (two thousand nine hundred and twenty-three) nominative ordinary shares corresponding to a total nominal amount of €2,923.00 (two thousand nine hundred and twenty-three/00), equal to approximately 0.12% (zero point one two percent) of the company capital stock; and bare ownership, with the addition of lifetime general usufruct in favor of BONETTI Roberto, of 452,744 (four hundred fifty-two thousand seven hundred and forty-four) nominative ordinary shares each one having a nominal value of €452,744.00 (four hundred fifty-two thousand seven hundred and forty-four/00), equal to approximately 18.47% (eighteen point four seven percent) of the company capital stock;

BONETTI Sabrina: bare ownership, with the addition of lifetime general usufruct in favor of BONETTI Roberto, of 454,997 (four hundred fifty-four thousand nine hundred and ninety-seven) nominative ordinary shares corresponding to a total nominal amount of €454,997.00 (four hundred fifty-four thousand nine hundred ninety-seven/00), equal to approximately 18.57% (eighteen point five seven percent) of the company capital stock;

BONETTI Michele: bare ownership, with the addition of lifetime general usufruct in favor of BONETTI Roberto, of 454,996 (four hundred fifty-four thousand nine hundred and ninety-six) nominative ordinary shares corresponding to a total nominal amount of €454,996.00 (four hundred fifty-four thousand nine hundred ninety-six/00), equal to approximately 18.57% (eighteen point five seven percent) of the company capital stock;

to widen the company's objects including the manufacture and packaging of biscuit based and waffle based products, bakery and ice cream products;

5. to approve the new version of the articles of association, read by me, notary, to the Board and attached to this proceeding under the letter "A"[in Italian], having acknowledged that this document includes the amendments as per the previous resolution, while registered office, duration, capital stock and end of the financial years remain unvaried;

6. to confirm in office, for the next three financial years (and until the approval of the financial statements on December 31, 2016) and with the powers expected by the articles of association (and with all the powers of ordinary and extraordinary administration), the current Board of Directors, composed by:

- Mr. BONETTI Roberto, born in Cremona (CR) on September 24, 1929, domiciled in Cremona (CR) in via Dei Cipressi no. 23;

fiscal code BNT RRT 29P24 D150E;

- Mr. BONETTI Michele, born in Cremona (CR) on May 8, 1970, domiciled in Cremona (CR) in via Marzano no. 19;

fiscal code BNT MHL 70E08 D150R;

- BONETTI Rossano, born in Cremona (CR) on April 4, 1972, domiciled in Cremona (CR) in Via dei Cipressi no. 23;

tax code BNT RSN 72D04 D150J;

and to confirm:

— Mr. BONETTI Roberto as Chairman of the Board of Directors and vested with his powers on March 29 2010, filed and registered in the Registry of Companies;

— Mr. BONETTI Michele as Managing Director and vested with his powers on March 29 2010, filed and registered in the Registry of Companies;

[notary's round stamp]

— Mr. BONETTI Rossano as Managing Director and vested with his powers on March 29 2010, filed and registered in the Registry of Companies;
7. to confirm in office, until the expiry of the related term of office (until the approval of the financial statements on December 31 2015) and with the remunerations defined by the meeting held on May 21 2013 (as well as the remunerations that the meeting itself has defined for the activity of statutory auditor performed by the Board of Statutory Auditors), the following people:

Standing Statutory Auditors:

- FRANZIA Mario, born in Bari (BA) on December 3 1948, domiciled in Milano (MI), via San Maurizio no. 23;
fiscal code FRN MRA 48T03 A662E;
registered in the Register of Auditors under no. 24882 pursuant to the Ministerial Decree on April 12 1995 published on the Gazzetta Ufficiale on April 21 1995 no. 31bis;

— TRUGLIA Vito Gianfranco, born in Cremona (CR) on April 29 1966, domiciled in Cremona (CR), piazza Marconi no. 16;
fiscal code TRG VGN 66D29 D150Z;
registered in the Register of Auditors under no. 58903 pursuant to the Ministerial Decree on April 12 1995 published on the Gazzetta Ufficiale on April 21 1995 no. 31bis;

- PASTORI Carlo, born in Rho (MI) on July 23 1962, domiciled in Rho (MI), via Bolzano no. 2;
fiscal code PST CRL 62L23 H264I;
registered in the Register of Auditors under no. 93125 pursuant to the Ministerial Decree on October 15 1999, published on the Gazzetta Ufficiale on November 2 1999, no. 87;

Supply Auditors:

CAMOZZI Ersilio born in San Daniele Po (CR) on October 6 1954, domiciled in Sospiro (CR), viale Lampugnani no. 23;
fiscal code CMZ RSL 54R06 H815E;
registered in the Register of Auditors under no. 9840 pursuant to the Ministerial Decree on April 12 1995 published on the Gazzetta Ufficiale on April 21 1995 no. 31bis;

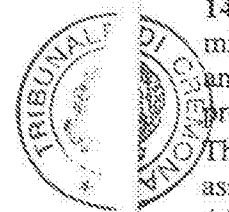
— SINIGAGLIA Enrico Maria, born in Torino (TO) on September 28 1969, domiciled in Milano (MI) in via Carlo Torre 24;
fiscal code SNG NCM 69P28 L219A;
registered in the Register of Auditors under no. 125406 pursuant to the Ministerial Decree on April 18 2002 published on the Gazzetta Ufficiale on May 7 2002, no. 36;

Mario Francia is confirmed in the office of Chairman of the Board of Statutory Auditors.

Having acknowledged that, as stated by the last paragraph of article 2400 of the civil code, all the components of the Board of Auditors have communicated the offices of control and management held in other companies:

8. to attribute the company's statutory audit to the Board of Auditors
9. to acknowledge, for its record in the public registers and for the transfer of ownership, that the company owns the properties listed in attachment "B" [in Italian];

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10. to acknowledge, for its record in the public registers and for the transfer of ownership, that the company owns the vehicles listed in the attachment "C"[in Italian];

11. to acknowledge, for its record in the public registers and for the transfer of ownership, that the company owns the trademarks and the patents listed in attachment "D"[in Italian];

12. to acknowledge, for its record in the public registers and for the transfer of ownership, that the company holds the participations listed in attachment "E"[in Italian];

13. to delegate to the directors of the company, independently, the powers for the execution of today's resolutions, and in particular the powers to issue share certificates;

14. to delegate to the Chairman of the meeting the powers to add to this minutes of meeting and to the articles of association attached all the amendments that might be required by the competent authorities in case the procedure described by article 2436 of the civil code is carried out;

The chairman of the Board of Directors declares that the updated articles of association is attached [in Italian] under the letter "A";

After this, having nothing else to resolve on and nobody else requesting to speak, the assembly is dissolved at twelve twenty-five p.m..

Fees and taxes for this document are to be covered by the company.

And I, the notary, have received this document that I publicly read, together with attachment "A", to the party appearing before me, who approves, confirms and signs it with me, notary, at twelve twenty-five p.m., omitting to read the other attachments as per the appearing party's will.

This document consists of five stamped sheets of paper written by mechanical means by my entrusted employee and by my hand on five sides and the fifth to this point.

Signed, Roberto Bonetti

Signed, Cesare Bignami, notary

[notary's stamp]

