

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM665605

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	Written Consent in Lieu of a Special Meeting of the Board of Directors and Sole Stockholder of NACS USA, Inc.
RESUBMIT DOCUMENT ID:	900626055
SEQUENCE:	3

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NACS USA, Inc.		12/03/2020	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	BW Empire Holdings, LLC
Street Address:	8181 Logistic Drive
City:	Zeeland
State/Country:	MICHIGAN
Postal Code:	49464
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	5882720	CREATIVE
Registration Number:	6108739	EMPIRE
Registration Number:	6078373	EMPIRE
Registration Number:	5901084	ORNAMENTAL
Registration Number:	5889077	SOUTHWEST
Registration Number:	5834150	LOVE THE ROOM
Registration Number:	5834148	LOVE THE ROOM
Registration Number:	6213331	COVERTRIM

CORRESPONDENCE DATA

Fax Number: 6169578196

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: 616-949-9610

Email: mjernberg@priceheneveld.com

Correspondent Name: Matthew J. Stark/Price Heneveld LLP

Address Line 1: 695 Kenmoor Avenue SE

Address Line 4: Grand Rapids, MICHIGAN 49501

ATTORNEY DOCKET NUMBER:	EMP005 A312
NAME OF SUBMITTER:	Matthew J. Stark
SIGNATURE:	/Matthew J. Stark/
DATE SIGNED:	08/06/2021

Total Attachments: 12

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**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER
OF
NACS USA, INC.
(a Delaware corporation)**

December 3, 2020

The undersigned, being all of the members of the board of directors (the “*Board*”) and the sole Stockholder (the “*Sole Stockholder*”) of NACS USA, INC., a Delaware corporation (the “*Corporation*”), hereby take the following actions and authorize the following resolutions as if voted upon at a meeting of the Board and the Sole Stockholder duly called for the purposes described herein. The undersigned hereby waive all formal requirements under the constitutional documents of the Corporation or governing law for the holding of a formal meeting or meetings and the giving of notice, whether in respect of such meeting or otherwise. On the basis of the foregoing, the following resolutions are hereby adopted:

1. LIQUIDATION AND DISSOLUTION

WHEREAS, the Board deems it to be in the best interest of the Corporation to voluntarily liquidate and dissolve the Corporation in accordance with the Bylaws of the Corporation and the Delaware General Corporation Law;

WHEREAS, the Board hereby proposes the liquidation and dissolution of the Corporation to the Sole Stockholder and hereby recommends that the Sole Stockholder approve the liquidation and dissolution of the Corporation; and

WHEREAS, the Sole Stockholder believes it to be in the best interest of the Corporation to liquidate and dissolve the Corporation and distribute all of its assets pursuant to such Plan of Liquidation and Dissolution attached hereto as Exhibit A.

NOW THEREFORE, BE IT,

RESOLVED, that the Board and the Sole Stockholder hereby authorize the liquidation and dissolution of the Corporation and elect James Shovlin, in his capacity as Secretary, and as duly authorized person of the Corporation (the “*Authorized Person*”) to take all actions, file all documents necessary with the Delaware Secretary of State, file all required documents in any other jurisdiction in which the Corporation is registered to do business to withdraw its qualification status and complete the full liquidation and dissolution of the Corporation;

RESOLVED FURTHER, that the Plan of Liquidation and Dissolution attached hereto as Exhibit A is hereby approved, authorized and accepted in all respects; and

2. **GENERAL.**

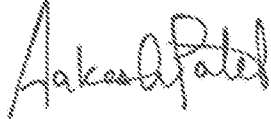
RESOLVED, that the Authorized Person of the Corporation, be and hereby is authorized and directed to do or cause to be done all acts and things they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions in accordance with the Plan; and

RESOLVED FURTHER, that this Written Consent may be executed in any number of counterparts with the same effect as if all parties hereto had signed the same document. All counterparts shall be construed together and shall constitute one instrument. Any counterpart may be executed by facsimile or any image transmitted by electronic mail (such as a portable document format (PDF) file) which shall be treated the same as a manually signed original.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned execute this Written Consent effective as of the date first written above.

BOARD OF DIRECTORS:



.....
Aakash Patel

.....
George Judd

.....
Charles Miller

.....
Jonathan Solorsh

.....
James Shovlin

SOLE STOCKHOLDER:

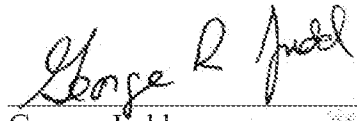
BW EMPIRE HOLDINGS, LLC,
a Delaware limited liability company

By: _____
Name: James Shovlin
Title: Manager

IN WITNESS WHEREOF, the undersigned execute this Written Consent effective as of the date first written above.

BOARD OF DIRECTORS:

Aakash Patel



George Judd

Charles Miller

Jonathan Solorsh

James Shovlin

SOLE STOCKHOLDER:

BW EMPIRE HOLDINGS, LLC,
a Delaware limited liability company


By: _____
Name: James Shovlin
Title: Manager

IN WITNESS WHEREOF, the undersigned execute this Written Consent effective as of the date first written above.

BOARD OF DIRECTORS:

.....
Aakash Patel

.....
George Judd

.....

Charles Miller

.....
Jonathan Solorsh

.....
James Shovlin

SOLE STOCKHOLDER:

BW EMPIRE HOLDINGS, LLC,
a Delaware limited liability company

By:
Name: James Shovlin
Title: Manager

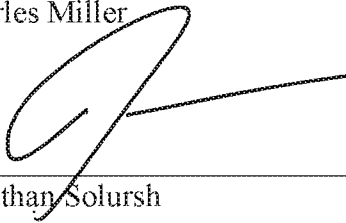
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BOARD OF DIRECTORS:

.....
Aakash Patel

.....
George Judd

.....
Charles Miller



.....
Jonathan Solursh

.....
James Shovlin

SOLE STOCKHOLDER:

BW EMPIRE HOLDINGS, LLC,
a Delaware limited liability company

By:
Name: James Shovlin
Title: Manager

IN WITNESS WHEREOF, the undersigned execute this Written Consent effective as of the date first written above.

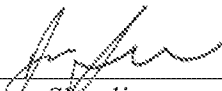
BOARD OF DIRECTORS:

Aakash Patel

George Judd

Charles Miller

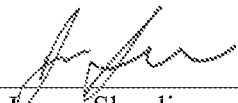
Jonathan Solorsh



James Shovlin

SOLE STOCKHOLDER:

BW EMPIRE HOLDINGS, LLC,
a Delaware limited liability company

By: 

Name: James Shovlin
Title: Manager

Exhibit A

Plan of Liquidation and Dissolution

See Attached.

PLAN OF LIQUIDATION AND DISSOLUTION

OF

NACS USA, INC.

1. Plan of Liquidation. This Plan of Liquidation and Dissolution (the “*Plan*”) is intended to accomplish the liquidation and dissolution of NACS USA, INC., a Delaware corporation (the “*Corporation*”) through the distribution of all of the Corporation’s assets to its sole Stockholder (the “*Sole Stockholder*”). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.

2. Approval. This Plan will be considered adopted by the Corporation when recommended by the board of directors (the “*Board*”) and approved by the Sole Stockholder of the Corporation.

3. Liquidation Period. The “Liquidation Period” shall mean the period in which the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its Sole Stockholder (subject to Section 6) in accordance with its rights and interest after provision for all outstanding liabilities. The period in which such assets shall be distributed, and the dissolution, shall be completed as soon as practicable, but in no event shall the Liquidation Period extend more than three (3) years from the close of the taxable year during which is made the first of the series of distributions under the Plan.

4. Abandonment. Upon approval of the Plan by the Sole Stockholder of the Corporation, the Board and officers of the Corporation (the “*Officers*”) may not, without further action by the Sole Stockholder, abandon this Plan.

5. Winding Up of Business. During the Liquidation Period, the Corporation shall continue its business only to the extent necessary to collect accounts receivable, maintain sufficient reserves to pay liabilities, and otherwise conduct business consistent with the objective of the Corporation to pay all outstanding liabilities and distribute all remaining assets to its Sole Stockholder and wind up its affairs.

6. Final Distribution of Assets. Not later than the end of the Liquidation Period, all assets of the Corporation not previously distributed shall be distributed to, or at the direction of, the Sole Stockholder of the Corporation. In no event shall any amount be retained by the Corporation beyond the end of the Liquidation Period to meet the claims of the Sole Stockholder with respect to its interests in the Corporation.

7. Cancellation of Outstanding Shares. Each of the foregoing distributions shall be made solely in exchange for, in complete redemption and cancellation of, and in payment for, all of the outstanding shares of the Corporation in a complete liquidation of the Corporation. The Sole Stockholder of the Corporation shall surrender its certificate for cancellation upon receipt of the final distribution herein authorized.

8. Filing. Within 30 days from the date of the adoption of this Plan, a member of the Board or an Officer (or another duly authorized person) shall file Form 966, attached hereto as Exhibit B, with the Internal Revenue Service, together with a certified copy of this Plan and the corporate resolutions adopting this Plan.

Upon the final distribution of all of the assets of the Corporation, a member of the Board or an Officer (or another duly authorized person) shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and timely file any required tax returns on behalf of the Corporation, and such other forms as are appropriate.

9. Delaware Filing Requirements. Upon the final distribution of all of the assets of the Corporation (less necessary reserves to pay reasonable final expenses), a member of the Board or an Officer (or another duly authorized person) shall file or cause to be filed with the proper authorities of the State of Delaware such documents as are necessary to effect a complete statutory dissolution of the Corporation, and shall take or cause to be taken such other actions as are required in connection therewith. The effective date of such statutory dissolution of the Corporation shall be 11:59 pm on January 2, 2021.

10. Authorization of Necessary Acts. The Board shall have the power to adopt all resolutions, and any member of the Board or any Officer (or any other duly authorized person) shall have the power to execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they may deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation as described in this Plan, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the applicable provisions of the Act, the Code and the Treasury Regulations issued thereunder. The Board and Officers (and any other duly authorized person) shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.

Exhibit B

Form 966: Corporate Dissolution or Liquidation

See Attached.

Corporate Dissolution or Liquidation

(Required under section 6043(a) of the Internal Revenue Code)
▶ Information about Form 966 and its instructions is at www.irs.gov/form966.

Please type or print	Name of corporation NACS USA, INC.		Employer identification number				
	Number, street, and room or suite no. (If a P.O. box number, see instructions.) 8181 LOGISTIC DRIVE		Check type of return				
	City or town, state, and ZIP code ZEELAND, MI 49464		<input checked="" type="checkbox"/> 1120 <input type="checkbox"/> 1120-L <input type="checkbox"/> 1120-IC-DISC <input type="checkbox"/> 1120S <input type="checkbox"/> Other ▶				
1	Date incorporated 10/17/2003	2	Place incorporated Delaware	3	Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial	4	Date resolution or plan of complete or partial liquidation was adopted 12/03/2020
5	Service Center where corporation filed its immediately preceding tax return e-file	6	Last month, day, and year of immediately preceding tax year 12/31/2019	7a	Last month, day, and year of final tax year 12/31/2020	7b	Was corporation's final tax return filed as part of a consolidated income tax return? If "Yes," complete 7c, 7d, and 7e. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
7c	Name of common parent BW Empire Holdings, LLC		7d	Employer identification number of common parent 81-3703257	7e	Service Center where consolidated return was filed Odgen, UT	
8	Total number of shares outstanding at time of adoption of plan of liquidation				Common 1,000	Preferred	
9	Date(s) of any amendments to plan of dissolution						
10	Section of the Code under which the corporation is to be dissolved or liquidated					Section 332	
11	If this form concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed						

Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of officer	Secretary Title	Date
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Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Who Must File

A corporation (or a farmer's cooperative) must file Form 966 if it adopts a resolution or plan to dissolve the corporation or liquidate any of its stock.

Exempt organizations and qualified subchapter S subsidiaries should not file Form 966. Exempt organizations should see the instructions for Form 990, Return of Organization Exempt From Income Tax, or Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation. Subchapter S subsidiaries should see Form 8869, Qualified Subchapter S Subsidiary Election.



Do not file Form 966 for a deemed liquidation (such as a section 338 election or an election to be treated as a disregarded entity under Regulations section 301.7701-3).

When To File

File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement is attached. Include all information required by Form 966 that was not given in the earlier form.

Where To File

File Form 966 with the Internal Revenue Service Center at the address where the corporation (or cooperative) files its income tax return.

Distribution of Property

A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the