

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM864344

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	Certificate of Dissolution of MetPro Group Inc. - Transfer of Marks by distribution on dissolution to Parent Company/Sole Owner
RESUBMIT DOCUMENT ID:	900812005
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MetPro Group Inc.		04/05/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	TRANSCENDIA, INC.
Street Address:	9201 WEST BELMONT AVENUE
City:	FRANKLIN PARK
State/Country:	ILLINOIS
Postal Code:	60131
Entity Type:	Corporation: ILLINOIS

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	5454020	BIOTECH
Registration Number:	5459500	BIOTECH - PROTECTED BY NATURE

CORRESPONDENCE DATA

Fax Number: 3122368176

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: 3122368500

Email: docket@cookalex.com

Correspondent Name: COOK ALEX LTD.

Address Line 1: 200 WEST ADAMS STREET

Address Line 2: SUITE 2004

Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Paul M. Raya
SIGNATURE:	/paul m. raya/
DATE SIGNED:	12/28/2023

Total Attachments: 12

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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 DISSOLUTION OF "METPRO GROUP INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF APRIL, A.D. 2019, AT 5:16 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

4979961 8100
SR# 20192605488

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

Authentication: 202591952
Date: 04-05-19

TRADEMARK
REEL: 008298 FRAME: 0314

**CERTIFICATE OF DISSOLUTION
OF
METPRO GROUP INC.**

Pursuant to Section 275 of the
General Corporation Law of Delaware.

MetPro Group Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is MetPro Group Inc.

SECOND: The dissolution of the Corporation has been duly authorized by the sole stockholder of the Corporation entitled to vote on a dissolution in accordance with subsection (c) of Section 275 of the DGCL.

THIRD: The dissolution was authorized on April 5, 2019.

FOURTH: The Corporation's original Certificate of Incorporation in Delaware was filed on May 9, 2011.

FIFTH: The names of the directors and officers of the Corporation are as listed below. The address for all directors and officers is: 9201 West Belmont Avenue, Franklin Park, IL 60131.

DIRECTORS

Andy Brewer
Ciara Looney
Anthony Powell
Marc Rapp

OFFICERS

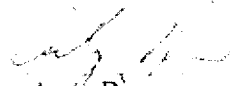
Andy Brewer – President
Marc Rapp – Vice President
Ciara Looney – Vice President & Secretary
Anthony Powell – Vice President & Treasurer

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this certificate on the 5th day of
April, 2019

METPRO GROUP INC.

By:


Name: Andy Brewer

Title: President

PURCHASE AGREEMENT

PURCHASE AGREEMENT, dated as of April 3, 2019 (this “Agreement”), between Transcendia, Inc., an Illinois corporation (the “Buyer”), and MetPro Limited, a company incorporated and existing under the laws of the Republic of Ireland, having its registered office at Clash Industrial Estate, Tralee, Co. Kerry, Ireland, registered with the Companies Registration Office under no. 255846 (the “Seller”). In this Agreement, the Buyer and the Seller may be referred to collectively as the “parties” or each individually as a “party.”

WHEREAS, the Seller is the record and beneficial owners of _____, without par value (the “Common Shares”) of MetPro Group Inc., a Delaware corporation (the “Company”), representing 100% of the authorized and issued Common Shares of the Company; and

WHEREAS, the Seller desires to sell all of the Common Shares to the Buyer, and the Buyer desires to purchase the Common Shares from the Seller, for good and valuable consideration.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements contained herein, and intending to be legally bound hereby, the parties agree as follows:

**ARTICLE I
PURCHASE AND SALE**

Section 1.1 Purchase and Sale of the Common Shares. Upon the terms and subject to the conditions of this Agreement, at the Closing (as defined below), the Seller shall sell and deliver all of the Common Shares, free and clear of all liens, pledges, security interests and other encumbrances of any kind whatsoever (“Liens”) (other than Liens arising under applicable securities Laws), to the Buyer for an aggregate amount in cash equal to _____ (such amount, the “Purchase Price”).

Section 1.2 Closing. The sale and purchase of the Common Shares shall take place concurrently with the execution of this Agreement (the “Closing”) to be held electronically on the date hereof, or at such place or at such other time or on such other date as the Seller and the Buyer may mutually agree in writing. At the Closing, the Buyer shall deliver to the Seller (by wire transfer of immediately available funds to the account designated by the Seller) an amount equal to the Purchase Price. In connection with the sale, the Seller will cause the Company to provide the Buyer with a certification, in the form and manner set forth in U.S. Treasury Regulation Section 1.1445-2(c)(3), dated as of the date of Closing, to the effect that withholding of U.S. federal tax is not required upon a disposition of the Common Shares by the Seller.

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IN WITNESS WHEREOF, the Buyer and the Seller have caused this Agreement to be duly executed as of the date first written above.

BUYER:

TRANSCENDIA, INC.

By: 
Name: Andy Brewer
Title: President and Chief Executive Officer

SELLER:

METPRO LIMITED

By: _____
Name: _____
Title: _____

[Signature Page to Purchase Agreement]

TRADEMARK
REEL: 008298 FRAME: 0323

IN WITNESS WHEREOF, the Buyer and the Seller have caused this Agreement to be duly executed as of the date first written above.

BUYER:

TRANSCENDIA, INC.

By: _____
Name:
Title:

SELLER:

METPRO LIMITED

By: Clara Looney
Name: CLARA LOONEY
Title: FINANCIAL CONTROLLER
& DIRECTOR

[Signature Page to Purchase Agreement]