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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM301783

| SUBMISSION TYPE: | NEW ASSIGNMENT |
|-----------------------|----------------|
| NATURE OF CONVEYANCE: | CHANGE OF NAME |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--|----------|----------------|----------------------|
| Birkenstock Orthopaedie GmbH & Co. KG | | 09/30/2013 | CORPORATION: GERMANY |

RECEIVING PARTY DATA

| Name: | Birkenstock Sales GmbH |
|-------------------|------------------------|
| Street Address: | Rheinstr. 10 |
| Internal Address: | 53560 |
| City: | Vettelschoss |
| State/Country: | GERMANY |
| Entity Type: | CORPORATION: GERMANY |

PROPERTY NUMBERS Total: 8

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------------|
| Registration Number: | 1516450 | |
| Registration Number: | 1519901 | |
| Registration Number: | 2590411 | BIRK |
| Registration Number: | 2600060 | BIRK |
| Registration Number: | 1037893 | BIRKENSTOCK |
| Registration Number: | 3105607 | BIRKENSTOCK |
| Registration Number: | 1028014 | BIRKENSTOCK BAD HONNEF RHEIN |
| Registration Number: | 2857185 | BIRKO-FLOR |

CORRESPONDENCE DATA

Fax Number: 3124607000

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via

US Mail.

Phone: 3124605577

Email: jsutherland@seyfarth.com

Correspondent Name: Julia K. Sutherland Address Line 1: Julia K. Sutherland 131 S. Dearborn St.

Address Line 2: # 2400

Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: 72223-000001

TRADEMARK REEL: 005262 FRAME: 0621

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| NAME OF SUBMITTER: | Julia K. Sutherland |
|------------------------------|-----------------------|
| SIGNATURE: | /Julia K. Sutherland/ |
| DATE SIGNED: | 04/17/2014 |
| Total Attachments: 3 | |
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| source=birkenstock#page2.tif | |
| source=birkenstock#page3.tif | |

TRADEMARK REEL: 005262 FRAME: 0622

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

| Registration Nos.: 1,516,450; 1,519,901; |) |
|---|---|
| 2,590,411; 2,600,060; 1,037,893; |) |
| 3,105,607; 1,028,014; 2,857,185 | |
| |) |
| Currently Listed Owner: Birkenstock Orthopaedie | |
| GmbH & Co. KG | |
| | |

AFFIDAVIT OF JULIA K. SUTHERLAND REGARDING CHANGE OF OWNERSHIP OF TRADEMARK REGISTRATIONS

I, Julia K. Sutherland, do hereby solemnly and sincerely and truly declare and say to the best of my knowledge and belief as follows:

- 1. I am a legal representative of Birkenstock Sales GmbH, having its place of business at Rheinstr. 10, 53560 Vettelschoss, Germany (hereinafter referred to as "Birkenstock Sales"). I am duly authorized by Birkenstock Sales to make and submit this Affidavit on behalf of Birkenstock Sales, and if my authority to do so is challenged a proof of my authority shall be made available, upon prior written request.
 - 2. I am familiar with the facts set forth in this Affidavit.
- Birkenstock Sales is the current and rightful owner of the following U.S.
 Trademark registrations (hereinafter, the "Birkenstock trademarks"):
 - a. Reg. No. 1,516,450
 - b. Reg. No. 1,519,901
 - c. Reg. No. 2,590,411
 - d. Reg. No. 2,600,060
 - e. Reg. No. 1,037,893
 - f. Reg. No. 3,105,607

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- g. Reg. No. 1,028,014
- h. Reg. No. 2,857,185
- 4. The Birkenstock trademarks were originally registered by Birkenstock
 Orthopaedie GmbH & Co. KG, having its place of business at Rheinstrasse 2-4, 53560
 Vettelschoss, Germany (hereinafater "Birkenstock Orthopaedie"). Birkenstock Orthopaedie is the current listed owner of all Birkenstock trademarks as recorded with the United States Patent and Trademark Office.
- 5. On September 30, 2013, Birkenstock Orthopaedie was dissolved and ceased to exist. The facts resulting in Birkenstock Orthopaedie's dissolution are recited below.
- 6. Birkenstock Orthopaedie was organized in the legal form of a German "GmbH & Co. KG." A German "GmbH & Co. KG" consists of one general partner and at least one limited partner. The only general partner of Birkenstock Orthopaedie was another German company, KG Beteiligungs-GmbH.
- 7. In September 2013, KG Beteiligungs-GmbH was renamed as "Birkenstock Sales GmbH."
- 8. After KG Beteilingungs-GmbH was renamed Birkenstock Sales, all limited partners of Birkenstock Orthopaedie left the KG. Without any remaining limited partners in the KG, Birkenstock Orthopaedie no longer fulfilled the requirements of a "GmbH & Co. KG." Birkenstock Sales remained as the only partner the general partner of Birkenstock Orthopaedie.
- 9. As a result, Birkenstock Orthopaedie was dissolved on September 30, 2013 and ceased to exist without liquidation. As of the dissolution, and by operation of German law, Birkenstock Sales, as general partner of Birkenstock Orthopaedie, became legal successor of

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Birkenstock Orthopaedie on September 30, 2013. All of Birkenstock Orthopaedie's assets (amongst others, the Birkenstock trademarks) became assets of Birkenstock Sales by way of legal succession.

- 10. Because the accrual of the assets of the limited partnership Birkenstock
 Orthopaedie to the general partner Birkenstock Sales occurred by way of legal succession rather
 than by an assignment, transaction, or court order, there does not exist any document(s) showing
 that Birkenstock Sales is the new owner of Birkenstock Orthopaedie's assets, including the
 Birkenstock trademarks.
- 11. Similarly, because Birkenstock Orthopaedie ceased to exist on September 30, 2013, Birkenstock Orthopaedie no longer has the ability as an entity to authorize the execution of, or to execute an assignment of, the Birkenstock trademarks. Birkenstock Orthopaedie also cannot sign an affidavit attesting the facts recited above.
- 12. Accordingly, I, on behalf of Birkenstock Sales, provide this affidavit to establish a clear chain of title from Birkenstock Orthopaedie to the present owner, Birkenstock Sales, in support of the change of ownership submitted pursuant to TMEP 1604.07(d).

I make this solemn declaration conscientiously believing the same to be true.

DECLARED at this day of \(\sqrt{1} \) \(\lambda \) \(\l

SUBSCRIBED AND SWORN to before me, a Notary Public, this // day of

1/211) , 2014 at Chicago

OFFICIAL SEAL
THERESA A. KING
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES: 06-27-2017

NOTARY PUBLIC

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