

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM631566

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2020
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PF CONCEPT INTERNATIONAL B.V.		12/29/2020	Corporation: NETHERLANDS

RECEIVING PARTY DATA

Name:	Polyconcept Holding B.V.
Street Address:	Kabelweg 1
City:	Roelofarendsveen
State/Country:	PENNSYLVANIA
Postal Code:	2371 DX
Entity Type:	Corporation: NETHERLANDS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1325656	MARKSMAN

CORRESPONDENCE DATA

Fax Number: 4122091860
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: 4122974900
Email: iptrademark.dcg@dentons.com
Correspondent Name: Dentons Cohen & Grigsby P.C.
Address Line 1: 625 Liberty Avenue
Address Line 4: Pittsburgh, PENNSYLVANIA 15222

ATTORNEY DOCKET NUMBER:	TM15-085
NAME OF SUBMITTER:	Michael e. dukes
SIGNATURE:	/michael e. dukes/
DATE SIGNED:	03/12/2021

Total Attachments: 8

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TRUE COPY

of the notarial deed of legal merger between the private companies with limited liability:

Polyconcept Holding B.V. (acquiring company)

with statutory seat at Roelofarendsveen, the Netherlands.

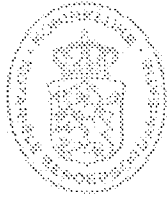
And:

PF Concept International B.V. (disappearing company)

with statutory seat at Roelofarendsveen, the Netherlands.

Execution date 29 December 2020.





042938/IHN/QDF/Notarial deed of legal merger between **Polyconcept Holding B.V.** and **PF Concept International B.V.** -- Step 1

On this day, the twenty-ninth day of December two thousand and twenty, appeared before me, Steven van der Waal, civil-law notary officiating in The Hague, the Netherlands: _____ Ms. Ingrid de Haan, born in Veenendaal, the Netherlands, on the twenty-eighth day of August, nineteen hundred seventy-four, for these purposes electing as her domicile the offices of the aforementioned civil-law notary at Johan de Wittlaan 15, 2517 JR The Hague, the Netherlands, acting as a proxy in writing of: _____

1. **Polyconcept Holding B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), incorporated and existing under the laws of the Netherlands, having its corporate seat (*statutaire zetel*) in Roelofarendsveen, the Netherlands, and with registered office at Kabelweg 1, 2371 DX Roelofarendsveen, the Netherlands, registered with the trade register of the Netherlands Chamber of Commerce (*Kamer van Koophandel Nederland*) under number: 34137258, hereinafter referred to as: the "**Acquiring Company**"; and
2. **PF Concept International B.V.**, a private company with limited liability, incorporated and existing under the laws of the Netherlands, having its corporate seat in Roelofarendsveen (municipality Aikemade), the Netherlands, and with registered office at Kabelweg 1, 2371 DX Roelofarendsveen, the Netherlands, registered with the trade register of the Netherlands Chamber of Commerce under number: 28034183, hereinafter referred to as: the "**Disappearing Company**".

The Acquiring Company and the Disappearing Company hereinafter jointly also from time to time referred to as: the "**Companies**".

The appearing person, acting in said capacities, declared: _____

INTRODUCTION

The Companies wish to effectuate a legal merger (*juridische fusie*), within the meaning of Section 2:309 of the Dutch Civil Code (*Burgerlijk Wetboek*), hereinafter referred to as: "**DCC**", whereby the Acquiring Company acquires all assets and liabilities of the Disappearing Company under universal title (*onder algemene titel*) and the Disappearing Company ceases to exist, hereinafter referred to as: the "**Merger**".

Now therefore the appearing person, acting in said capacities, declared: _____

RELEVANT FACTS

Legal form of the Companies.

Article 1.

The legal form of each of the Companies is a private company with limited liability.

Dissolution, bankruptcy, suspension of payments.

Article 2.

1. Neither of the Companies has been dissolved (*ontbonden*), no resolutions have been passed to dissolve the Companies, nor has any request thereto been filed or has any notice as described in Section 2:19a DCC been received from the Dutch Chamber of Commerce at which the Companies are registered or from the relevant court (*rechtbank*)

under Section 2:21 DCC.

2. Neither of the Companies has been declared bankrupt (*faillissement*), nor has a suspension of payment (*surséance van betaling*) been declared, nor have any requests thereto been filed or is there any reason to expect such requests.

Shares in the Disappearing Company.

Article 3.

The shares in the Disappearing Company have been paid up, no meeting rights (*vergaderrechten*) have been attributed to any persons other than the Acquiring Company, being the sole shareholder (*enig aandeelhouder*) of the Disappearing Company, nor are there holders of a right of usufruct (*vruchtgebruik*) or a right of pledge (*pandrecht*) over shares in the share capital of the Disappearing Company.

Simplified procedure.

Article 4.

The exemptions set forth in Section 2:333 DCC (*simplified procedure – vereenvoudigde procedure*) apply to the proposed Merger, since the Acquiring Company is holder of the entire issued share capital of the Disappearing Company and the Acquiring Company will not allot any shares pursuant to this deed of merger.

Financial years of the Companies.

Article 5.

The financial year of each of the Companies coincides with the calendar year.

Supervisory board Acquiring Company.

Article 6.

The Acquiring Company has established a supervisory board (*raad van commissarissen*) and this supervisory board of directors has co-signed the Merger Proposal (as defined below) as evidence of their approval such in conformity with Section 2:312 paragraph 4 DCC.

PREPARATIONS

Legal Merger Proposal.

Article 7.

The boards of managing directors (*besturen*) of the Companies have drawn up a legal merger proposal (*voorstel tot fusie*), as meant in Section 2:312 DCC, which legal merger proposal was signed on the seventeenth day of November two thousand and twenty by all managing directors (*bestuurders*) of the Companies, and the supervisory board of the Acquiring Company, hereinafter referred to as: the "Merger Proposal".

The Merger Proposal is attached to this deed as Annex I.

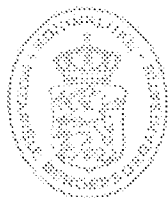
Explanatory Note.

Article 8.

1. The sole shareholder of the Acquiring Company has resolved on the seventeenth day of November two thousand and twenty, by written resolution, pursuant to Section 2:313 paragraph 4 DCC, to exempt the board of managing directors of the Acquiring Company to prepare a written explanatory note as meant in Section 2:313 DCC, hereinafter referred to as: the "Resolution".

A copy of the Resolution is attached to this deed as Annex II.

2. In accordance with Section 2:313 paragraph 3 DCC, the board of managing directors of --



the Disappearing Company is not required to draw up a written explanatory note. -----

Deposit at the trade register of the Netherlands Chamber of Commerce. -----

Article 9. -----

The Merger Proposal (with appendices) and the relevant financial accounts as mentioned in article 14 of the Merger Proposal, were deposited with the trade register of the Netherlands Chamber of Commerce on the nineteenth day of November two thousand and twenty. -----

The statement evidencing the deposit is attached to this deed as **Annex III.** -----

Deposit at the registered offices of the Companies. -----

Article 10. -----

1. The documents referred to above under Article 9 were deposited on the same date at the registered offices of the Companies by the boards of managing directors of the ----- Companies. -----

2. The documents deposited at the registered office of the Acquiring Company shall remain available for inspection until six (6) months after the Merger. -----

Announcement of the deposit in daily newspaper Trouw. -----

Article 11. -----

On the twenty-first day of November two thousand and twenty, the Companies announced the deposit of the documents mentioned above in Articles 9 and 10 in "Trouw" (a daily ----- newspaper nationally distributed in the Netherlands), stating that the documents as referred to in Article 9 are deposited at the Netherlands Chamber of Commerce and at the address of the offices of the Companies, where the documents may be inspected pursuant to Article 10. -----

A copy of this announcement is attached to this deed as **Annex IV.** -----

Advice or observation of works council, co-determination council or trade union. -----

Article 12. -----

The Disappearing Company has established a works council (*ondernemingsraad*) pursuant to the mandatory rules all as referred to in the Works Councils Act (*Wet op de ----- ondernemingsraden*) with jurisdiction (and the authority to render advice) in respect of the Disappearing Company to enter into the Merger, which has rendered a positive advice as ----- appears from the attached document as attached hereto as **Annex V.** -----

Changes to the Merger Proposal. -----

Article 13. -----

The Merger Proposal has never been changed and the boards of managing directors of the ----- Companies are not aware of any substantial changes in the circumstances appearing, which have affected the information in the Merger Proposal. -----

Statement of deposit from the trade register of the Netherlands Chamber of -----

Commerce. -----

Article 14. -----

The trade register of the Netherlands Chamber of Commerce declared that the Merger ----- Proposal along with the other documents as referred to in Section 2:314 DCC have been ----- deposited for public inspection with the trade register of the Netherlands Chamber of ----- Commerce without interruption since the nineteenth day of November two thousand and ----- twenty, as appears from one (1) written statement. -----

This written statement is attached to this deed as **Annex VI.** -----

Statement of no-opposition from the District Court.**Article 15.**

No creditors of the Companies have opposed to the Merger Proposal by filing a petition with the District Court (*Rechtbank*) of The Hague, the Netherlands, as appears from one (1) written statement from the Registrar (*Griffie*) of said District Court.

Copy of said statement is attached to this deed as **Annex VII**.

Resolutions to merge.**Article 16.**

Today, the extraordinary general meeting of each of the Companies adopted the resolution to enter into the Merger in conformity with the Merger Proposal.

This day, the notarial record of the proceedings of said general meetings of each of the Companies has been executed before me, civil-law notary.

Approval to the Merger resolutions.**Article 17.**

The resolutions to merge as referred to above in Article 15 were not subject to any approval as referred to in Section 2:312, paragraph 2, sub i DCC.

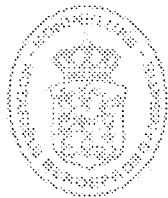
Merger.**Article 18.**

The Companies hereby conclude the Merger whereby the Acquiring Company acquires all assets and liabilities of the Disappearing Company under universal title and the Disappearing Company ceases to exist.

Merger consistent with Merger Proposal.**Article 19.**

With regard to the Merger the Companies state the following:

- a. the Merger becomes legally effective as of tomorrow and shall be deemed to have become economically effective as of the effective date of the Merger.
- b. in connection with the Merger, the articles of association of the Acquiring Company will not be amended;
- c. there are no (legal) persons who, otherwise than as a member, have any options, claims or other rights outstanding against the Disappearing Company; as a consequence whereof the provisions of Section 2:320 paragraph 2 DCC need not to be applied;
- d. in connection with the Merger, no benefits shall be allocated to managing directors of the Companies or to any other person involved in this Merger;
- e. the composition of the board of managing directors of the Acquiring Company will not be changed;
- f. the financial data of the Disappearing Company shall be accounted for in the records of the Acquiring Company as per the Merger becoming effective.
- g. as a result of the Merger the shares in the share capital of the Disappearing Company shall be cancelled by operation of law (*van rechtswege vervallen*) and no shares in the share capital of the Acquiring Company shall be redeemed or issued;
- h. the activities of the Disappearing Company shall be set forth by the Acquiring Company, for as long as the Acquiring Company shall exist;
- i. as there is no goodwill attached to the assets and liabilities of the Disappearing



Company, the Merger will have no effect on the size of the goodwill of the Acquiring Company.

The balances of the assets and liabilities of the Disappearing Company will be added to the distributable reserves of the Acquiring Company as non-stipulated share premium.

Registration deed with trade register of the Netherlands Chamber of Commerce.

Article 20.

The Acquiring Company shall within eight (8) days after today register the Merger and deposit a true copy of this deed and the foot statement at the trade register of the Netherlands Chamber of Commerce where the Companies are registered.

Registration of the Merger with other public registers.

Article 21.

Within one (1) month after the execution of this deed of Merger, the Acquiring Company shall, if necessary, notify the keepers of other public registers in which any devolution of rights or the Merger may be registered.

POWERS OF ATTORNEY/ANNEXES

1. The powers of attorney to the appearing person are evidenced by two (2) written documents, which are attached to this deed as **Annex VIII**.
2. Furthermore, to this deed are attached:
 - (i) the Merger Proposal, as **Annex I**;
 - (ii) the Resolution, as **Annex II**;
 - (iii) the statement of deposit, as **Annex III**;
 - (iv) a copy of the announcement in the daily newspaper, as **Annex IV**;
 - (v) the statement from the works counsel of the Disappearing Company as **Annex V**;
 - (vi) the statement of the one (1) month deposit, as **Annex VI**; and
 - (vii) the statement of no-opposition, as **Annex VII**.

Close

The appearing person is known to me, civil-law notary.

WITNESSED THIS DEED, the original of which was drawn up and executed in The Hague, the Netherlands, on the date first written above.

Prior to the execution of this deed, I, civil-law notary, informed the appearing person of the substance of the deed and gave her an explanation thereon, and furthermore pointed out the consequences which will result for the parties, or one or more of them, from the contents of this deed.

Subsequently, the appearing person declared to have taken note of the contents of this deed after timely being given the opportunity thereto and waived a full reading of this deed.

Immediately after a limited reading, this deed was signed by the appearing person and me, civil-law notary.

Whereafter signing follows.



ISSUED FOR TRUE COPY
on 29 December 2020.

A handwritten signature in black ink, appearing to be "S. van der Waal", written over a horizontal line.