

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM642127

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2020
RESUBMIT DOCUMENT ID:	900602000
SEQUENCE:	3

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Polyconcept Finance B.V.		12/31/2020	Corporation: NETHERLANDS

RECEIVING PARTY DATA

Name:	CB Poly International Holdings Cooperatief U.A.
Street Address:	Kabelweg 1
City:	Roelofarendsveen
State/Country:	NETHERLANDS
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:	04/26/2021

Total Attachments: 6

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TRUE COPY

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

CB Poly International Holdings Coöperatief U.A. (acquiring company)

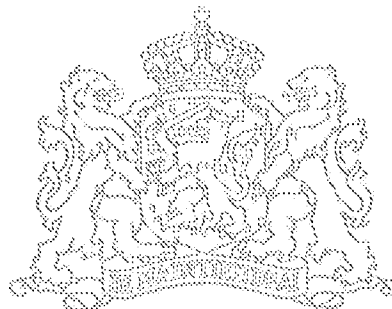
with statutory seat at Amsterdam, the Netherlands.

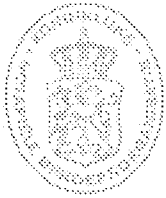
And:

Polyconcept Finance B.V. (disappearing company)

with statutory seat at Amsterdam, the Netherlands.

Execution date 31 December 2020.





042938/IHN/QDF/Notarial deed of legal merger between **CB Poly International Holdings Coöperatief U.A.** and **Polyconcept Finance B.V.** -- Step 3

On this day, the thirty-first day of December two thousand and twenty, appeared before me, -- Steven van der Waal, civil-law notary officiating in The Hague, the Netherlands: -----
Mrs. Bianca Jacoba Bruijnesteijn-Pottinga, born in Apeldoorn, the Netherlands, on the ninth day of April, nineteen hundred and seventy, 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. **CB Poly International Holdings Coöperatief U.A.**, a cooperative with the exclusion of liability (*coöperatief met uitsluiting van aansprakelijkheid*), incorporated and existing under the laws of the Netherlands, having its corporate seat (*statutaire zetel*) in ----- Amsterdam, 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: 66581303, hereinafter referred to as: the "**Acquiring Company**"; and -----
2. **Polyconcept Finance 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 in Amsterdam, 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: 34146395, 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 the Acquiring Company is a cooperative with the exclusion of liability. -----

The legal form of the Disappearing Company 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. _____

PREPARATIONS _____

Legal Merger Proposal. _____

Article 6. _____

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, hereinafter referred to as: the "**Merger Proposal**". _____ The Merger Proposal is attached to this deed as **Annex I**. _____

Explanatory Note. _____

Article 7. _____

1. The members of the Acquiring Company have 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**". _____

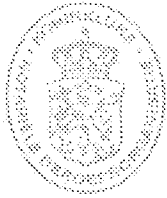
A copy of the Resolution is attached to this deed as **Annex II**. _____

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 8. _____

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 _____



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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 9.

1. The documents referred to above under Article 8 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 10.

On the twenty-first day of November two thousand and twenty, the Companies announced the deposit of the documents mentioned above in Articles 8 and 9 in "Trouw" (a daily newspaper nationally distributed in the Netherlands), stating that the documents as referred to in Article 8 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 9. 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 11.

Neither of the Companies has a works council or co-determination council installed and no written advices or observations of any association of employees, which counts employees of any of the Companies or of its subsidiary under its members, have been submitted to any of the Companies.

Changes to the Merger Proposal.

Article 12.

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 13.

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 V**.

Statement of no-opposition from the District Court.

Article 14.

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

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

Resolutions to merge.**Article 15.**

Today, the extraordinary general meeting of members of the Acquiring Company and the general meeting of the Disappearing Company 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 16.**

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 17.**

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.

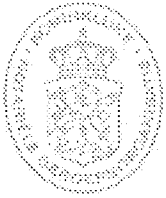
Merger consistent with Merger Proposal.**Article 18.**

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 be amended after the execution of this deed, whereby *inter alia* the name of the Acquiring Company will be changed to PF Concept International Coöperatief U.A.;
- 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;
- 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.



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Article 19. 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 20. 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 VII**.
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 of the one (1) month deposit, as **Annex V**; and
 - (vi) the statement of no-opposition, as **Annex VI**.

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 31 December 2020.

[Handwritten signature]

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