

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3787971

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2013
CONVEYING PARTY DATA	
Name	Execution Date
UNIKEY COMPONENTES INDUSTRIAIS LTDA.	10/01/2013
RECEIVING PARTY DATA	
Name:	SOUTHCO BRASIL COMPONENTES INDUSTRIAIS LTDA.
Street Address:	ESTRADA DOS ESTUDANTES, 236 ANEXOS 196 E 212
City:	GRANJA VIANA II, 06707-050, COTIA/SP
State/Country:	BRAZIL
PROPERTY NUMBERS Total: 3	
Property Type	Number
Patent Number:	8491020
Patent Number:	8876175
Patent Number:	8826708
CORRESPONDENCE DATA	
Fax Number:	(518)220-1857
<i>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.</i>	
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NAME OF SUBMITTER:	ARLEN L. OLSEN
SIGNATURE:	/ARLEN L. OLSEN/
DATE SIGNED:	03/17/2016
Total Attachments: 8	
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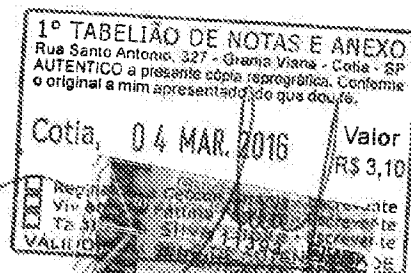
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PATENT

REEL: 038133 FRAME: 0180

PROTOCOLO DE INCORPORAÇÃO E JUSTIFICAÇÃO

1010



Southco são distribuídas entre seus sócios da seguinte forma:

Sócio	Número de Quotas	Valor (R\$)
SOUTHCO SEVERN LTD.	45.173.990	45.173.990,00
SOUTHCO MANUFACTURING LIMITED	4.518	4.518,00
Total	45.178.508	45.178.508,00

1.2. A Unikey é uma sociedade limitada cujo capital social, totalmente subscrito e integralizado em moeda corrente nacional, é de R\$ 20.692.000,00 (vinte milhões e seiscentos e noventa e dois mil reais), totalmente subscrito e integralizado em moeda corrente nacional, dividido em 20.692.000,00 (vinte milhões e seiscentos e noventa e duas mil) quotas, de valor nominal unitário de R\$ 1,00 (hum Real). As quotas da Unikey são totalmente detidas pela Southco.

II. OPERAÇÃO PROPOSTA E JUSTIFICAÇÃO

2.1. A operação consiste na incorporação da Unikey pela Southco, a qual sucederá a Unikey a título universal, em todos os seus bens, direitos e obrigações, nos termos dos artigos 1.116 a 1.118 do Código Civil Brasileiro ("Incorporação").

2.2. A Incorporação justifica-se uma vez que (i) as Sociedades integram o mesmo grupo econômico; e (ii) a Incorporação faz parte de um projeto de reestruturação societária do grupo econômico do qual fazem parte as Sociedades, visando uma maior lucratividade e eficiência operacional, administrativa e financeira, bem como uma diminuição de custos operacionais, através da redução do número de empresas existentes.

2.3. As administrações das Sociedades recomendam a aprovação da proposta de Incorporação nos termos deste Protocolo de Incorporação por entenderem que a operação resultará nos seguintes benefícios para a Southco, para a Unikey e para seus respectivos sócios: (i) redução dos custos operacionais do conglomerado econômico do qual fazem as Sociedades parte; (ii) consolidação das atividades de gestão em uma única empresa; e (iii) melhor gestão de operações, ativos e fluxos de caixa gerando maior lucratividade e eficiência operacional, administrativa e financeira.

PATENT

REEL: 038133 FRAME: 0182

1º TABELIÃO DE NOTAS E ANEXO
Rua Santo Antonio, 327 - Granja Viana - Cotia - SP
AUTENTICO a presente cópia reprográfica. Conforme
o original a mim apresentado, do que dou fé.

Cotia, 04 MAR 2016

Valor
R\$ 3,10

☐ Regina Celia Ceccon Laranja - escrevente
☐ Vivian - escrevente
☐ T. N. - escrevente
VALOR: R\$ 3,10

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REEL: 038133 FRAME: 0183

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1º TABELIÃO DE NOTAS E ANEXO	
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Cotia, 04 MAR. 2016	Valor R\$ 3,10
☐ Registra	☐ Cancela
☐ Vitalicida	☐ Transfere
☐ Torna	☐ Retira
VALIDO: 0253AC832552	

(i) a Unikey extinguir-se-á de pleno direito, ficando a Southco responsável por promover a respectiva averbação no registro próprio, na forma do artigo 1.118 do Código Civil Brasileiro;

(ii) os ativos e passivos da Unikey ficarão incorporados ao patrimônio da Southco, que sucederá a Unikey, a título universal, em todos os bens, móveis e imóveis, direitos e obrigações, nos termos do artigo 1.116 do Código Civil Brasileiro; e

(iii) tendo em vista que a Unikey é integralmente detida pela Southco, a Incorporação não acarretará aumento do capital social da Southco, mas sim mera substituição de ativo no seu balanço patrimonial. Desta forma, as quotas representativas do capital social da Unikey, que ora compõem o ativo permanente da Southco, serão substituídas na contabilidade dessa empresa pelo acervo patrimonial líquido da Unikey, de valor patrimonial equivalente.

4.2. Eventuais atos jurídicos que, em decorrência de compromissos previamente firmados, por motivos administrativos e/ou operacionais, que ainda venham a ser praticados em nome da Unikey, no interregno temporal compreendido entre a aprovação deste Protocolo de Incorporação pelos sócios das Sociedades e o registro dos atos societários respectivos na Junta Comercial do Estado de São Paulo, serão considerados válidos para todos fins legais, e todos os direitos e obrigações deles decorrentes serão assumidos pela Southco, na qualidade de sucessora da Unikey, nos termos do artigo 1.116 do Código Civil Brasileiro.

V. APROVAÇÕES SOCIETÁRIAS

5.1. A Incorporação será submetida à deliberação dos sócios da Unikey e da Southco, em reuniões de sócios a serem oportunamente realizadas.

5.2. Uma vez aprovada a Incorporação pelos sócios das Sociedades, competirá à administração da Southco praticar todos os atos necessários à implementação da Incorporação, ficando a mesma responsável por manter os livros fiscais, societários e contábeis da Unikey pelo prazo legal, bem como por providenciar o arquivamento dos atos societários relativos à incorporação e as baixas, registros, averbações, comunicações e demais atos necessários à formalização e ao aperfeiçoamento da

PATENT

REEL: 038133 FRAME: 0184

1º TABELIÃO DE NOTAS E ANEXO
Rua Santo Antonio, 327 - Granja Viana - Cotia - SP
AUTENTICO a presente copia reprografica. Confirma
o original a mim apresentado do que dou fe.
Cotia, 04 MAR. 2015
Valor R\$ 3,10
☐ Regime de detencao em liberdade provisoria
☐ Vivencia de detencao em liberdade provisoria
☐ Tania de detencao em liberdade provisoria
VALIDO POR 05 ANOS
0253AC832653

VI. FORO

São Paulo, 1 de outubro de 2013.

SOUTHCO BRASIL COMPONENTES

Marcos Bastos Alba

UNIKEY COMPONENTES INDUSTRIA

Franz Bacher

1. Thais Domingos Alves
Nome: **THAIS DOMINGOS ALVES**
RG: **RG. 48.935.757-X SSP/SP**
CPF. 415.277.456-48

2. Fernanda Akashi Nocchi
Nome: FERNANDA AKAISHI NOCITI
RG: CPF nº 389.888.478-30
RG nº 49.385.983-4 SSP/SP

MERGER EXTRACT

The present Merger Extract ("Merger Extract") is hereunder executed by the following entities ("Entities").

(A) SOUTHCO BRASIL COMPONENTES INDUSTRIAIS LTDA., limited entity duly established under the Laws of Brazil, domiciled at Cotia, São Paulo, Estrada dos Estudantes, nº. 236, Anexos 212 and 196, Granja Viana II, Postal Code 06707-050, duly registered at VAT nº 15.414.616/0001-86, NIRE 3522648273-1, having its last Acts of Incorporation Change duly registered before the Commercial Registry of São Paulo State ("Southco"); and

(B) UNIKEY COMPONENTES INDUSTRIAIS LTDA., limited entity duly established under the Laws of Brazil, domiciled at Cotia, São Paulo, Estrada dos Estudantes nº. 236, 212 and 196, Granja Vianna II, Postal Code 06707-050, duly registered at VAT nº 10.765.886/0001-18 having its last Acts of Incorporation Change duly registered before the Commercial Registry of São Paulo State ("Unikey");

The Entities **SETTLE**, according to the Articles 1.116 to 1.118, Law nº 10.406 of January 2002 ("Brazilian Civil Code") and, secondarily, according to the provisions of Law nº 6.404, of 15 December 1976, as modified (Law nº 6.404/1976), execute this Merger Extract in order to justify the merger of Unikey by Southco and determine its basic conditions, which will be subjected to deliberation of the partners.

I. ENTITIES CHARACTERISTICS

1.1 Southco is a limited liability entity which share capital, fully subscribed and paid in national currency, is R\$ 45.178.508,00 (forty-five million, one hundred seventy-eight, five hundred and eight reais), divided in 45.178.508 (forty-five million, one hundred seventy-eight, five hundred and eight) shares, per value of R\$ 1,00 (one real) each. Southco's shares are distributed among its partners as follow:

<i>Partner</i>	<i>Number of Shares</i>	<i>Value (R\$)</i>
<i>SOUTHCO SEVERN LTD.</i>	<i>45.173.990</i>	<i>45.173.990,00</i>
<i>SOUTHCO MANUFACTURING LIMITED</i>	<i>4.518</i>	<i>4.518,00</i>
<i>Total</i>	<i>45.178.508</i>	<i>45.178.508</i>

1.2 Unikey is a limited liability entity which share capital, fully subscribed and paid in national currency, is R\$ 20.692.000,00 (Twenty million, six hundred ninety-two reais), divided in 20.692.000 (Twenty million, six hundred ninety-two) shares, per value of R\$ 1,00 (one real). Unikey's shares are acquired by Southco.

II. PROPOSED OPERATION AND JUSTIFICATION

2.1 The operation consists the merger of Unikey by Southco, which will bring Unikey in universal title, all assets, rights and obligations, according to the provisions of Articles 1.116 to 1.118 of the Brazilian Civil Code ("Merger").

2.2 The Merger is justified once (i) the Entities are parts of the same economic group; and (ii) the Merger is part of a corporate restructuring project of their economic group, aiming an

increasing profitability and operational efficiency, through reduction of number of existing entities.

2.3 The Entities administrations recommend the approval of the proposed Merger in terms of the present Merger Extract by understanding that the operation will result in the following benefits to Southco, to Unikey and their respective partners: (i) reduction of operational costs of their economic conglomerate; (ii) consolidation of management activities in a single entity; and (iii) a better management of operations, assets and cash flow generating increased profitability and operational, administrative and financial efficiency.

III. BASE-DATE AND ASSET VALUATION

3.1 The Merger will have a base-date on 30 September 2013 ("Base-Date");

3.2 Complying to the legal requirements, under the provisions of Article 1.117, 2º of the Brazilian Civil Code, the Merger will be based to valuation of Unikey's net worth, under the criteria of book value, according to the asset valuation of Unikey bring up on the Base-Date.

3.3 The Entities declare that the specialized company, **ACCOUNT ASSESSORES S/S LTDA.**, limited entity, domiciled at São Paulo, Av. Nove de Julho, 5617, 7º andar, Itaim Bibi, Postal Code 01407-200, duly registered at VAT nº 96.513.015/0001-22 and CRC nº 2SP017202/O-2 ("Appraiser"), was indicated by agreement of the administrations of both Entities, *ad referendum* in Members Meeting of Southco and Unikey, in order to proceed with the valuation of Unikey's net worth for the purposes of the Merger, and to elaborate the evaluation report ("Evaluation Report"), in which the work has begun and ended on Base-Date to permit the elaboration of the report having as reference the Base-Date.

3.4 According to the Evaluation Report elaborated by the Appraiser, the shareholder's equity, on Base-Date of the Merger, is R\$ 18.052.310,20 (Eighteen million, fifty-two hundred, three hundred and ten reais and twenty cents).

3.5 The accounting range occurred within the period of Data-Base and the date of the Merger will be integrally incorporated to the operational result of Southco.

IV. MERGER AND SUCCESSION

4.1 As a result of the approval of the Merger:

(i) Unikey will be extinguished and Southco will be responsible to promote the respective registrations, according to Article 1.118 of the Brazilian Civil Code.

(ii) the assets and liabilities of Unikey will be merged by Southco, which will succeed, under universal title, all assets, movables and real estate, rights and obligations, under the provisions of Article 1.116 of the Brazilian Civil Code.

(iii) Since Unikey is totally merged by Southco, the Merger will not result in capital increase of Southco, but a mere replacement of asset in its balance sheet. Therefore, the shares of the share capital of Unikey, which now compose the fixed asset of Southco, will be replaced in the accounting of this entity by the net assets of Unikey, of an equivalent asset value.

4.2 Eventual legal acts that, in the result of previous set commitments, due to administrative and/or operational reasons, that may be practiced in the name of Unikey, within the period of

the approval of this Merger Extract by the partners of the Entities and the registration of the corporate acts before the Commercial Registry, will be considered valid for all legal purposes, and its due rights and obligations will be handled by Southco, under the terms of Article 1.116 of the Brazilian Civil Code.

V. CORPORATE APPROVALS

5.1 The Merger will be submitted to deliberation of Unikey and Southco partners, during meetings to be held.

5.2 Once the Merger is approved by the partners of the Entities, the administration of Southco will be delegated to practice all necessary acts to the implementation of the Merger, being responsible to send the tax, corporate and financial records of Unikey within the legal deadline, as well as to provide the registration of the corporate acts related to the Merger and to record the registrations, communications and further necessary acts to the formalization and to the improvement of the Merger before the competent Official Offices.

VI. FORUM

6.1 The Central Forum of Sao Paulo is elected to settle doubts regarding this Merger Extract.

6.2 In case any Clause, disposition, term or condition of this Merger Extract is considered invalid, the remaining Clauses, dispositions, terms and conditions will not be affected and will remain valid and in full force.

In witness whereof, the parties execute the present Merger Extract in 5 (five) copies with the same content, in the presence of the undersigned witnesses.

São Paulo, 1 October 2013.

SOUTHCO BRASIL COMPONENTES INDUSTRIAIS LTDA.

Marcos Bastos Alba

UNIKEY COMPONENTES INDUSTRIAIS LTDA.

Franz Bacher

Witnesses:

1. Thais Domingos Alves
2. Fernanda Akaishi Nociti