

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT4755010

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2017

CONVEYING PARTY DATA

Name	Execution Date
JBT NETHERLANDS B.V.	09/29/2017
JBT F&DS B.V.	09/29/2017

RECEIVING PARTY DATA

Name:	JBT B&BS B.V.
Street Address:	DECCA WEG 32
City:	AMSTERDAM
State/Country:	NETHERLANDS
Postal Code:	1042 AD

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	13471653

CORRESPONDENCE DATA

Fax Number: (206)224-0779

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: (206)682-8100

Email: efilings@cojk.com

Correspondent Name: JERALD E. NAGAE, ESQ.

Address Line 1: CHRISTENSEN O'CONNOR JOHNSON KINDNESS

Address Line 2: 1201 THIRD AVENUE, SUITE 3600

Address Line 4: SEATTLE, WASHINGTON 98101-3029

ATTORNEY DOCKET NUMBER:	JBTICS152544
NAME OF SUBMITTER:	SHILPA ARORA
SIGNATURE:	/Shilpa Arora/
DATE SIGNED:	12/29/2017

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NOTARIAL CERTIFICATION

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

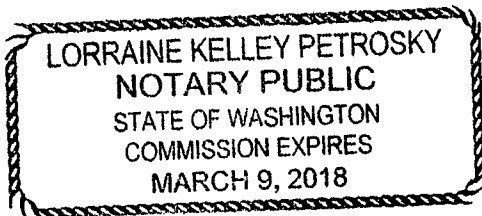
I hereby certify that the attached to the best of my knowledge is believed to be a true and correct copy of the relevant (English) pages of the original Certificate of Merger and that the information contained on the cover sheet is true and correct:

From: JBT B&BS B.V.
 JBT Netherlands B.V.; and
 JBT F&DS B.V.
To: **JBT B&BS B.V.**

This document is for filing in the US Patent Office.

Dated: This 28th day of December 2017.

(Seal or stamp)



Lorraine Kelley Petrosky

Lorraine Kelley Petrosky
Notary Public in and for the State of Washington
residing at Bellevue, Washington
My appointment expires March 9, 2018.



JBT B&BS B.V.
(Acquiring Company)
and
JBT Netherlands B.V.
JBT F&DS B.V.
(Disappearing Companies)

Deed of merger

CERTIFIED COPY of a notarial deed of merger between JBT B&BS B.V. as acquiring company and JBT Netherlands B.V. and JBT F&DS B.V. as disappearing companies, executed on September 29, 2017 before K.F. Tan, civil-law notary in Amsterdam, the Netherlands. The merger has become effective on September 30, 2017.



**Baker
McKenzie.**

THE UNDERSIGNED:

Kim Francis Tan, civil-law notary in Amsterdam, the Netherlands,

HEREBY DECLARES THAT:

the attached document is a fair English translation of the deed of legal merger between **JBT B&BS B.V.** as acquiring company and **JBT Netherlands B.V.** and **JBT F&DS B.V.** as disappearing companies, executed before the undersigned on September 29, 2017.

In this translation, an attempt has been made to be as literal as possible, without jeopardizing the overall continuity. Inevitably, there may be differences between the original Dutch text and this English translation. If this is the case, the Dutch text will govern by law.



MERGER
BETWEEN
JBT B&BS B.V.
JBT NETHERLANDS B.V.
AND
JBT F&DS B.V.

On this day, the twenty-ninth day of September two thousand seventeen, appeared before me, Kim Francis Tan, civil-law notary in Amsterdam, the Netherlands (the “notary”): Eline Maria van Fulpen, born in Heiloo, the Netherlands, on the tenth day of February nineteen hundred and eighty-six, for the purpose hereof electing as her domicile the office of the notary (Claude Debussylaan 54, 1082 MD Amsterdam, the Netherlands), acting upon written powers of attorney, granted by:

1. **JBT B&BS B.V.**, a private company with limited liability organized and existing under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, with office address at Deccaweg 32, 1042 AD Amsterdam, the Netherlands and registered with the Trade Register of the Chamber of Commerce under number 58394729 (the “**Acquiring Company**”);
2. **JBT Netherlands B.V.**, a private company with limited liability organized and existing under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, with office address at Gyrocoopweg 84 I, 1042 AX Amsterdam, the Netherlands and registered with the Trade Register of the Chamber of Commerce under number 58394737 (the “**Disappearing Company I**”);
3. **JBT F&DS B.V.**, a private company with limited liability organized and existing under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, with office address at Deccaweg 32, 1042 AD Amsterdam, the Netherlands and registered with the Trade Register of the Chamber of Commerce under number 58394710 (the “**Disappearing Company II**”, and jointly with the Disappearing Company I, also referred to as the “**Disappearing Companies**”).

The Acquiring Company and the Disappearing Companies jointly also referred to as the “Companies”.

The appearing person, acting as aforementioned, declared:

I. INTENDED MERGER

The Companies wish to conclude a legal merger (*juridische fusie*) within the meaning of article 2:309 Dutch Civil Code, by which the Acquiring Company acquires all assets and liabilities of the Disappearing Companies by universal title (*onder algemene titel*) and the Disappearing Companies cease to exist (the “**Merger**”).

II. RELEVANT FACTS

1. Merger proposal

The boards of managing directors of the Companies have drawn up a merger proposal, as referred to in article 2:312 Dutch Civil Code, which merger proposal was signed on the fourteenth day of August two thousand seventeen by all managing directors of the Companies (the “**Merger Proposal**”). A copy of the Merger Proposal is attached to this deed.

2. Explanatory notes

Pursuant to article 2:313 paragraph 4 Dutch Civil Code, the shareholder of the Acquiring Company has consented to the fact that the board of managing directors of the Acquiring Company omits the preparation of the written explanatory notes in which the reasons of the Merger are laid down, as referred to in article 2:313 paragraph 1 Dutch Civil Code. Pursuant to article 2:313 paragraph 3 and article 2:333 Dutch Civil Code, no explanatory notes are required for the Disappearing Companies.

3. Legal form of the Companies

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

4. Simplified procedure

The simplified procedure as referred to in article 2:333 Dutch Civil Code applies to the Merger since the entire issued share capital of the Companies is held by **John Bean Technologies Europe B.V.**, a private company with limited liability organized and existing under the laws of the Netherlands, having its corporate seat in Rotterdam, the Netherlands, with office address at Deccaweg 32, 1042 AD Amsterdam, the Netherlands and registered with the Trade Register of the Chamber of Commerce under number 63675013 and the Acquiring Company will not allot any shares as part

of the Merger.

5. Shares in the capital of the Companies

All shares in the capital of the Companies have been paid up. No depositary receipts have been issued for these shares and these shares have not been encumbered with any usufruct or right of pledge.

6. Dissolution, bankruptcy, suspension of payments

The Companies have not been dissolved, declared bankrupt or granted a suspension of payments (*surséance van betaling*).

7. Financial year of the Companies

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

8. Approval of the Merger Proposal

The articles of association of the Companies do not include any provisions regarding the approval of the resolution of the board of managing directors to propose the Merger.

9. Advice of the works council, participation council or employees' association

On the twenty-fifth day of April two thousand sixteen, the works council of the Companies has issued a positive advice with regard to the intended Merger. The Companies have made this positive advice available at the offices of the Companies simultaneously with the documents referred to under 11.

10. Filing with the Trade Register of the Chamber of Commerce

On the fourteenth day of August two thousand seventeen, the Companies have filed the Merger Proposal and all other required documents with the Trade Register of the Chamber of Commerce.

The aforementioned filing is evidenced by a statement, a copy of which is attached to this deed.

11. Filing at the offices of the Companies

Simultaneously with the filing referred to under 10., the boards of managing directors of the Companies have made the documents referred to under 10., and the advice of the works council of the Companies available for inspection at the offices of the Companies.

The documents at the offices of the Acquiring Company will remain available for inspection until six (6) months after the Merger.

12. Announcement of the filings

On the sixteenth day of August two thousand seventeen, the Companies have announced the filings referred to under 10. and 11. in Trouw, a daily nationally distributed newspaper.

A copy of this announcement is attached to this deed.

13. Changes affecting the Merger Proposal

No substantial changes to the assets and liabilities affecting the information in the Merger Proposal – of which the boards of managing directors of the Companies are required to inform the general meetings of the Companies pursuant to article 2:315 paragraph 1 Dutch Civil Code – have become manifest after the Merger Proposal.

14. Creditor opposition

No creditors of the Companies have opposed the Merger Proposal by filing a petition with the District Court of Amsterdam, as appears from a statement from the said court, a copy of which is attached to this deed.

15. Resolutions to conclude the Merger

The general meetings of the Companies have resolved to conclude the Merger in conformity with the Merger Proposal today. The minutes of the proceedings in those meetings have been recorded in three (3) notarial deeds executed by the notary today.

16. Approval of the resolutions to conclude the Merger

The articles of association of the Companies do not include any provisions regarding the approval of the resolutions to conclude the Merger, as referred to in article 2:312 paragraph 2 under i Dutch Civil Code.

III. MERGER

The Companies hereby conclude the Merger under the following terms:

1. The Merger becomes effective on the day after today.

The articles of association of the Acquiring Company will be amended as part of the Merger.

2. There are no persons other than the shareholder of the Disappearing Companies who have a special right with respect to the Disappearing Companies as referred to in article 2:320 Dutch Civil Code, such as a right to profit distributions or the right to subscribe for shares. Therefore, no rights or compensation chargeable to the Acquiring Company need to be granted to such

persons as part of the Merger.

3. No benefits will be granted to managing directors of any of the Companies as part of the Merger or to any other person involved in the Merger.
4. The composition of the board of managing directors of the Acquiring Company will not be changed as part of the Merger.
5. The financial data of the Disappearing Companies will be accounted for in the annual accounts of the Acquiring Company as of the first day of January two thousand seventeen.
6. As a result of the Merger, the shares in the capital of the Disappearing Companies will be cancelled by operation of law. No shares in the capital of the Acquiring Company will be redeemed or allotted.
7. It is intended that the activities of the Companies will be continued by the Acquiring Company.
8. The Merger will not have a negative effect on the size of the goodwill and will not have a negative effect on the distributable reserves of the Acquiring Company.
9. As a result of the Merger, the Acquiring Company will acquire all assets and liabilities of the Disappearing Companies by universal title (*onder algemene titel*), including, but not limited to, shares in the capital of the following subsidiaries of the Disappearing Company II:
 - a. one (1) quota of John Bean Technologies Máquinas e Equipamentos Industriais Ltda., a company organized and existing under the laws of Brazil, with registered address at Av. Engenheiro Camilo Dinucci, 4605, 2º Distrito Industrial (Domingos Ferrari), CEP 14808-900, in the City of Araraquara, State of São Paulo and registered with the Commercial Registry of the State of São Paulo, under corporate number (NIRE) 35.222.324.863, and enrolled with the Corporate Taxpayers' Register (CNPJ) under No. 09.688.218/0001-55; and
 - b. JBT Food & Dairy Systems México, S.A. de C.V., a company organized and existing under the laws of Mexico, with domicile at Amores # 722, Col. Del Valle, Del. Benito Juárez, Zip code 03100, Mexico City, and registered with the Public Registry of Commerce of Mexico City under

commercial folio number 51996*.

IV. FINAL PROVISIONS

1. Notarial declaration

At the end of this deed, the notary will declare that he has convinced himself of the fact that all formal requirements with regard to all proceedings required by Book 2, Title 7 Dutch Civil Code and the articles of association of the Companies have been complied with, in accordance with article 2:318 paragraph 2 Dutch Civil Code.

2. Registration of the Merger with the Trade Register of the Chamber of Commerce

The Acquiring Company will register the Merger with the Trade Register of the Chamber of Commerce and file a certified copy of this deed and the notarial declaration within eight (8) days of today.

3. Registration of the Merger with other public registers

The Acquiring Company will notify the keepers of other public registers in which any transmission of rights or the Merger may be registered within one (1) month of today.

The underlined headings in this deed have been included for ease of reference only.

The existence of the powers of attorney to the appearing person appears from three (3) private instruments, attached to this deed.

The appearing person is known to me, notary,

IN WITNESS WHEREOF,

the original of this deed was drawn up and executed in Amsterdam, the Netherlands on the date in the first paragraph of this deed. The substance of this deed was stated and clarified to the appearing person. The appearing person declared to have taken note of the content of this deed in time before its execution, agreed to its content and did not require a full reading of this deed. Subsequently, after limited reading in accordance with the law, this deed was signed by the appearing person and me, notary.

I, the undersigned,

Kim Francis Tan, civil-law notary in Amsterdam, the Netherlands (the “notary”),

declare:

in accordance with the provisions of article 2:318 paragraph 2 Dutch Civil Code, that I, notary, have convinced myself of the fact that the formal requirements with regard to all resolutions required by Book 2, Title 7, Sections 2 and 3 Dutch Civil Code and the articles of association of the merging companies in order for the Merger to be concluded have been complied with and that the further requirements of Book 2, Title 7, Sections 2 and 3 Dutch Civil Code and the articles of association of the merging companies for that purpose have been observed.

Signed in Amsterdam, the Netherlands on the twenty-ninth day of September two thousand seventeen.