

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM621138

|                              |                |
|------------------------------|----------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT |
| <b>NATURE OF CONVEYANCE:</b> | MERGER         |
| <b>EFFECTIVE DATE:</b>       | 09/28/2018     |

## CONVEYING PARTY DATA

| Name                      | Formerly | Execution Date | Entity Type           |
|---------------------------|----------|----------------|-----------------------|
| WERNER TECHNOLOGIES, INC. |          | 09/28/2018     | Corporation: DELAWARE |

## RECEIVING PARTY DATA

|                        |                       |
|------------------------|-----------------------|
| <b>Name:</b>           | WERNER CO.            |
| <b>Street Address:</b> | 93 WERNER ROAD        |
| <b>City:</b>           | GREENVILLE            |
| <b>State/Country:</b>  | PENNSYLVANIA          |
| <b>Postal Code:</b>    | 16125                 |
| <b>Entity Type:</b>    | Corporation: DELAWARE |

## PROPERTY NUMBERS Total: 2

| Property Type               | Number  | Word Mark                 |
|-----------------------------|---------|---------------------------|
| <b>Registration Number:</b> | 2971658 | WERNER PERFORMANCE SYSTEM |
| <b>Registration Number:</b> | 0833191 | WERNER                    |

## CORRESPONDENCE DATA

Fax Number: 7245885157

*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: 724-588-2000

Email: thurbks@wernerco.com

Correspondent Name: Geoffrey R. Hartenstein

Address Line 1: 93 Werner Road

Address Line 4: Greenville, PENNSYLVANIA 16125

|                           |                           |
|---------------------------|---------------------------|
| <b>NAME OF SUBMITTER:</b> | Geoffrey R. Hartenstein   |
| <b>SIGNATURE:</b>         | /Geoffrey R. Hartenstein/ |
| <b>DATE SIGNED:</b>       | 01/19/2021                |

## Total Attachments: 4

source=WTI - Werner Co Certificate of Ownership and Merger 2018-10-01#page1.tif

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source=WTI - Werner Co Certificate of Ownership and Merger 2018-10-01#page3.tif

CH \$65.00 2971658



# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WERNER TECHNOLOGIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "WERNER CO." UNDER THE NAME OF "WERNER CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2018, AT 5:12 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF OCTOBER, A.D. 2018 AT 12:07 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

4355669 8100M  
SR# 20186899973

Authentication: 203518687  
Date: 09-28-18

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**TRADEMARK**  
**REEL: 007164 FRAME: 0905**

CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
WERNER TECHNOLOGIES, INC.  
WITH AND INTO  
WERNER CO.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:52 PM 09/28/2018  
FILED 05:12 PM 09/28/2018  
SR 20186899973 - File Number 4355669

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Werner Co., a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the merger (the "Merger") of Werner Technologies, Inc., a Delaware corporation (the "Subsidiary"), with and into the Corporation:

FIRST: The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.

SECOND: The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.

THIRD: Werner Co. shall be the surviving corporation of the Merger.

FOURTH: The Certificate of Ownership and Merger and the Merger shall be effective as of 12:07 a.m. EDT on October 1, 2018.

*(Signature Page Follows)*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 28th day of September, 2018

WERNER CO.

By 

Name: Geoffrey R. Hartenstein

Title: Executive Vice President, Secretary and  
General Counsel

*[Signature Page to WTI Certificate of Ownership and Merger]*

**TRADEMARK**  
**REEL: 007164 FRAME: 0907**

**EXHIBIT A**

**BOARD RESOLUTIONS**

WHEREAS, Werner Co., a Delaware corporation (the "Corporation"), owns all of the outstanding shares of each class of capital stock of Werner Technologies, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the resolutions herein are intended to constitute a plan of liquidation (the "Plan of Liquidation") within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Merger (as defined below) is intended to constitute a complete liquidation (the "Liquidation") of the Subsidiary within the meaning of Section 332 of the Code; and

WHEREAS, it is deemed advisable and in the best interest of the Corporation that the Corporation merge the Subsidiary with and into the Corporation to effect the Plan of Liquidation and the Liquidation.

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "Merger") and effect the Plan of Liquidation and Liquidation, so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation; and

RESOLVED FURTHER, that each share of common stock of the Subsidiary, par value \$0.01 per share, issued and outstanding immediately prior to the effectiveness of the Merger, shall, by virtue of the Merger and without any action on the part of the holders thereof, automatically be cancelled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor; and

RESOLVED FURTHER, that each share of common stock of the Corporation, par value \$0.01 per share, issued and outstanding immediately prior to the effectiveness of the Merger, shall remain issued and outstanding and unaffected by the Merger; and

RESOLVED FURTHER, that any officer of the Corporation (each, an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing; and

RESOLVED FURTHER, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.