

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM560074

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	01/01/2020

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sapphire Scientific, Inc.		12/20/2019	Corporation: ARIZONA

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Legend Brands, Inc.	12/20/2019	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Legend Brands, Inc.
Street Address:	15180 Josh Wilson Road
City:	Burlington
State/Country:	WASHINGTON
Postal Code:	98233
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Registration Number:	3336468	WOOD-SOLV
Registration Number:	1021829	STAIN SHIELD
Registration Number:	1094163	BIOSOLV
Registration Number:	2517249	ONECLEAN
Registration Number:	1763961	SPRAY 'N GO
Registration Number:	1767123	LIQUA-GEL
Registration Number:	2371671	HIGH HEAT
Registration Number:	2409399	SMOKE-SOLV
Registration Number:	2409400	ODOR-SOLV
Registration Number:	2450108	RX FOR SPOTTING
Registration Number:	0878449	CHEMSPEC
Registration Number:	3601264	DFC DETERGENT FREE CLEANING
Registration Number:	4576968	ONE EARTH
Registration Number:	4989750	ENCAPBRITE

CH \$940.00 3336468

Property Type	Number	Word Mark
Registration Number:	3047908	APEX
Registration Number:	3309439	AXIOM CLEAN
Registration Number:	3008662	CENTURY 400
Registration Number:	1981966	DRY SLURRY
Registration Number:	1337494	DUO
Registration Number:	2938635	EVEREST
Registration Number:	2489280	FILTER-OUT
Registration Number:	1392835	FLUOROSIL
Registration Number:	2032847	FOURGUARD
Registration Number:	2654186	HEAT WAVE
Registration Number:	2905714	LIQUID SLURRY
Registration Number:	1727191	NINJA
Registration Number:	2944539	PEAK
Registration Number:	2491479	POWER BURST
Registration Number:	2773328	PROCHEM SYSTEM
Registration Number:	3940849	PROCHEM
Registration Number:	3736260	PROCHEM
Registration Number:	1372049	ULTRAPAC
Registration Number:	3042654	URINE RESCUE
Serial Number:	88530739	RAMPAGE
Serial Number:	88530709	FURY
Serial Number:	88530523	BLAZER
Serial Number:	88594016	GOODBYE

CORRESPONDENCE DATA

Fax Number: 2162410816

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: 216.622.8200

Email: ipdocket@calfee.com

Correspondent Name: Raymond Rundelli, Attorney of Record

Address Line 1: 1405 East Sixth Street

Address Line 2: Calfee, Halter & Griswold LLP

Address Line 4: Cleveland, OHIO 44117

ATTORNEY DOCKET NUMBER: 06821.12822

NAME OF SUBMITTER: Sandi L. Colello

SIGNATURE: /Sandi L. Colello/

DATE SIGNED: 02/03/2020

Total Attachments: 21

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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 MERGER, WHICH MERGES:

"SAPPHIRE SCIENTIFIC INC.", AN ARIZONA CORPORATION,

"II REP-Z, INC.", A PENNSYLVANIA CORPORATION,

"4Z-CO., INC.", A PENNSYLVANIA CORPORATION,

"DRI-EAZ PRODUCTS, INC.", A WASHINGTON CORPORATION,

"SKAGIT NORTHWEST HOLDINGS, INC.", A WASHINGTON CORPORATION,

"CFM CONSOLIDATED, INC.", A WASHINGTON CORPORATION,

WITH AND INTO "LEGEND BRANDS, INC." UNDER THE NAME OF "LEGEND BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2019, AT 1:29 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2020 AT 12:01 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

5258492 8100M
SR# 20198790822

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204298349
Date: 12-26-19

TRADEMARK
REEL: 006854 FRAME: 0413

**State of Delaware
Certificate of Merger of
Foreign Corporations into a
Domestic Corporation**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation hereby certifies that:

FIRST: The name of the surviving corporation is Legend Brands, Inc. (the "Surviving Corporation"), a Delaware corporation.

SECOND: The names and states of domicile of each of the corporations being merged into this Surviving Corporation (the "Merger") are as follows (the "Merging Corporations" and collectively, with the Surviving Corporation the "Constituent Corporations"):

<u>Name</u>	<u>State of Domicile</u>
Sapphire Scientific Inc.	Arizona
II Rep-Z, Inc.	Pennsylvania
4Z-Co., Inc.	Pennsylvania
CFM Consolidated, Inc.	Washington
Dri-Eaz Products, Inc.	Washington
Skagit Northwest Holdings, Inc.	Washington

THIRD: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations pursuant to Title 8, Section 252 of the DGCL.

FOURTH: The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the Merger shall be its Certificate of Incorporation as of the effective date of the Merger and shall not be amended by the Merger.

FIFTH: The authorized shares of stock and par value of each of the Merging Corporations is as follows:

<u>Name</u>	<u>Authorized Shares</u>
Sapphire Scientific Inc.	10,000 Common, without par value
II Rep-Z, Inc.	2,500 Common, par value \$100.00 per share
4Z-Co., Inc.	10,000 Common, without par value
CFM Consolidated, Inc.	50,000 Common, without par value
Dri-Eaz Products, Inc.	50,000 Common, par value \$1.00 per share
Skagit Northwest Holdings, Inc.	100 Common, par value \$0.01 per shares

SIXTH: The Merger is to become effective on January 1, 2020 at 12:01 am.

SEVENTH: The Agreement of Merger is on file at 2628 Pearl Road, Medina, OH 44256, an office of the Surviving Corporation.

EIGHTH: A copy of the Agreement of Merger shall be furnished by the surviving corporation on request, without cost, to any stockholder of the Constituent Corporations.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATEMENT OF MERGER
Read the Instructions M075i

1. SURVIVING ENTITY NAME: Legend Brands, Inc.

1.1 SURVIVING ENTITY JURISDICTION OF ORGANIZATION: Delaware

1.2 SURVIVING ENTITY TYPE - check only one and follow instructions:

- Arizona corporation or LLC already in existence in A.C.C. records - if applicable, attach to this Statement Articles of Amendment.
- NEW Arizona corporation, LLC, or limited partnership (LP, LLP, LLLP) - attach to this Statement the Articles of Incorporation (corporations), Articles of Organization (LLCs), or limited partnership document that is required to be filed with the Secretary of State's office.
NOTE - that limited partnerships must also file with the Arizona Secretary of State.
- Foreign corporation or LLC already registered with the A.C.C.
- Foreign corporation or LLC seeking registration with the A.C.C. - attach to this Statement the Application for Authority (corporations) or Foreign Registration Statement (LLCs).
- Foreign corporation, LLC, or other entity that is not, and will not, be registered with the A.C.C.

2. MERGING ENTITIES - list the name, entity type, and jurisdiction of organization of all merging entities other than the surviving entity. If more space is required, list all information on a separate sheet and attach it to this Statement.

Merging entity name: Sapphire Scientific Inc.	Merging entity name: CFM Consolidated, Inc.
Entity type (corporation, LLC, etc): Corporation	Entity type (corporation, LLC, etc): Corporation
Jurisdiction of organization: Arizona	Jurisdiction of organization: Washington
Merging entity name: Il Rap-Z, Inc.	Merging entity name: Dri-Eaz Products, Inc.
Entity type (corporation, LLC, etc): Corporation	Entity type (corporation, LLC, etc): Corporation
Jurisdiction of organization: Pennsylvania	Jurisdiction of organization: Washington
Merging entity name: 4Z-Co., Inc.	Merging entity name: Skagit Northwest Holdings, Inc.
Entity type (corporation, LLC, etc): Corporation	Entity type (corporation, LLC, etc): Corporation
Jurisdiction of organization: Pennsylvania	Jurisdiction of organization: Washington

- 3. SURVIVING ENTITY - KNOWN PLACE OF BUSINESS OR PRINCIPAL ADDRESS** - Complete this section *only if* the surviving entity is either: an Arizona corporation, LLC, or limited partnership; or a foreign corporation or LLC already registered with the A.C.C. **NOTE:** for corporations and LLCs already on file with the A.C.C. the address must match the address currently shown in A.C.C. records.

Attention (optional)		
251 Little Falls Drive		
Address 1		
Address 2 (optional)		
Wilmington	DE	19808
City	State or Province	Zip
Country	UNITED STATES	

- 4. SURVIVING ENTITY - STATUTORY AGENT** - Complete this section *only if* the surviving entity is either: an Arizona corporation, LLC, or limited partnership; or a foreign corporation or LLC already registered with the A.C.C.:

4.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:	4.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box); NOTE: if surviving entity is an LLC, mailing address is required.
Corporation Service Company	
Statutory Agent Name (required)	
8826 N. 23rd Avenue	
Attention (optional)	Attention (optional)
Address 1	Address 1
Suite 100	
Address 2 (optional)	Address 2 (optional)
City Phoenix	City
State AZ	State
Zip 85021	Zip
4.3 IF A NEW AGENT IS BEING APPOINTED - the Statutory Agent Acceptance form M002 must be attached to this Statement.	

- 5. FOREIGN SURVIVING ENTITY, NOT QUALIFIED IN ARIZONA - MAILING ADDRESS** (foreign entities that are not and will not be qualified to transact business or conduct affairs in Arizona must provide a mailing address to which service of process may be mailed):

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

- 6. APPROVAL OF MERGER** - (applies to all of the merging entities, including the surviving entity if it is also a merging entity):

By the signatures appearing on this Statement of Merger, each entity declares under the penalty of perjury that the plan of merger was approved by each merging entity, and by the surviving entity if it is also a merging entity, in accordance with A.R.S. § 29-2203, and also by each foreign merging entity or foreign merging and surviving entity in accordance with the laws of its jurisdiction of organization.

7. DELAYED EFFECTIVE DATE – Complete this section only if the merger will have a *delayed* effective date of not more than 90 days after delivery of the Statement to the A.C.C. – list that date below:

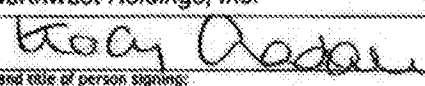
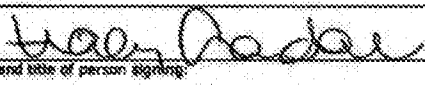
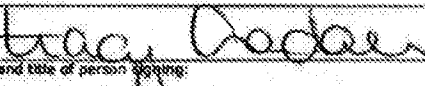
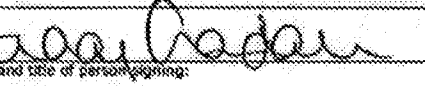
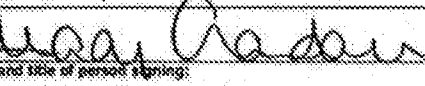
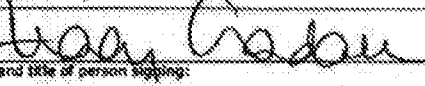
January 1, 2020

SIGNATURES: Each merging entity must sign.

The surviving entity must sign if it is also a merging entity.

If more space is needed, attach a separate sheet with all pertinent information.

Each signer of this Statement declares and certifies *under penalty of perjury* that this Statement together with any attachments is submitted in compliance with Arizona law.

Entity Name: Skagit Northwest Holdings, Inc.	12/20/2019
Signature: 	Date:
Print name and title of person signing: Tracy D. Crandall, Assistant Secretary	
Entity Name: Sapphire Scientific Inc.	12/20/2019
Signature: 	Date:
Print name and title of person signing: Tracy D. Crandall, Other Officer	
Entity Name: Il Rep-Z, Inc.	12/20/2019
Signature: 	Date:
Print name and title of person signing: Tracy D. Crandall, Assistant Secretary	
Entity Name: 4Z-Co., Inc.	12/20/2019
Signature: 	Date:
Print name and title of person signing: Tracy D. Crandall, Assistant Secretary	
Entity Name: CFM Consolidated, Inc.	12/20/2019
Signature: 	Date:
Print name and title of person signing: Tracy D. Crandall, Assistant Secretary	
Entity Name: Dri-Eaz Products, Inc.	12/20/2019
Signature: 	Date:
Print name and title of person signing: Tracy D. Crandall, Other Officer	

Filing Fee: \$100.00 (corporations) \$50 (LLCs) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable – see Instructions.	Mail: Arizona Corporation Commission – Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-343-5819.

Attachment to Statement of Merger
Signature of Additional Merging Entity

The undersigned declares and certifies under penalty of perjury that this Statement, together with any attachments, is submitted in compliance with Arizona law.

Entity Name:

Legend Brands, Inc.

12/26/2019

Date:

Signature:

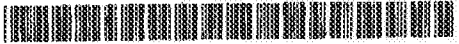


Printed name and title of person signing:

Tracy D. Crandall, Other Officer

Entity# : 6462939
Date Filed : 12/23/2019
Effective Date : 01/01/2020
Pennsylvania Department of State

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to: <u>CSC order # 110539-10</u> <u>LBK</u> Name CSC (xx)Return document by email to: <u>cscpa@cscglobal.com</u>	Statement of Merger DSCB:15-335  TCO191223JD0490
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Read all instructions pri

Fee: \$70 plus \$40 for *each* association that is a party to the merger
The minimum amount to be submitted with this filing is \$150

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 335 (relating to Statement of merger), the undersigned, desiring to effect a merger, hereby states that:

A. For the surviving association:

1. The name of the surviving association is: Legend Brands, Inc.
2. The jurisdiction of formation of the surviving association: Delaware
3. The type of association of the surviving association is (check only one):
 - Business Corporation
 - Nonprofit Corporation
 - Limited Liability Company
 - Limited Partnership
 - Limited Liability (General) Partnership
 - Limited Liability Limited Partnership
 - Business Trust
 - Professional Association
 - Other _____

2018 DEC 23 AM 9:45
DEPT OF STATE

TRADEMARK
REEL: 006854 FRAME: 0419

C. Effective date of statement of merger (check, and if appropriate complete, one of the following):

- This Statement of Merger shall be effective upon filing in the Department of State.
- This Statement of Merger shall be effective on: 01/01/2020 at 12:01 a.m.
Date (MM/DD/YYYY) Hour (if any)

D. Approval of merger by merging associations (check all applicable statement(s)):

- For domestic entities – The merger was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter C (relating to merger).
- For foreign associations – The merger was approved in accordance with the laws of the jurisdiction of formation.
- For domestic associations that are not domestic entities – The merger was approved by the interest holders of the merging association in the manner required by its organic law.

E. Attachments (see instructions for required and optional attachments).

IN TESTIMONY WHEREOF, the undersigned merging associations have caused this Statement of Merger to be signed by duly authorized officers thereof this 20 day of December, 2019.

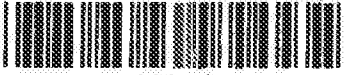
LEGEND BRANDS, INC.
Name of Merging Association
[Signature]
Signature

4Z - CO., Inc.
Name of Merging Association
[Signature]
Signature

Assistant Secretary
Title

Assistant Secretary
Title

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Statement of Merger - Addendum DSCB:15-335AD (7/1/2015)	 335Ad
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This form is used to identify additional merging parties and must be submitted with the Statement of Merger form (DSCB:15-335).

B. For the merging association(s) that are not surviving the merger (continued):

- The name of the merging association is: CFM Consolidated, Inc.
- The jurisdiction of formation of the merging association: Washington
- The type of association is (check only one):

<input checked="" type="checkbox"/> Business Corporation	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Business Trust
<input type="checkbox"/> Nonprofit Corporation	<input type="checkbox"/> Limited Liability (General) Partnership	<input type="checkbox"/> Professional Association
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Limited Liability Limited Partnership	<input type="checkbox"/> Other

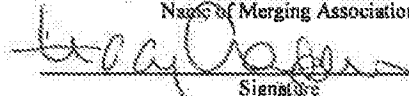
4. Check and complete one of the following addresses.

<input type="checkbox"/>	If the merging association is a domestic filing association, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State. Complete part (a) OR (b) -- not both:
<input type="checkbox"/>	(a) _____ Number and street City State Zip County
<input type="checkbox"/>	(b) c/o: _____ Name of Commercial Registered Office Provider County
<input type="checkbox"/>	If the merging association is a domestic association that is not a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:
<input type="checkbox"/>	_____ Number and street City State Zip County
<input checked="" type="checkbox"/>	If the merging association is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office address:
<input checked="" type="checkbox"/>	8825 N 23rd Avenue, Suite 100 Phoenix AZ 85021 Number and street City State Zip

IN TESTIMONY WHEREOF, the undersigned association has caused this Statement of Merger-Addendum to be signed by an authorized officer thereof this 20 day of December, 2019

CFM CONSOLIDATED, INC.

Name of Merging Association



Signature

Assistant Secretary

Title

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Statement of Merger - Addendum DSCB:15-335AD (7/1/2015)	 335Ad
---	--

This form is used to identify additional merging parties and must be submitted with the Statement of Merger form (DSCB:15-335).

B. For the merging association(s) that are not surviving the merger (continued):

1. The name of the merging association is: Sapphire Scientific Inc.
2. The jurisdiction of formation of the merging association: Arizona
3. The type of association is (check only one):

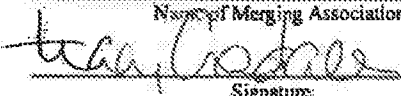
<input checked="" type="checkbox"/> Business Corporation	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Business Trust
<input type="checkbox"/> Nonprofit Corporation	<input type="checkbox"/> Limited Liability (General) Partnership	<input type="checkbox"/> Professional Association
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Limited Liability Limited Partnership	<input type="checkbox"/> Other _____

4. Check and complete one of the following addresses.

<input type="checkbox"/>	If the merging association is a domestic filing association, domestic limited liability partnership or registered foreign association, the current registered office address as on file with the Department of State. Complete part (a) OR (b) -- not both:
<input type="checkbox"/>	(a) _____ Number and street City State Zip County
<input type="checkbox"/>	(b) c/o: _____ Name of Commercial Registered Office Provider County
<input type="checkbox"/>	If the merging association is a domestic association that is <i>not</i> a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:
<input type="checkbox"/>	_____ Number and street City State Zip County
<input checked="" type="checkbox"/>	If the merging association is a nonregistered foreign association, the address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation; or if it is not required to maintain a registered or similar office, its principal office address:
<input checked="" type="checkbox"/>	300 Deschutes Way SW, Suite 304 Turmwater WA 98501 Number and street City State Zip

IN TESTIMONY WHEREOF, the undersigned association has caused this Statement of Merger-Addendum to be signed by an authorized officer thereof this 20 day of December, 2019.

SAPPHIRE SCIENTIFIC INC.

 Name of Merging Association


 Signature
 Assistant Secretary

 Title

ARTICLES OF MERGER

Pursuant to Chapter 23B.11 of the Washington Business Corporation Act (the "WBCA"), the undersigned corporation submits these Articles of Merger.

1. **Surviving Corporation.** The name of the surviving corporation is Legend Brands, Inc., a Delaware corporation duly authorized to conduct business in Washington (the "Surviving Corporation").

2. **Merging Parties.** The names and states of domicile of each of the corporations being merged into this Surviving Corporation (the "Merger") are as follows (the "Merging Corporations" and collectively, with the Surviving Corporation the "Constituent Corporations"):

<u>Name</u>	<u>State of Domicile</u>
Sapphire Scientific Inc.	Arizona
II Rep-Z, Inc.	Pennsylvania
4Z-Co., Inc.	Pennsylvania
CFM Consolidated, Inc.	Washington
Dri-Eaz Products, Inc.	Washington
Skagit Northwest Holdings, Inc.	Washington

3. **Effective Date.** The Merger is to become effective on January 1, 2020 at 12:01 am.

4. **Plan of Merger.** The plan of merger is attached hereto as Exhibit A (the "Plan").

5. **Shareholder Approval.** The Plan was duly approved by (a) the shareholders of each of Constituent Corporations domiciled in Washington Constituents as provided by Chapter 23B.11 of the WBCA and (b) by the shareholders of each of the Constituent Corporations domiciled in Arizona, Delaware and Pennsylvania pursuant to the laws of those respective states.

IN WITNESS WHEREOF, the Surviving Corporation has caused these Articles to be signed by an authorized officer, this 20 day of December, 2019.

LEGEND BRANDS, INC.

By: Tracy D. Crandall
 Name: Tracy D. Crandall
 Title: Assistant Secretary

EXHIBIT A

Agreement and Plan of Merger (the "Plan")

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made and entered into as of the 1st day of January, 2020, among Legend Brands, Inc., a Delaware corporation (the "Survivor"); Skagit Northwest Holdings, Inc., a Washington corporation ("Skagit"), and each of the following direct and indirect wholly-owned subsidiaries of Skagit (the "Skagit Subsidiaries") and, together with Skagit, the "Merging Entities"), namely (i) Sapphire Scientific Inc., an Arizona corporation, (ii) CFM Consolidated, Inc., a Washington corporation, (iii) Dri-Eaz Products, Inc., a Washington corporation, (iv) 4Z-Co., Inc., a Pennsylvania corporation ("4Z"), and (v) II Rep-Z, Inc., a Pennsylvania corporation ("II Rep-Z") (Survivor, together with the Merging Entities being sometimes hereinafter referred to as the "Constituent Parties").

WITNESSETH:

WHEREAS, LBG Holdings, Inc., a Delaware corporation ("LBG") is the direct or indirect parent of Survivor and each of the Merging Entities; and

WHEREAS, the total number of issued and outstanding shares of the Survivor consists of 100 shares of Common Stock, .01 par value (the "Survivor Shares"); and

WHEREAS, the total number of issued and outstanding shares of Skagit consists of 100 shares of Common Stock, .01 par value (the "Skagit Shares") outstanding in the name of the Survivor; and

WHEREAS, Skagit is the holder of all of the issued and outstanding equity interests in each of the Skagit Subsidiaries other than II Rep-Z (the "Skagit Equity Interests"); and

WHEREAS, 4Z is the holder of all of the issued and outstanding equity interests in II Rep-Z (together with the Skagit Shares and the Skagit Equity Interests, the "Merging Entity Equity Interests"); and

WHEREAS, Survivor and the Merging Entities have determined that the Merging Entities should be merged with and into the Survivor pursuant to the authority of applicable provisions of law of the states of Delaware, Arizona, Pennsylvania and Washington (each a "Governing Statute" and collectively, the "Governing Statutes"), with Survivor surviving such merger; and

WHEREAS, the respective Shareholders and Directors of Survivor and each of the Merging Entities have duly adopted resolutions approving this Merger Agreement.

NOW THEREFORE, Survivor and the Merging Entities hereby agree as follows:

1. The Merger. Subject to the terms and provisions of this Merger Agreement, and in accordance with Governing Statutes, on the Effective Date (as defined in Section 2 hereof), each of the Merging Entities shall be merged with and into the Survivor, with Survivor surviving such merger (the "Merger"). The Survivor shall be the surviving business entity of the Merger and, by operation of applicable laws, shall be vested at and on the Effective Date with all of the assets and all of the liabilities of the Merging Entities.

2. Effective Date of the Merger. The effective date of the Merger shall be 12:01 a.m. on January 1, 2020 (the "Effective Date").

3. Certificate of Incorporation. The Certificate of Incorporation of the Survivor in effect immediately prior to the Effective Date shall continue in effect following the Merger and shall be the Certificate of Incorporation of the Survivor, and shall not be changed as a result of the Merger.

4. Bylaws. The Bylaws of the Survivor as in effect immediately prior to the Effective Date shall continue in effect following the Merger and shall be the Bylaws of the Survivor, subject to such amendments as may thereafter be effected in accordance with the terms thereof and with applicable law.

5. Directors and Officers. The Directors of the Survivor serving in such capacity immediately prior to the Effective Date shall continue as such following the Merger and shall serve until their respective successors have been duly elected and qualified. The officers of the Survivor holding office immediately prior to the Effective Date shall continue in office following the Merger and shall serve until their respective successors have been duly elected, or their earlier resignation or removal.

7. Shares. All of the Survivor Shares which are issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding following the Merger. All of the Merging Entity Equity Interests which are issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of Constituent Parties or any other person, be deemed surrendered and cancelled and shall cease to exist at the Effective Date.

8. Service of Process. Survivor consents to be sued and served with process in the State of Delaware, and in any other state in which a Constituent Party's Governing Statute requires it, and hereby appoints the respective Secretary of State of each such state as its agent to accept service of process in any proceeding in said state to enforce against Survivor any obligation of any Constituent Party domiciled in each such state.

9. Effect of the Merger. The effect of the merger shall be as provided in this Merger Agreement and as otherwise provided under the Governing Statutes.

11. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which together shall constitute one and the same instrument.

12. Termination. At any time prior to the filing of an appropriate Certificate of Merger, Articles of Merger or Statement of Merger with the Secretaries of State of the States of Delaware, Washington, Arizona and Pennsylvania, as applicable, the Merger may be abandoned and this Agreement terminated by the applicable Board of Directors of any of the Constituent Parties, notwithstanding the approval of this Agreement by the respective Governing Bodies thereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the Survivor and each of the Merging Entities have executed this Merger Agreement, each by its duly authorized representative, effective as of the date first written above.

LEGEND BRANDS, INC.

By: Tracy Crandall
Name: Tracy D. Crandall
Title: Assistant Secretary

SKAGIT NORTHWEST HOLDINGS, INC.

By: Tracy Crandall
Name: Tracy D. Crandall
Title: Assistant Secretary

SAPPHIRE SCIENTIFIC INC.

By: Tracy Crandall
Name: Tracy D. Crandall
Title: Assistant Secretary

CFM CONSOLIDATED, INC.

By: Tracy Crandall
Name: Tracy D. Crandall
Title: Assistant Secretary


4Z-CO., INC.

By: Tracy Crandall
Name: Tracy D. Crandall
Title: Assistant Secretary

II REP-Z, INC.

By: Tracy Crandall
Name: Tracy D. Crandall
Title: Assistant Secretary

DRI-EAZ PRODUCTS, INC.

By: 
Name: Tracy D. Crandall
Title: Assistant Secretary