

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Company Conversion and Name Change		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Heckethorn Products, Inc.		11/29/2012	CORPORATION: TENNESSEE
RECEIVING PARTY DATA			
Name:	Rough Country, LLC		
Street Address:	1400 Morgan Road		
City:	Dyersburg		
State/Country:	TENNESSEE		
Postal Code:	38024		
Entity Type:	LIMITED LIABILITY COMPANY: TENNESSEE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	77017321	ROUGH COUNTRY	
Registration Number:	3322351	ROUGH COUNTRY X SERIES	
Registration Number:	3271287	THE ORIGINAL OFF ROAD PEOPLE	
Registration Number:	1006015	ROUGH COUNTRY	
CORRESPONDENCE DATA			
Fax Number:	3128622200		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-862-2000		
Email:	donna.gasiorowski@kirkland.com		
Correspondent Name:	Kirkland & Ellis LLP		
Address Line 1:	300 North LaSalle Street		
Address Line 2:	c/o Donna Gasiorowski, Sr. Legal Asst.		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	37869-185 DRG		

900243646

TRADEMARK  
REEL: 004939 FRAME: 0006

CH \$115.00 77017321

NAME OF SUBMITTER:	Donna Gasiorowski
Signature:	/DONNA GASIOROWSKI/
Date:	01/09/2013
<b>Total Attachments: 8</b> source=Heckethorn Products Conversion TN Secretary of State with Articles of Org for Rough Co#page1.tif source=Heckethorn Products Conversion TN Secretary of State with Articles of Org for Rough Co#page2.tif source=Heckethorn Products Conversion TN Secretary of State with Articles of Org for Rough Co#page3.tif source=Heckethorn Products Conversion TN Secretary of State with Articles of Org for Rough Co#page4.tif source=Heckethorn Products Conversion TN Secretary of State with Articles of Org for Rough Co#page5.tif source=Heckethorn Products Conversion TN Secretary of State with Articles of Org for Rough Co#page6.tif source=Heckethorn Products Conversion TN Secretary of State with Articles of Org for Rough Co#page7.tif source=Heckethorn Products Conversion TN Secretary of State with Articles of Org for Rough Co#page8.tif	



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

Rough Country, LLC  
1560 PENNELL LN  
DYERSBURG, TN 38024-1646

November 29, 2012

**Control # 173380**

Effective Date: 11/29/2012

**Document Receipt**

Receipt #: 852775

Filing Fee: \$320.00

Payment-Check/MO - CFS, NASHVILLE, TN

\$320.00

**ACKNOWLEDGMENT OF CONVERSION**

**HECKETHORN PRODUCTS, INC.** converted from a **TENNESSEE Corporation For-Profit** to  
**Rough Country, LLC**  
a **TENNESSEE Limited Liability Company**

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett  
Secretary of State

Processed By: Carol Dickerson

**FILED**

**CERTIFICATE AND PLAN OF CONVERSION  
OF  
HECKETHORN PRODUCTS, INC.,  
(a Tennessee corporation)  
INTO  
ROUGH COUNTRY, LLC,  
(a Tennessee limited liability company)**

Pursuant to the provisions of Section 48-21-111 of the Tennessee Business Corporation Act and Section 48-249-703 of the Tennessee Revised Limited Liability Company Act, Heckethorn Products, Inc., a Tennessee corporation (the "Corporation"), hereby adopts the following Certificate and Plan of Conversion for the purpose of converting the Corporation into a limited liability company to be governed by and existing under the laws of the State of Tennessee.

**ARTICLE I**

The Corporation is a Tennessee corporation and its date of incorporation was June 4, 1986.

**ARTICLE II**

The name of the Corporation is Heckethorn Products, Inc. and its principal address is located in Dyer County at 1400 Morgan Road, Dyersburg, Tennessee, 38024.

**ARTICLE III**

The name of the limited liability company, as set forth in its articles of organization, a copy of which is attached hereto as Exhibit A, is Rough Country, LLC.

**ARTICLE IV**

The terms and conditions of the conversion have been approved by the unanimous vote of the shareholders; all required approvals of the conversion have been obtained by the converting Corporation. Notification of the approval of the conversion will be deemed to be execution of the operating agreement by the person who will be the member of the limited liability company.

**ARTICLE V**

The shares of the shareholders of the Corporation shall be converted into limited liability company membership interests of Rough Country, LLC, so that following the conversion each shareholder owns the same proportion of membership interests in Rough Country, LLC as such shareholder owned shares of the Corporation.

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**ARTICLE VI**

The sole shareholder of the Corporation will be the sole member of Rough Country, LLC after the filing of this Certificate and Plan of Conversion.

*[Signature Page Follows]*

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IN WITNESS WHEREOF, this Certificate and Plan of Conversion have been executed on this 29<sup>th</sup> day of November, 2012 by the undersigned.

Heckethorn Products, Inc.

By:



John Michael Heckethorn  
President

*[Signature Page to Certificate and Plan of Conversion of Heckethorn Products, Inc.  
Into Rough Country, LLC]*

Received by Tennessee Secretary of State Tre Hargett, 11/29/2012, 12:02:21, 7117.3013

TRADEMARK

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**EXHIBIT A**

**Articles of Organization**

See attached.

**ARTICLES OF ORGANIZATION  
OF  
ROUGH COUNTRY, LLC**

The undersigned, acting as the sole organizer of a limited liability company under the provisions of the Tennessee Revised Limited Liability Company Act (the "Act") hereby adopts the following Articles of Organization:

**ARTICLE I**

The name of the limited liability company is Rough Country, LLC (the "Company").

**ARTICLE II**

The street address and zip code of the initial registered office of the Company and the county in which the office is located is 1560 Pennell Lane, Dyersburg, County of Dyer, Tennessee 38024. The name of the Company's initial registered agent at its initial registered office is Beth Dunn.

**ARTICLE III**

The Company shall be member-managed as such term is defined in the Act.

**ARTICLE IV**

The street address and zip code of the principal executive office of the Company and the county in which the principal executive office is located is 1400 Morgan Road, Dyersburg, County of Dyer, Tennessee 38024.

**ARTICLE V**

These Articles of Organization shall be effective upon their filing with the Secretary of State of Tennessee.

IN WITNESS WHEREOF, these Articles of Organization have been executed on this \_\_\_ day of November, 2012 by the undersigned.

SOLE ORGANIZER

\_\_\_\_\_  
John Michael Heckethorn



ARTICLES OF ORGANIZATION  
OF  
ROUGH COUNTRY, LLC

**FILED**

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**ARTICLE III**

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**ARTICLE IV**

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**ARTICLE V**

These Articles of Organization shall be effective upon their filing with the Secretary of State of Tennessee.

*[Signature Page Follows]*

29<sup>th</sup> IN WITNESS WHEREOF, these Articles of Organization have been executed on this day of November, 2012 by the undersigned.

SOLE ORGANIZER



John Michael Heckethorn

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*[Signature Page to Articles of Organization of Rough Country, LLC]*