

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion/Formation and Change of State of Incorporation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rough Country, LLC		11/30/2012	LIMITED LIABILITY COMPANY: 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: DELAWARE		
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		

CH \$115.00 77017321

NAME OF SUBMITTER:	Donna Gasiorowski
Signature:	/DONNA GASIOROWSKI/
Date:	01/09/2013
<b>Total Attachments: 6</b> source=Rough Country LLC (DE Cert of Conversion and Formation)#page1.tif source=Rough Country LLC (DE Cert of Conversion and Formation)#page2.tif source=Rough Country LLC (DE Cert of Conversion and Formation)#page3.tif source=Rough Country LLC (DE Cert of Conversion and Formation)#page4.tif source=Rough Country LLC (DE Cert of Conversion and Formation)#page5.tif source=Rough Country LLC (DE Cert of Conversion and Formation)#page6.tif	

# Delaware

PAGE 1

*The First State*

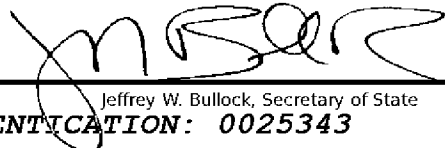
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TENNESSEE LIMITED LIABILITY COMPANY UNDER THE NAME OF "ROUGH COUNTRY, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2012, AT 10:44 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2012, AT 5 O'CLOCK P.M.

5250528 8100V

121278536



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0025343

DATE: 11-30-12

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

TRADEMARK  
REEL: 004939 FRAME: 0299

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO  
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT**

*First.* The jurisdiction where the Non-Delaware Limited Liability Company first formed is Tennessee.

*Second.* The jurisdiction immediately prior to filing this Certificate is Tennessee.

*Third.* The date the Non-Delaware Limited Liability Company first formed is November 29, 2012

*Fourth.* The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Rough Country, LLC.

*Fifth.* The name of the Limited Liability Company as set forth in the Certificate of Formation is Rough Country, LLC.

*Sixth.* This Certificate shall be effective as of 5:00 p.m. Eastern Standard Time on November 30, 2012.

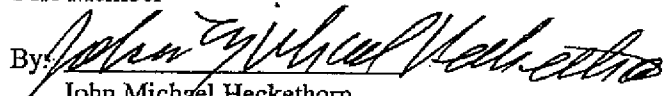
*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 30<sup>th</sup> day of  
November, 2012.

**ROUGH COUNTRY, LLC,**  
a Tennessee limited liability company

By: **HECKETHORN HOLDCO, INC.,**  
a Delaware corporation

Its: Sole Member

By:   
John Michael Heckethorn  
President

*[Signature Page to Delaware Certificate of Conversion]*

# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ROUGH COUNTRY, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2012, AT 10:44 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2012, AT 5 O'CLOCK P.M.

5250528 8100V

121278536



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0025343

DATE: 11-30-12

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TRADEMARK  
REEL: 004939 FRAME: 0302

**STATE of DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION**

**OF**

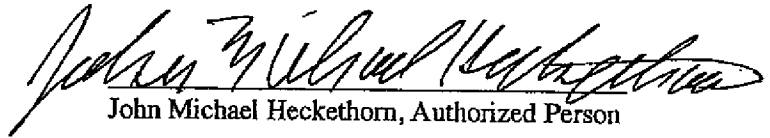
**ROUGH COUNTRY, LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that:

1. The name of the limited liability company is Rough Country, LLC.
2. The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Corporate Research, Ltd., 615 S. DuPont Highway, City of Dover, County of Kent, State of Delaware 19901.
3. This Certificate shall be effective as of 5:00 p.m. Eastern Standard Time on November 30, 2012.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this  
30<sup>th</sup> day of November, 2012.

  
John Michael Heckethorn, Authorized Person

*[Signature Page to Delaware Certificate of Formation  
of Rough Country, LLC]*