

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM308959

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Acton Enterprises, Inc.		12/05/2007	CORPORATION: INDIANA
RECEIVING PARTY DATA			
Name:	Acton Enterprises, LLC		
Street Address:	253 America Place		
City:	Jeffersonville		
State/Country:	INDIANA		
Postal Code:	47130		
Entity Type:	LIMITED LIABILITY COMPANY: INDIANA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1405338	SHOE SENSATION	
CORRESPONDENCE DATA			
Fax Number:	2127045987		
<i>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.</i>			
Phone:	212-704-6125		
Email:	karl.zielaznicki@troutmansanders.com		
Correspondent Name:	Troutman Sanders LLP		
Address Line 1:	405 Lexington Avenue		
Address Line 2:	c/o Karl M. Zielaznicki, Esq.		
Address Line 4:	New York, NEW YORK 10174		
ATTORNEY DOCKET NUMBER:	241823.000002		
NAME OF SUBMITTER:	Karl M. Zielaznicki, Esq.		
SIGNATURE:	/kmz/		
DATE SIGNED:	06/27/2014		
Total Attachments: 9			
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State of Indiana
Office of the Secretary of State

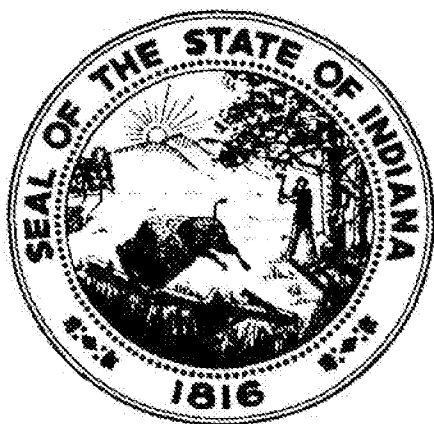
CERTIFICATE OF AMENDMENT
of
ACTON ENTERPRISES, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

ACTON ENTERPRISES, LLC

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, December 06, 2007.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 6, 2007.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

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APPROVED
ARTICLES OF ENTITY CONVERSION:
Conversion of a Corporation into a Limited Liability Company
 State Form 51578 (1-04)
 Approved by State Board of Accounts, 2004

INDIANA SECRETARY OF STATE
 2007 DEC -6 PM 2:29

TODD ROKITA
 SECRETARY OF STATE
 CORPORATE DIVISION
 302 W. Washington Street, Rm. E818
 Indianapolis, IN 46204
 Telephone: (317) 232-5788

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
 Present original and one copy to the address in upper right corner of this form.
 Please TYPE or PRINT.
 Please visit our office on the web at www.sos.in.gov

Indiana Code 23-1-18-3
 FILING FEE: \$30.00

ARTICLES OF CONVERSION
OF
ACTON ENTERPRISES, INC.
(hereinafter "Non-surviving Corporation")

INTO
ACTON ENTERPRISES, LLC
(hereinafter "Surviving LLC")

ARTICLE I: PLAN OF ENTITY CONVERSION

a. Please set forth the Plan of Conversion, containing such information as required by Indiana Code 23-1-38.5-11 and Indiana Code 23-1-38.5-12, attach herewith, and designate it as "Exhibit A." The following is basic information that must be included in the Plan of Entity Conversion: (Please refer to Indiana Code 23-1-38.5-12 for a more complete listing of requirements before submitting the plan).

- A statement of the type of business entity that Surviving LLC will be and, if it will be a foreign non-corporation, its jurisdiction of organization;
- The terms and conditions of the conversion;
- The manner and basis of converting the shares of Non-surviving Corporation into the interests, securities, obligations, rights to acquire interests or other securities of Surviving LLC following its conversion; and
- The full text, as in effect immediately after the consummation of the conversion, of the organic document (if any) of Surviving LLC.

• If, as a result of the conversion, one or more shareholders of Non-surviving Corporation would be subject to personal liability for debts, obligations, or liabilities of any other person or entity, those shareholders must consent in writing to such liabilities in order for the Plan of Conversion to be valid.

b. Please read and sign the following statement.
 I hereby affirm under penalty of perjury that the plan of conversion is in accordance with the Articles of Incorporation or bylaws of Non-surviving Corporation and is duly authorized by the shareholders of Non-surviving Corporation as required by the laws of the State of Indiana.

Signature: [Signature] Printed Name: M. McBERNARD Title: CEO

ARTICLE II: NAME AND DATE OF INCORPORATION OF NON-SURVIVING CORPORATION

a. The name of Non-surviving Corporation immediately before filing these Articles of Entity Conversion is the following:
Acton Enterprises, Inc.

b. The date on which Non-surviving Corporation was incorporated in the State of Indiana is the following:
July 19, 1974

ARTICLE III: NAME AND PRINCIPAL OFFICE OF SURVIVING LLC

a. The name of Surviving LLC is the following:
Acton Enterprises, LLC

- (Please note pursuant to Indiana Code 23-18-2-8, this name must include the words "Limited Liability Company", "L.L.C.", or "LLC".)
- (If Surviving LLC is a foreign LLC, then its name must adhere to the laws of the state in which it is domiciled).

b. The address of Surviving LLC's Principal Office is the following:

Street Address <u>253 America Place</u>	City <u>Jeffersonville</u>	State <u>IN</u>	Zip Code <u>47130</u>
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ARTICLE IV: REGISTERED OFFICE AND AGENT OF SURVIVING LLC			
Registered Agent: The name and street address of Surviving LLC's Registered Agent and Registered Office for service of process are the following:			
Name of Registered Agent Michael Bernard			
Address of Registered Office (street or building)	City	State	Zip Code
253 America Place	Jeffersonville	Indiana	47130


ARTICLE V -- JURISDICTION OF SURVIVING LLC AND CHARTER SURRENDER OF NON-SURVIVING CORPORATION	
SECTION 1:	JURISDICTION
Please state the jurisdiction in which Surviving LLC will be organized and governed. <u>Indiana</u>	
SECTION 2:	CHARTER SURRENDER <i>(Please complete this section only if Surviving LLC is organized outside of Indiana).</i>
If the jurisdiction stated above is not Indiana, please set forth the Articles of Charter Surrender for the Non-surviving Corporation and attach herewith as "Exhibit B."	
Pursuant to Indiana Code 23-1-38.5-14, the Articles of Charter Surrender must include:	
<ol style="list-style-type: none">1. The name of Non-surviving Corporation;2. A statement that the Articles of Charter Surrender are being filed in connection with the conversion of Non-surviving Corporation into an LLC that will be organized in a jurisdiction other than the State of Indiana;3. A signed statement under penalty of perjury that the conversion was duly approved by the shareholders of Non-surviving Corporation in a manner required by Indiana Law and consistent with the Articles of Incorporation or the bylaws of Non-surviving Corporation;4. The jurisdiction under which the Surviving LLC will be organized; and5. The address of Surviving LLC's executive office.	

ARTICLE VI: DISSOLUTION OF SURVIVING LLC	
Please indicate when dissolution will take place in Surviving LLC:	
<input type="checkbox"/> The latest date upon which Surviving LLC is to dissolve is _____, OR	
<input checked="" type="checkbox"/> Surviving LLC is perpetual until dissolution.	

ARTICLE VII: MANAGEMENT OF SURVIVING LLC	
Surviving LLC will be managed by: <input type="checkbox"/> The members of Surviving LLC, OR	
<input checked="" type="checkbox"/> A manager or managers	

In Witness Whereof, the undersigned being an officer or other duly authorized representative of Non-surviving Corporation executes these Articles of Entity Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true,

This 5th day of December, 2007

Signature 	Printed Name MIKE BERNARD
Title CEO	

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PLAN OF ENTITY CONVERSION

Pursuant to the provisions of the Indiana Business Corporation Law, as amended (the "Act"), Acton Enterprises, Inc., an Indiana corporation ("Converting Entity"), hereby sets forth the following Plan of Entity Conversion:

WITNESSETH:

WHEREAS, the Converting Entity was duly incorporated as an Indiana corporation on July 19, 1974;

WHEREAS, the Board of Directors and the shareholders of the Converting Entity have unanimously determined for good and valid business purposes that it is in the best interest of the Converting Entity to convert with and into Acton Enterprises, LLC, an Indiana limited liability company ("Surviving Entity"), pursuant to the provisions of the Act and this Plan of Entity Conversion, with one hundred percent (100%) of the membership interest of the Surviving Entity to be owned by the shareholders of the Converting Entity, and with the shares of the Converting Entity held by its shareholders to be cancelled as set forth herein (hereinafter sometimes referred to as the "Conversion").

ARTICLE I

Name and Type of the Surviving Entity

On the Effective Date (as defined in Section 5.2 below) and in accordance with the provisions of the Act, the Converting Entity shall be converted into the Surviving Entity. On and after the Effective Date, the name of Surviving Entity shall be Acton Enterprises, LLC, an Indiana limited liability company.

ARTICLE II

Terms and Conditions of Conversion

2.1 Effect of the ConversionAs of the Effective Date, the Conversion shall result in the following:

- (i) Title to all real and personal property, both tangible and intangible of the Converting Entity remains in the Surviving Entity without reversion or impairment (including, without limitation, real and personal property, both tangible and intangible, heretofore created or acquired in the name of the Surviving Entity);
- (ii) The liabilities of the Converting Entity remain the liabilities of the Surviving Entity;
- (iii) An action or proceeding pending against the Converting Entity continues against

EXHIBIT A

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the Surviving Entity as if the Conversion had not occurred;

- (iv) The Articles of Organization attached to the this Plan of Entity Conversion as Exhibit I constitute the Articles of Organization of the Surviving Entity;
- (v) The shares of the Converting Entity shall be reclassified into a membership interest in the Surviving Entity;
- (vi) The Surviving Entity shall be considered to be an Indiana limited liability company for all purposes;
- (vii) The Surviving Entity shall be considered to be the same entity without interruption as the Converting Entity that existed before the Conversion;
- (viii) The Surviving Entity shall be considered to have been incorporated or otherwise organized on the date that the Converting Entity was originally incorporated;
- (ix) All claims, liabilities, actions, debts, leases, contracts and obligations of the Converting Entity shall be and remain the claims, liabilities, actions, debts, leases, contracts and obligations of the Surviving Entity (including, without limitation, claims, liabilities, actions, debts, leases, contracts and obligations heretofore created, taken, incurred or acquired in the name of the Surviving Entity); and
- (x) The Surviving Entity shall be responsible and liable for all claims, liabilities and obligations of the Converting Entity, and any contracts, claims, liabilities, actions or judgments by or against the Converting Entity may be enforced by or against the Surviving Entity including, without limitation, all actions, liabilities and obligations of the Converting Entity heretofore created, taken or incurred in the name of the Surviving Entity.

2.2 Converting Entity's Organization DocumentsAs of the Effective Date, the Articles of Incorporation and By-Laws of the Converting Entity shall be treated as having been cancelled and will no longer govern the internal management and operations of the Surviving Entity.

ARTICLE III

Manner and Basis of Converting the Shares of the Converting Entity into Membership Interests in the Surviving Entity

3.1 Exchange of Ownership InterestFollowing the Conversion, the shareholders of the Converting Entity shall hold a one hundred percent (100%) membership interest in the Surviving Entity.

3.2 Retirement of Converting Entity Common StockAs of the Effective Date of the Conversion:

- (i) Each issued and outstanding share of stock of the Converting Entity will be

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converted into a membership interest possessing a percentage of the capital, profits and losses of the Surviving Entity equal to the percentage of the capital, profits and losses of the Converting Entity represented by such share. The determination date for purposes of determining the conversion ratio of the Converting Entity is the first day of December, 2007. Each issued and outstanding share of stock of the Converting Entity so converted shall be treated equally with respect to voting rights as well as to any distribution of cash, property, rights or securities. No other form of consideration will be received by the shareholders of the Converting Entity with respect to the Conversion.

- (ii) All interests of the shareholders in the Converting Entity shall be null and void.

3.3 Surrender of Certificates On and after the Effective Date, the shareholders shall surrender to the Surviving Entity all of their shareholder certificates evidencing their shares of the Converting Entity stock. Until so surrendered, each outstanding certificate which evidence such shares of the Converting Entity stock immediately prior to the Effective Date, shall be deemed for all purposes to be cancelled and retired and to no longer evidence any ownership interest in either the Converting Entity or the Surviving Entity.

3.4 Issuance of Membership Interest in Surviving Entity On the Effective Date, the Surviving Entity shall issue and the shareholders shall receive a membership interest in the Surviving Entity equivalent to their percentage ownership interest in the Converting Entity.

ARTICLE IV

Organizational Documents of the Surviving Entity

The Articles of Organization of the Surviving Entity, Acton Enterprises, LLC, as in effect immediately after consummation of the Conversion, are incorporated herein by reference and attached hereto as Exhibit I.

ARTICLE V

Miscellaneous

5.1 Incorporation of Recitals The recitals contained above are incorporated into the operative provisions of this Plan of Entity Conversion as if separately restated, and are true and correct.

5.2 Effective Date and Time The Conversion shall become effective as of the date that the Articles of Entity Conversion are filed with the Indiana Secretary of State. The date and time upon which the Conversion becomes effective is referred to herein as the "Effective Date."

5.3 Further Action From time to time on and after the Effective Date, the members and/or managers of the Surviving Entity may act in the name of the Converting Entity, may execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other actions as the Surviving Entity, or its successors or assigns,

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may deem necessary or advisable in order to vest in, perfect or confirm to the Surviving Entity and its successors and assigns, the title to and possession of all the property, rights, privileges, powers and franchises to which it is entitled and otherwise to carry out the intent and purposes of this Plan of Entity Conversion.

5.4 Governing Law This Plan of Entity Conversion shall in all respects be governed and construed under the laws of the State of Indiana, without regard to Indiana's law regarding conflicts of law.

5.5 Severability If any provision of this Plan of Entity Conversion is held to be invalid or unenforceable by a court of competent jurisdiction, this Plan of Entity Conversion shall be interpreted and enforceable as if such provision were severed or limited, but only to the extent necessary to render such provision and this Plan of Entity Conversion enforceable.

[Remainder of page intentionally left blank.]

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IN WITNESS WHEREOF, the Converting Entity, by its duly authorized officer, has executed this Plan of Entity Conversion as of this 5 day of December, 2007.

ACTON ENTERPRISES, INC.

By: 
Michael Bernard, CEO

Indiana Secretary of State
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**ARTICLES OF ORGANIZATION
OF
ACTON ENTERPRISES, LLC**

The undersigned, acting as organizer ("Organizer"), hereby forms a limited liability company under the Indiana Business Flexibility Act and does hereby adopt as the Articles of Organization of such limited liability company the following:

Article 1. Name. The name of the limited liability company shall be Acton Enterprises, LLC (the "Company").

Article 2. Registered Office and Registered Agent.

- A. The street address of the registered office of the Company in Indiana is 253 America Place, Jeffersonville, Indiana 47130.
- B. The name of the registered agent of the Company at the above registered office is Michael Bernard.

Article 3. Effective Date and Duration.

- A. These Articles of Organization and the formation of the Company shall be effective as of the date of filing the Articles of Organization (the "Effective Date").
- B. The Company shall come into existence on the Effective Date and the duration of the Company shall be perpetual until dissolution in accordance with the Company's Operating Agreement, as amended from time to time.

Article 4. Manager. The Company shall be managed by one or more Managers (who may be non-Members) in accordance with the Operating Agreement of the Company.

Article 5. Purpose. The Company shall have unlimited power to engage in and do any lawful act covering any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Indiana, including all powers and purposes now and hereafter permitted by law to a limited liability company.

Dated: December 5, 2007


Michael Bernard, Organizer

EXHIBIT 1