

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM331344

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
A.S.V., Inc.		12/23/2014	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	A.S.V., LLC		
Street Address:	840 Lily Lane		
City:	Grand Rapids		
State/Country:	MINNESOTA		
Postal Code:	55744		
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3480136	ASV	
Registration Number:	4480035	POSI-TRACK	
CORRESPONDENCE DATA			
Fax Number:	3128637867		
<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:	312-863-7267		
Email:	jaclyn.digrande@goldbergkohn.com		
Correspondent Name:	Jaclyn Di Grande - Paralegal		
Address Line 1:	Goldberg Kohn Ltd.		
Address Line 2:	55 E Monroe St., Ste 3300		
Address Line 4:	Chicago, ILLINOIS 60603		
ATTORNEY DOCKET NUMBER:	1075.255		
NAME OF SUBMITTER:	Jaclyn Di Grande		
SIGNATURE:	/jaclyn digrande/		
DATE SIGNED:	02/06/2015		
Total Attachments: 8			
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Office of the Minnesota Secretary of State Certificate of Conversion

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Converting Entity:

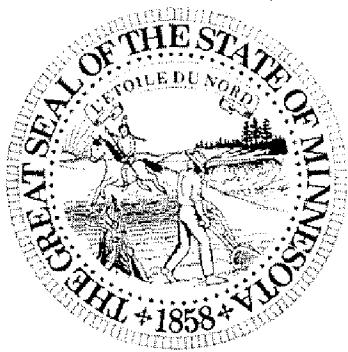
Minnesota: A.S.V., Inc.

After Conversion, Entity is governed by Minnesota statutes, Chapter:
322B

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

Minnesota: A.S.V., LLC

This Certificate has been issued on: 12/23/2014



Mark Ritchie

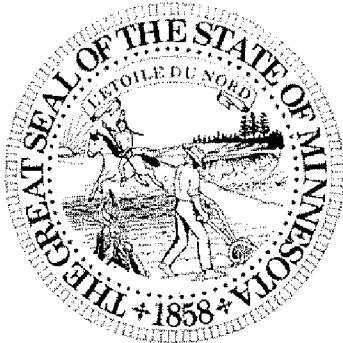
Mark Ritchie
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State Certificate of Organization

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: A.S.V., LLC
File Number: 801192200058
Minnesota Statutes, Chapter: 322B
This certificate has been issued on: 12/23/2014.



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

4K-760

Office of the Minnesota Secretary of State

Articles of Conversion

Minnesota Statutes, Chapter's 302A & 322B



Read the instruction before completing this form.

Filing Fee: \$55 for expedited service in-person, \$35 if submitted by mail

1. Name of Organization before the Conversion is: (Required)

A.S.V., Inc.

2. Name of the Organization after the Conversion shall be: (Required)

A.S.V., LLC

3. After the Conversion, the Organization shall be a: (Required) (Check one of the following filing types.)

- Business Corporation (Domestic)
- Business Corporation (Foreign)
- Limited Liability Company (Domestic)
- Limited Liability Company (Foreign)

If the converting organization is a domestic organization, the plan of conversion was approved under Section 302A.685. If the converting organization is a foreign organization, the plan of conversion was approved under Section 302A.685 in accordance with the applicable laws of the jurisdiction under which the foreign organization is incorporated or organized.

4. Home Jurisdiction under which the converted organization will be incorporated or organized MN

5. The Terms and Conditions of the Proposed Conversion are:

See attached Plan of Conversion

If no Terms and Conditions are listed, the undersigned personally certifies that there are no Terms and Conditions

6. The manner and basis of converting each ownership interest in the organization immediately before the conversion into ownership interests of the organization immediately after the conversion, in whole or in part, into money or other property is: (Required)

See attached Plan of Conversion

7. Include a copy of the Articles of Incorporation, Articles of Organization or Certificate of Authority to Transact Business in Minnesota (if the converting organization will be qualified to business in Minnesota) of the Organization with the Articles and Plan of Conversion. (Required).

Office of the Minnesota Secretary of State

Articles of Conversion

Minnesota Statutes, Chapter's 302A & 322B

8. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.



Authorized Signature of Individual on Behalf of the Converting Company or Authorized Agent (Required)

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

eric.cohen@terex.com

- Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List the name and daytime phone number of a person who can be contacted about this form:

Joshua Dolger, Esq. 203-341-6861

Contact Name and Phone Number

Entities that own, lease or have any financial interest in agricultural land or land capable of being farmed must registered with the Minnesota Department of Agriculture's Corporate Farm Program.

A.S.V., Inc.

PLAN OF CONVERSION

December 23, 2014

WHEREAS, A.S.V., Inc., a Minnesota corporation (the "Company" or "Converting Organization") plans to convert into a Minnesota limited liability company subject to the approval thereof by the Board of Directors and Shareholders of the Company, and the filing of the Articles of Conversion, Plan of Conversion (the "Plan") and Articles of Organization with the Secretary of State of the State of Minnesota (the "Conversion"); and

WHEREAS, the Minnesota Statutes require the Converting Organization to adopt the Plan in conformance with Sections 302A.681, 302A.683 and 302A.685 thereof;

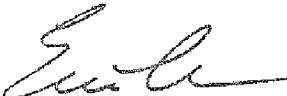
NOW, THEREFORE, The Company hereby sets forth in this Plan the terms and conditions for Conversion into A.S.V., LLC (also referred to as the "Converted Organization"), a Minnesota limited liability company:

1. The Company hereby agrees to Conversion into a domestic limited liability company to be known as "A.S.V., LLC" to be incorporated in the State of Minnesota, and to perform such acts and execute such documents as may be necessary and/or convenient to effect the Conversion, including but not limited to, the execution of the Articles of Conversion, Plan and Articles of Organization of A.S.V., LLC substantially in the forms submitted to and duly approved by the Board of Directors and Shareholders of the Company, respectively. A copy of the proposed Articles of Organization of the Converted Organization is attached as Exhibit A hereto.
2. Conversion; Ownership Interests. Upon the filing of the Articles of Conversion, Plan and Articles of Organization with the Minnesota Secretary of State, the Company shall be converted into A.S.V., LLC pursuant to and in accordance with Section 302A.685 of the Minnesota Statutes and in connection therewith all of the issued and outstanding shares of the Company will be cancelled and an equal number of limited liability company membership interests will be issued to the Members of A.S.V., LLC, on a one-for-one basis, such that after Conversion, the Members of A.S.V., LLC shall have the same interest in the equity of A.S.V., LLC as they did in the Company.
3. Amendment. This Plan may be amended prior to filing the Articles of Conversion with the Minnesota Secretary of State except that, subsequent to approval of the Plan by Shareholders of the Company, this Plan may not be amended to change:
 - (i) the amount of kind of shares or other securities, interests, obligations, rights to acquire shares, other securities or interests, cash, or other property to be received by the shareholders or interest holders under this Plan;
 - (ii) the Articles of Conversion of A.S.V., LLC that will be in effect immediately following the conversion, except for changes permitted by a provision of Minnesota Statute 302A.685; or
 - (iii) any of the other terms or conditions of this Plan if the change would adversely affect any of the Shareholders or the interest holders in any material respect.

4. Assignment and Assumption of Assets and Liabilities; Termination. Effective as of the date hereof, the following assets and liabilities shall be transferred from the Company and assigned to or assumed by A.S.V., LLC: (a) all real property directly or indirectly owned; (b) all of the other assets of the Company of every kind; (c) all of the liabilities and obligations of the Company of every kind. The Company is hereby deemed terminated and dissolved.
5. Taxpayer Identification Number. The Company shall be deemed terminated for tax purposes by reason of the Conversion, and a new IRS Form SS-4 will be filed to create a taxpayer identification number for A.S.V., LLC.
6. Business of Company. The business of the Company shall continue to be carried on after the Conversion into A.S.V., LLC in accordance with the provisions of the Minnesota Statutes, the Articles of Conversion, Plan and Articles of Organization.

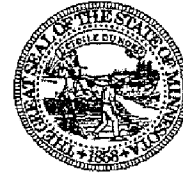
In witness whereof, the undersigned has executed this Agreement on December 23, 2014.

A.S.V., Inc.
a Minnesota Corporation



Eric I Cohen, Vice President

Office of the Minnesota Secretary of State
Minnesota Limited Liability Company | Articles of Organization
Minnesota Statutes, Chapter 322B



Read the instructions before completing this form.
 Filing Fee: \$155 for expedited service in-person and online filings, \$135 if by mail

The undersigned organizer(s), in order to form a Limited Liability Company under *Minnesota Statutes, Chapter 322B* adopt the following:

Article I – Name of Limited Liability Company (Required)

A.S.V., LLC

(The company name must include the words Limited Liability Company or the abbreviation LLC)

Article II - Registered Office Address and Agent (A Registered Office Address is Required)

380 Jackson Street, Suite 700	St. Paul	MN	55101
Street Address <i>(A PO Box by itself is not acceptable)</i>	City	State	Zip Code

Registered Agent at the above address is: Corporation Service Company

Article III – Duration

The period of duration for this limited liability company shall be: Perpetual (If this is not completed, a perpetual duration is assumed by law.)

Article IV – Organizers (Required)

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Eric I Cohen	200 Nyala Farm Road	Westport	CT	06880
Organizer's Name	Street Address	City	State	Zip

<u><i>Eric I Cohen</i></u>	<u>December 23, 2014</u>
Signature	Date

Organizer's Name	Street Address	City	State	Zip
Signature	Date			

Email Address for Official Notices
 Enter an email address to which the Secretary of State can forward official notices required by law and other notices, including this submission: eric.cohen@terex.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:
Eric I Cohen 203-341-6861

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.



File Numbers

80119220003

4K-760

801192200058

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

12/23/2014 11:59:00 PM

Mark Ritchie