

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM381233

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Feeders Supply Company, Inc.		04/12/2016	Corporation: KENTUCKY
RECEIVING PARTY DATA			
Name:	Feeders Supply Company, LLC		
Street Address:	315 Baxter Ave.		
City:	Louisville		
State/Country:	KENTUCKY		
Postal Code:	40204		
Entity Type:	Limited Liability Company: KENTUCKY		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	86738805	FEEDERS SUPPLY	
Serial Number:	86740126	FEEDERS SUPPLY	
Serial Number:	86740134	FEEDERS SUPPLY	
Serial Number:	86746483	FEEDERS SUPPLY THE PET LOVERS STORE	
Serial Number:	86746475	FEEDERS SUPPLY THE PET LOVERS STORE	
Serial Number:	86764101	EVERYTHING YOU NEED FOR ALL THE PETS YOU	
CORRESPONDENCE DATA			
Fax Number:	5139778141		
<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:	513-977-8527		
Email:	april.besl@dinsmore.com		
Correspondent Name:	April L. Besl		
Address Line 1:	255 E. 5th St., Ste 1900		
Address Line 4:	Cincinnati, OHIO 45202		
ATTORNEY DOCKET NUMBER:	64830-8		
NAME OF SUBMITTER:	April L. Besl		
SIGNATURE:	/April L. Besl/		
DATE SIGNED:	04/20/2016		

OP \$165.00 86738805

Total Attachments: 5

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ADD

Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
4/12/2016 11:52 AM
Fee Receipt: \$40.00

**ARTICLES OF ORGANIZATION
OF
FEEDERS SUPPLY COMPANY, LLC**

These Articles of Organization are filed with the Kentucky Secretary of State in accordance with the provisions of KRS 275.025 and in connection with the conversion of Feeders Supply Company, Inc., a Kentucky corporation (the "**Corporation**"), to a Kentucky limited liability company under KRS 275.376.

1. **Conversion.** The Corporation is hereby converted to a limited liability company in accordance with KRS 275.376.
2. **Former Name.** The former name of the corporation is Feeders Supply Company, Inc.
3. **Votes For and Against the Conversion.** 353 shares of capital stock of the Corporation, all of which were designated as common stock, were issued and outstanding prior to the conversion. All shareholders of the Corporation voted for the conversion. No votes were cast against the conversion.
4. **Name.** The name of this limited liability company shall be:

FEEDERS SUPPLY COMPANY, LLC

5. **Initial Registered Office and Agent.** The initial registered office and agent's address of Feeders Supply Company, LLC (the "**Company**") is 101 S. Fifth St., Suite 2500, Louisville, Kentucky 40202 and the name of its initial registered agent at that address is Dinsmore Agent Co., who hereby consents to serve in such capacity.
6. **Principal Office.** The principal office and mailing address of the Company is 315 Baxter Avcnuc, Louisville, Kentucky 40204.
7. **Management.** The Company is to be managed by its members.
8. **Duration.** The term of the Company shall be perpetual unless dissolved in accordance with any applicable provisions of its operating agreement or applicable law.
9. **Effective Date.** The effective date of these Articles of Organization shall be the date the Articles of Organization are filed with the Secretary of State's office for the Commonwealth of Kentucky.

The undersigned executes these Articles of Organization for the sole purpose of forming the Company in accordance with the terms of Chapter 275 of Kentucky Revised Statutes.

FEEDERS SUPPLY COMPANY, INC.

Pam Longwell
Name: Pamela Gibson Longwell
Title: President & CEO

STATE OF Kentucky)
COUNTY OF Jefferson)

The foregoing Articles of Organization of FEEDERS SUPPLY COMPANY, LLC were acknowledged before me by Pamela Gibson Longwell, within her capacity as President & CEO of Feeders Supply Company, Inc., to be her lawful act and deed this 11th day of April, 2016.

My commission expires: May 5, 2018

Melene Leple
Notary Public

CONSENT TO SERVE AS REGISTERED AGENT

The undersigned, Dinsmore Agent Co., hereby consents to serve as the registered agent for FEEDERS SUPPLY COMPANY, L.L.C.

By: Robert L. Hallenberg
Name: Robert L. Hallenberg
Title: Assistant Secretary

Date: April 11th, 2016

This Instrument Prepared By:

Jerrad T. Howard
Jerrad T. Howard
Dinsmore & Shohl, LLP
101 South Fifth Street, Suite 2500
Louisville, Kentucky 40202
(502) 540-2306

PLAN OF CONVERSION

This Plan of Conversion (this "**Plan**") is made as of April 12, 2016 by and among the sole director and the sole shareholder of FEEDERS SUPPLY COMPANY, INC., a Kentucky corporation (the "**Corporation**").

WHEREAS, pursuant to this Plan, the Corporation shall be converted from a Kentucky corporation to a Kentucky limited liability company (the "**Conversion**"); and

WHEREAS, the sole director has determined that the Plan and the Conversion are in the best interests of the Corporation and hereby approves, adopts, and ratifies the Plan and the Conversion and recommends the Plan and the Conversion to the sole shareholder for its review and approval, adoption, and ratification; and

WHEREAS, the sole shareholder of the Corporation has determined that the Plan and the Conversion are in the best interests of the Corporation and hereby approves, adopts, and ratifies this Plan and the Conversion.

NOW THEREFORE, BE IT RESOLVED, in consideration of the foregoing premises and of the mutual agreements contained in this Plan, the parties to this Plan hereby agree as follows:

ARTICLE I **CONVERSION**

Section 1.1 **Conversion**. At the Effective Time (as defined below) and upon the terms and conditions set forth in this Plan, the Corporation shall be converted to a limited liability company (the "**LLC**"). The LLC shall be the resulting entity in the Conversion. The Conversion shall have the effects specified in Sections 275.376 and 275.377 of the Kentucky Revised Statutes.

Section 1.2 **Effective Time of Conversion**. The Corporation shall cause the Articles of Organization of the LLC attached hereto as **Exhibit A** (the "**Articles of Organization**") to be executed and filed with the Secretary of State of the Commonwealth of Kentucky in accordance with KRS 275.376. The Conversion shall become effective upon the date and at the time when the Articles of Organization have been delivered to, and duly filed with, the Secretary of State of the Commonwealth of Kentucky (the "**Effective Time**").

ARTICLE II **ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT**

Section 2.1 **Articles of Organization**. At the Effective Time, the Articles of Organization filed with the Secretary of State of the Commonwealth of Kentucky shall be the Articles of Organization of the LLC, until thereafter amended as provided by KRS 275.030.

Section 2.2 **Operating Agreement**. At the Effective Time, the Operating Agreement attached hereto as **Exhibit B** (the "**Operating Agreement**") shall be the operating agreement of the LLC, until thereafter amended as provided in the Operating Agreement, in the Articles of Organization, or by applicable law.

ARTICLE III
CONVERSION AND EXCHANGE OF INTERESTS

Section 3.1 Conversion of Interests. At the Effective Time, as a result of the Conversion and without any further action on the part of the members of the LLC, upon the terms and subject to the conditions set forth in this Plan, each share in the Corporation issued and outstanding immediately prior to the Effective Time, in consideration of the Conversion, shall be converted into a membership interest in the LLC, with the capitalization of the LLC after the Conversion being that set forth in **Exhibit C**. At the Effective Time, all authorized but unissued shares of the Corporation, if any, shall be cancelled and retired and shall cease to exist.

ARTICLE IV
TERMINATION

Anything contained in this Plan to the contrary notwithstanding, this Plan may be terminated and the Conversion abandoned by the mutual written consent of the shareholders at any time prior to the Effective Time.

ARTICLE V
GOVERNING LAW; MISCELLANEOUS

This Plan of Conversion shall be governed by, and construed in accordance with, the laws of the Commonwealth of Kentucky. This Plan of Conversion may be executed in multiple counterparts, each of which to be deemed an original and all of which together to be deemed a single instrument.

[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned parties, constituting the sole director and all of the shareholders of the Corporation, has duly executed this Plan of Conversion as of the date first above written.

SOLE DIRECTOR:

Pam Longwell
Pamela Gibson Longwell

SHAREHOLDER:

FEEDERS SUPPLY HOLDINGS, LLC

By: Pam Longwell
Name: Pamela Gibson Longwell
Title: President and CEO