

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM384950

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Progressive Produce Corporation		01/26/2016	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Progressive Produce LLC		
Street Address:	5790 Peachtree Street		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90040		
Entity Type:	Limited Liability Company: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3047502	DULCE SWEET ONIONS	
CORRESPONDENCE DATA			
Fax Number:	7032737684		
<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:	703-273-7680		
Email:	rshapiro@sasiplaw.com		
Correspondent Name:	Ronald E. Shapiro		
Address Line 1:	11350 Random Hills Road, Suite 740		
Address Line 4:	Fairfax, VIRGINIA 22030		
NAME OF SUBMITTER:	Ronald E. Shapiro		
SIGNATURE:	/Ronald E. Shapiro/		
DATE SIGNED:	05/19/2016		
Total Attachments: 3			
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PLAN OF CONVERSION
OF
PROGRESSIVE PRODUCE CORPORATION
A California corporation

This Plan of Conversion (the "Plan") is hereby adopted and approved by the sole shareholder (the "Shareholder") and the Board of Directors (the "Board") of Progressive Produce Corporation, a California corporation (the "Company"), effective as of January 26, 2016.

WHEREAS, the Company is a corporation organized under the laws of the State of California pursuant to the filing of its Articles of Incorporation on November 15, 2002, with its principal office located at 5790 Peachtree Street, Los Angeles, CA 90040; and

WHEREAS, Section 1150 et seq. of the General Corporation Law of the State of California (the "Code") permits the conversion of a California corporation to a California limited liability company; and

WHEREAS, the Shareholder, holding One Hundred Percent (100%) of the issued and outstanding capital stock of the Company and the Board deem it advisable and in the best interests of the Company to convert the Company into a California limited liability company pursuant to the provisions of the Code upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Company hereby adopts the Plan, as follows:

1. The Company shall, pursuant to the provisions of the Code, convert into a California limited liability company upon the filing of the Limited Liability Company Articles of Organization - Conversion with the Secretary of State of California in accordance with Section 1150 et seq. of the Code.
2. The place of organization of the converted entity is California and the place of organization of the converting entity is California. The name of the converted entity, after conversion, is Progressive Produce LLC.
3. The provisions of the Limited Liability Company Articles of Organization - Conversion and the California Operating Agreement of the converted entity, in the forms attached hereto as Exhibit A and Exhibit B, respectively, shall be the governing documents of the converted entity from and after the filing of the Limited Liability Company Articles of Organization - Conversion with the Secretary of State of California.
4. The converted entity shall be member managed and the member shall be the Shareholder.
5. The converted entity shall keep a copy of the Plan at its principal office where it maintains its books and records.

PROGRESSIVE PRODUCE CORPORATION

6. The Shareholder and the Board have approved the conversion and the transactions contemplated thereby by written consent of the Shareholder and by unanimous written consent of the Board.

7. Upon the filing of the Limited Liability Company Articles of Organization – Conversion, all shares of common stock of the Company outstanding shall be converted into the only membership interest in the converted entity. All outstanding stock certificates of the Company shall be cancelled. The Shareholder shall be the sole member of the converted entity.

8. The Plan may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed counterpart of this Plan by facsimile, e-mail transmission via portable document format (.pdf) or other electronic means shall be equally as effective as delivery of a manually executed counterpart.

[Signature page follows]

IN WITNESS WHEREOF, the Plan is hereby executed by the Shareholder and the Board of the Company as of the date written above.

SHAREHOLDER:

JVJ Holdings, Inc., a California corporation

By: 
James K. Leinkühler
President

BOARD:


James K. Leinkühler


John A. Gysin


Victor A. Radatz

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