

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM415383

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SmartPay Leasing Inc.		10/17/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	SmartPay Leasing LLC		
Street Address:	P.O. Box 626		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94104		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	5099245	SMARTPAY	
Registration Number:	5077414	SMARTPAY	
CORRESPONDENCE DATA			
Fax Number:	5136985079		
<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:	5136985078		
Email:	mmarrero@ulmer.com		
Correspondent Name:	Michael A. Marrero		
Address Line 1:	600 Vine Street		
Address Line 2:	Suite 2800		
Address Line 4:	Cincinnati, OHIO 45202-2409		
NAME OF SUBMITTER:	Michael A. Marrero		
SIGNATURE:	/Michael A. Marrero/		
DATE SIGNED:	02/08/2017		
Total Attachments: 4			
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source=SMARTPAY CONVERSION#page3.tif			
source=SMARTPAY CONVERSION#page4.tif			

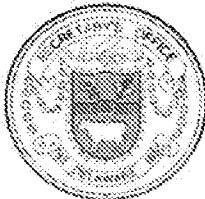
OP \$65.00 5099245

Delaware

The First State

Page 1

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 DELAWARE CORPORATION UNDER THE NAME OF "SMARTPAY LEASING INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SMARTPAY LEASING INC." TO "SMARTPAY LEASING LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2016, AT 2:34 O'CLOCK P.M.



5757228 8100V
SR# 20166230185

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203178015
Date: 10-18-16

TRADEMARK
REEL: 005984 FRAME: 0587

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:34 PM 10/17/2016
FILED 02:34 PM 10/17/2016
SR 20166230185 - FileNumber 5757228

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

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.
3. The date the Corporation first formed is June 1, 2015.
4. The name of the Corporation immediately prior to filing this Certificate of Conversion is:
SmartPay Leasing Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is:
SmartPay Leasing LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the
17th day of October, 2016.

SmartPay Leasing Inc.

By: /s/ Melody Charlton
Name: Melody K. Charlton
Title: Secretary

Delaware

The First State

Page 1

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 FORMATION OF "SMARTPAY LEASING LLC" FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2016, AT 2:34 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5757228 8100V
SR# 20166230185

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203178015
Date: 10-18-16

TRADEMARK
REEL: 005984 FRAME: 0589

CERTIFICATE OF FORMATION
OF
SMARTPAY LEASING LLC

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:34 PM 10/17/2016
FILED 02:34 PM 10/17/2016
SR 20166230185 - File Number 5767228

1. The name of the limited liability company is "SmartPay Leasing LLC" (the "Company").
2. The address of the registered office of the Company in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of the registered agent of the Company at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 17th day of October, 2016.

By: /s/ Melody Charlton
Melody K. Charlton
Secretary