

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM441880

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SEAWARD MARINE SERVICES, INC.		02/01/2017	Corporation: VIRGINIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SEAWARD MARINE SERVICES, LLC		
<b>Street Address:</b>	5409 Beamon Road		
<b>City:</b>	Norfolk		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	23513		
<b>Entity Type:</b>	Limited Liability Company: VIRGINIA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2405871	LAMP RAY	
<b>Registration Number:</b>	2381290	LAMP RAY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2156562498		
<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>			
<b>Phone:</b>	215-656-3381		
<b>Email:</b>	pto.phil@dlapiper.com		
<b>Correspondent Name:</b>	IP GROUP OF DLA PIPER LLP (US)		
<b>Address Line 1:</b>	ONE LIBERTY PLACE		
<b>Address Line 2:</b>	1650 MARKET ST. SUITE 4900		
<b>Address Line 4:</b>	PHILADELPHIA, PENNSYLVANIA 19103		
<b>NAME OF SUBMITTER:</b>	Darius C. Gambino		
<b>SIGNATURE:</b>	/Darius C. Gambino/		
<b>DATE SIGNED:</b>	09/05/2017		
<b>Total Attachments: 8</b>			
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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, FEBRUARY 2, 2017

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

SEAWARD MARINE SERVICES, INC.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective February 2, 2017.

When the certificate becomes effective, SEAWARD MARINE SERVICES, INC. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

Seaward Marine Services, LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann  
Commissioner

CNVRLACT  
CISJMA  
17-02-02-1100

TRADEMARK  
REEL: 006147 FRAME: 0027

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, February 2, 2017*

*This is to certify that the certificate of entity conversion of*

**Seaward Marine Services, LLC**

*was this day issued and admitted to record in this office and that the said limited liability company is authorized to transact its business subject to all Virginia laws applicable to the company and its business. Effective date: February 2, 2017*



*State Corporation Commission*

*Attest:*

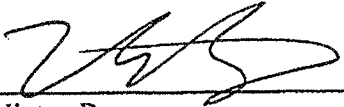
*Joel H. Peck*  
Clerk of the Commission

ARTICLES OF ENTITY CONVERSION OF  
SEAWARD MARINE SERVICES, INC.

The undersigned, on behalf of the corporation named below, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to the filing of these articles of entity conversion is **Seaward Marine Services, Inc.** The corporation shall convert to a Virginia limited liability company and its name shall be **Seaward Marine Services, LLC.**
2. The Plan of Entity Conversion is attached hereto as Exhibit A.
3. The full text of the Articles of Organization of the resulting limited liability company as they will be in effect upon consummation of the conversion are attached hereto as Exhibit B.
4. The Plan of Entity Conversion was adopted by the board of directors on February 1, 2017. The board of directors recommended the Plan of Entity Conversion to the sole shareholder of the Corporation, and the Plan of Entity Conversion was adopted by written consent of the sole shareholder on February 1, 2017.
5. The conversion set forth above shall be effective at the close of business on February 2, 2017.

SEAWARD MARINE SERVICES, INC.

By: 

Name: Victor Brannon

Title: Secretary and Treasurer

**PLAN OF ENTITY CONVERSION  
OF  
SEAWARD MARINE SERVICES, INC.  
(a Virginia stock corporation)  
INTO  
SEAWARD MARINE SERVICES, LLC  
(a Virginia limited liability company)**

THIS PLAN OF ENTITY CONVERSION (this "Plan"), in accordance with Section 13.1-722.10 of the Virginia Stock Corporation Act, 1950, as amended (the "Act") is hereby adopted effective as of February 2, 2017, for the purpose of converting Seaward Marine Services, Inc., a Virginia stock corporation (the "Converting Entity"), into a Virginia limited liability company (the "Conversion");

WHEREAS, the sole shareholder of the Converting Entity (the "Shareholder"), deems it advisable to cause the Converting Entity to effect the Conversion upon the terms and subject to the conditions set forth in this Plan.

1. Name of the Converting and Converted Entities. The name of the Converting Entity is Seaward Marine Services, Inc., a Virginia stock corporation. The name of the converted entity is Seaward Marine Services, LLC, a Virginia limited liability company (the "Converted Entity").

2. Continuation. The Converting Entity is continuing its existence in the organizational form of the Converted Entity pursuant to (a) articles of entity conversion, as required by the provisions of Section 13.1-722.12 of the Act, and (b) articles of organization, as required by Section 13.1-722.12 of the Act (the "Articles of Organization"), in each case, to be executed and filed with State Corporation Commission of Virginia as provided in the Act.

3. Entity and Jurisdiction of the Converted Entity. The Converted Entity is to be a limited liability company, and the state under the laws of which the Converted Entity is to be formed is Virginia.

4. Effect of Conversion. From and after the Effective Time (as defined below), the Converted Entity shall be deemed to be the same entity as the Converting Entity for purposes of the Act such that all of the rights, privileges and powers of the Converting Entity, and all property, real, personal and mixed, and all debts due to the Converting Entity, as well as all other things and causes of action belonging to the Converting Entity shall be vested in the Converted Entity and shall thereafter be the property of the Converted Entity as they were of the Converting Entity, and the title to any real property vested by deed or otherwise in the Converting Entity shall not revert or be in any way impaired. Following the Effective Time, all rights of creditors and all liens upon any property of the Converting Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Converting Entity shall thenceforth attach to the Converted Entity and may be enforced against the Converted Entity to the same extent as said debts, liabilities and duties could have been enforced against the Converting Entity.

5. Manner of Conversion of Shares. The Shareholder's interest in the Converting Entity is herein referred to as the "Shareholder's Interest." A membership interest of any member of the Converted Entity is herein referred to as a "Membership Interest." The manner and basis of converting the Shareholder's Interest in the Converting Entity into a Membership Interest in the Converted Entity shall be as follows:

The Shareholder's Interest in the Converting Entity immediately prior to the Effective Time (as defined below), and all rights in respect thereof, shall forthwith, at the Effective Time, automatically, and without further action on the part of the Converting Entity, be converted into a 100.00% Membership Interest in the Converted Entity.

6. Limited Liability Company Agreement. At the Effective Time, and without any further action on the part of the Shareholder or the sole member of the Converted Entity, the Limited Liability Company Agreement of the Converted Entity dated February 1, 2017, in the form executed by the Shareholder (the "Limited Liability Company Agreement") and, as such, shall at the Effective Time constitute (until amended as provided by applicable law and such Limited Liability Company Agreement, as applicable) the limited liability company agreement of the Converted Entity. For the avoidance of doubt, at the Effective Time, the Limited Liability Company Agreement shall supercede and replace the Bylaws of Seaward Marine Services, Inc., as amended.

7. Effective Time. The Converting Entity shall cause to be filed the Articles of Conversion and the Articles of Organization with the State Corporation Commission of Virginia. The conversion referred to herein shall become effective at the close of business on February 2, 2017 (the "Effective Time").

8. Limited Liability of the Members of the Converted Entity. Notwithstanding any other provision of this Plan, no member of the Converted Entity will, as a result of the conversion, become personally liable, without such member's consent, for the liabilities or obligations of the Converted Entity.


9. Tax Treatment. The Conversion is intended to be treated, solely for United States federal income tax purposes, as the distribution by the Converting Entity of all of its assets to the Shareholder in complete liquidation of the Converting Entity in a transaction intended to qualify as a transaction described in Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"). This Plan is intended to constitute a plan of liquidation of the Converting Entity within the meaning of Section 332 of the Code and the Treasury Regulations promulgated thereunder. All tax reporting and compliance pertaining to the Conversion shall reflect that the Conversion qualifies as a transaction governed by Section 332 of the Code.

10. Record of Conversion. A copy of this Plan will be kept at the Converted Entity's principal place of business for a period of one year following the Conversion or such longer period of time as is required by law.

11. Abandonment. This Plan may be abandoned in accordance with Section 13.1-722.14 of the Act at any time before the Effective Time by action of the board of directors.

IN WITNESS WHEREOF, Seaward Marine Services, Inc. has caused this Plan to be executed by its duly authorized representative as of the date first stated above.

**SEAWARD MARINE SERVICES, INC.**

By:   
Name: Victor Brannon  
Title: Secretary and Treasurer



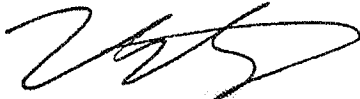
**Exhibit B**

**[Articles of Organization]**

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
ARTICLES OF ORGANIZATION**

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia the undersigned states as follows:

1. The name of the limited liability company is Seaward Marine Services, LLC (the "Company").
2. The address of the initial registered office in Virginia is 4701 Cox Road, Suite 285, Glen Allen, VA 23060, located in the County of Henrico.
3.
  - A. The registered agent's name is C T Corporation System, whose business address is identical with the registered office.
  - B. The registered agent is a Delaware corporation and is authorized to transact business in Virginia.
4. The post office address of the principal office where the records will be maintained pursuant to Virginia Code Section 13.1-1028 is 5409 Beamon Rd, Norfolk, VA 23513.
5. These articles of organization shall take effect upon the consummation of the conversion of Seaward Marine Services, Inc. into the Company pursuant to the articles of entity conversion filed in accordance with Section 12.1-722.12 of the Code of Virginia.
6. Signature:



\_\_\_\_\_  
Victor Brannon, Organizer

February 1, 2017