

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM449393

<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>
Benchmark Performance Group, Inc.		03/31/2017	Corporation: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Benchmark Performance Group, LLC		
<b>Street Address:</b>	1820 N I-35		
<b>City:</b>	Gainesville		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	76240		
<b>Entity Type:</b>	Limited Liability Company: TEXAS		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3352298	BDS BENCHMARK DISTRIBUTION SERVICES	
<b>Registration Number:</b>	3352297	BENCHMARK DISTRIBUTION SERVICES	
<b>Registration Number:</b>	3118055	GREENSKEEPER	
<b>Registration Number:</b>	3034472	SLURRYWATCH	
<b>Registration Number:</b>	3040265	SLURRYSERVICE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>			
<b>Phone:</b>	3128637267		
<b>Email:</b>	jaclyn.digrande@goldbergkohn.com		
<b>Correspondent Name:</b>	Jaclyn Di Grande - Paralegal		
<b>Address Line 1:</b>	Goldberg Kohn Ltd.		
<b>Address Line 2:</b>	55 E Monroe St., Suite 3300		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60603		
<b>ATTORNEY DOCKET NUMBER:</b>	1989.545		
<b>NAME OF SUBMITTER:</b>	Jaclyn Di Grande		
<b>SIGNATURE:</b>	/jaclyn di grande/		
<b>DATE SIGNED:</b>	11/01/2017		

OP \$140.00 3352298

**Total Attachments: 8**

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Form 632  
(Revised 05/11)

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709

Filing Fee: See instructions



Certificate of Conversion  
of a  
Corporation Converting  
to a  
Limited Liability Company

This space reserved for office use.

FILED  
In the Office of the  
Secretary of State of Texas  
MAR 31 2017  
Corporations Section

Converting Entity Information

The name of the converting corporation is:  
Benchmark Performance Group, Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: June 12, 1986

The file number, if any, issued to the corporation by the secretary of state, is: 100038300

Plan of Conversion—Alternative Statements

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

Benchmark Performance Group, LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

*If the plan of conversion is not attached, the following statements must be completed.*

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

Street or Mailing Address

City

State Country Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

Street or Mailing Address

City

State Country Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

**Certificate of Formation for the Converted Entity**

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

**Approval of the Plan of Conversion**

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**Effectiveness of Filing (Select either A, B, or C.)**

A.  This document becomes effective when the document is accepted and filed by the secretary of state.

B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_

C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Tax Certificate**


Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: March 30, 2017

By:   
Name: David Nightingale  
Title: Chief Executive Officer

**PLAN OF CONVERSION  
OF  
BENCHMARK PERFORMANCE GROUP, INC.  
(a Texas corporation)  
INTO  
BENCHMARK PERFORMANCE GROUP, LLC  
(a Texas limited liability company)**

Adopted on March 30, 2017

Pursuant to the provisions of Section 10.101 and Section 10.103 of the Texas Business Organizations Code, Benchmark Performance Group, Inc., a Texas corporation (the "*Corporation*"), hereby adopts the following Plan of Conversion:

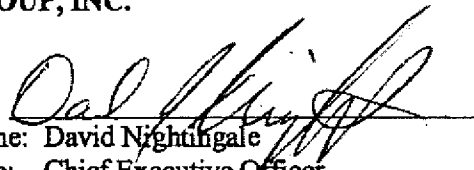
1. The name of the converting entity is "Benchmark Performance Group, Inc.", a Texas corporation, and the name of the converted entity is "Benchmark Performance Group, LLC", a Texas limited liability company (the "*Company*").
2. The Corporation is continuing its existence in the organizational form of a Texas limited liability company.
3. The Company is to be a limited liability company under the laws of the State of Texas.
4. Each of the issued and outstanding shares of the Corporation shall be exchanged for a 100% membership interest in the Company.
5. The conversion shall become effective upon acceptance and filing of a Certificate of Conversion with the Secretary of State of the State of Texas.
6. Attached as Exhibit A to this Plan of Conversion is the Texas Certificate of Formation of the Company.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion as of the date first written above.

**BENCHMARK PERFORMANCE  
GROUP, INC.**

By:

  
Name: David Nightingale

Title: Chief Executive Officer

SIGNATURE PAGE TO  
PLAN OF CONVERSION OF  
BENCHMARK PERFORMANCE GROUP, INC.

**TRADEMARK**  
**REEL: 006195 FRAME: 0107**

**Exhibit A**

**Certificate of Formation**

**CERTIFICATE OF FORMATION  
OF  
BENCHMARK PERFORMANCE GROUP, LLC**

March 30, 2017

**FILED**  
In the Office of the  
Secretary of State of Texas  
MAR 31 2017  
Corporations Section

The undersigned, acting as the sole organizer of a limited liability company under Chapter 101 of the Texas Business Organizations Code (the "*Code*"), does hereby adopt the following Certificate of Formation for Benchmark Performance Group, LLC (the "*Company*"):

**ARTICLE ONE**

The name of the Company is Benchmark Performance Group, LLC

**ARTICLE TWO**

The period of duration of the Company is perpetual.

**ARTICLE THREE**

The purpose for which the Company is formed is for the transaction of any and all lawful business for which a limited liability company may be organized under the Code.

**ARTICLE FOUR**

The street address of the initial registered office of the Company is 211 E. 7th Street, Suite 620, Austin, County of Travis, Texas 78701-3218, and the name of the initial registered agent of the Company at that address is Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company.

**ARTICLE FIVE**

The Company is being formed under a plan of conversion.

**ARTICLE SIX**

The name, address, date of formation, prior form of organization and the jurisdiction of formation of the converting entity are:

<u>Name and Address</u>	<u>Date of Formation</u>	<u>Prior Form of Organization</u>	<u>Jurisdiction of Formation</u>	<u>File Number</u>
Benchmark Performance Group, Inc. 515 Post Oak Blvd., Ste. 200 Houston, TX 77027	June 12, 1986	Corporation	Texas	100038300



## ARTICLE SEVEN

The Company will not have managers. The name and address of the sole member is as follows:

<u>Name</u>	<u>Address</u>
Rockwater Energy Solutions, LLC	515 Post Oak Blvd., Ste. 200 Houston, TX 77027

## ARTICLE EIGHT

The name and address of the organizer is as follows:

<u>Name</u>	<u>Address</u>
Rockwater Energy Solutions, LLC	515 Post Oak Blvd., Ste. 200 Houston, TX 77027

## ARTICLE NINE

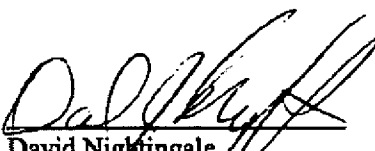
The Company shall indemnify, save and hold the undersigned organizer of the Company (the “**Organizer**”) harmless from and against any and all loss, cost, damage, expense (including, without limitation attorneys’ fees and expenses) and liability caused by, resulting from or arising out of any action taken or authorized by the Organizer in respect of the organization of the Company in what he deemed to be in, or not opposed to, the best interests of the Company.

## ARTICLE TEN

No member or manager or other governing person (as such term is used in Section 7.001 of the Code) shall be liable to the Company or its members for monetary damages for an act or omission in such person’s capacity as a governing person of the Company, except for liability (a) for any breach of such person’s duty of loyalty to the Company or its members, (b) for acts or omissions not in good faith that constitute a breach of duty of such person to the Company or an act or omission that involves intentional misconduct or a knowing violation of law, (c) for any transaction from which such person received an improper benefit, whether or not the benefit resulted from an act taken within the scope of such person’s duties and (d) for acts or omissions for which the liability of such person, in the capacity of a governing person, is expressly provided by statute. Any repeal or amendment of this Article Ten shall be prospective only, and shall not adversely affect any limitation on the personal liability of a member or manager or other governing person (as such term is used in Section 7.001 of the Code) of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which any member or manager or other governing person (as such term is used in Section 7.001 of the Code) of the Company is not personally liable as set forth in the preceding sentences, such persons shall not be liable to the fullest extent permitted by any amendment to the Code or other Texas statutes hereafter enacted that further limits the liability of such persons.

The undersigned signs this Certificate of Formation as of the date first written above, subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

**BENCHMARK PERFORMANCE GROUP,  
LLC**

By:   
Name: David Nightingale  
Title: Chief Executive Officer

SIGNATURE PAGE TO  
CERTIFICATE OF FORMATION OF  
BENCHMARK PERFORMANCE GROUP, LLC