

## TRADEMARK ASSIGNMENT COVER SHEET

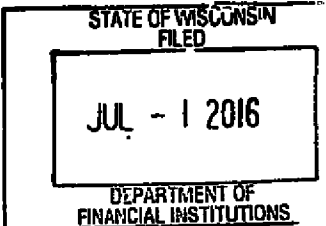
Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM453301

<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>
Orion Corporation		06/30/2016	Corporation: WISCONSIN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Orion LLC		
<b>Street Address:</b>	1111 Cedar Creek Road		
<b>City:</b>	Grafton		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53024		
<b>Entity Type:</b>	Limited Liability Company: WISCONSIN		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	0885008	O	
<b>Registration Number:</b>	4129131	ADVANTAGE	
<b>Registration Number:</b>	3892263	ORION BEARINGS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	202		
<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>	202.408.4000		
<b>Email:</b>	docketing@finnegan.com		
<b>Correspondent Name:</b>	Finnegan, Henderson, et al.		
<b>Address Line 1:</b>	901 New York Ave., N.W.		
<b>Address Line 4:</b>	Washington, D.C. 20001		
<b>ATTORNEY DOCKET NUMBER:</b>	11182.2,3&5		
<b>NAME OF SUBMITTER:</b>	Julia Anne Matheson		
<b>SIGNATURE:</b>	/julia anne matheson/		
<b>DATE SIGNED:</b>	12/05/2017		
<b>Total Attachments: 10</b>			
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FILING FEE \$150.00  
OPTIONAL EXPEDITED SERVICE + \$25.00

**DO NOT STAPLE**  
Sec. 179.76(3) & (5),  
180.1161(3) & (5),  
181.1161(3) & (5) and  
183.1207(3) & (5),  
Wis. Stats.

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



### CERTIFICATE OF CONVERSION

**1. Before conversion:**

Company Name:  
Orion Corporation

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

**2. Does the converting entity have a fee-simple ownership interest in any Wisconsin real estate?**

Yes  No

**IMPORTANT** – If you answer yes, the entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the conversion.

**NOTE:** Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://ww2.revenue.wi.gov/internet/merger.html>

\* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

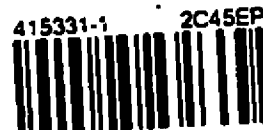
**3. After conversion:**

Company Name:  
Orion LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

DFI/CORP/1000 (04/15)

WIS04 - 10/2016 Update Kluwer Online



TRADEMARK

REEL: 006221 FRAME: 0361

4. A Plan of Conversion containing all the following parts is attached as Exhibit A. (**NOTE:** A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (**NOTE:** Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

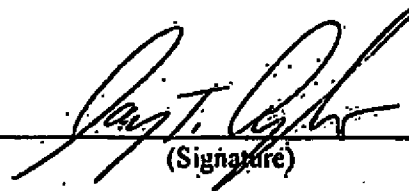
6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process):	Registered Office: Barbara Walber 1111 Cedar Creek Road Grafton, WI 53024
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process):	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): CT Corporation System 8020 Excelsior Drive, Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office:

8. Executed on 6-30-2016 (date) by the business entity **PRIOR TO ITS CONVERSION.**

  
(Signature)

Mark (X) below the title of the person executing the document.

For a **limited partnership**

Title:  General Partner

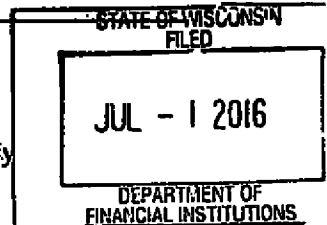
For a **limited liability company**

Title:  Member OR  Manager

Jay Angelo  
(Printed Name)

For a **corporation**

Title:  President OR  Secretary  
or other officer title



**INSTRUCTIONS** (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Please use **BLACK Ink**. Submit one original along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "**Department of Financial Institutions**". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.

**Mailing Address:**  
State of WI - Dept. of Financial  
Institutions  
Box 93348  
Milwaukee WI 53293-0348

**Physical Address for Express Mail:**  
Department of Financial Institutions  
Division of Corporate & Consumer Services  
201 W. Washington Ave - Suite 300  
Madison WI 53703

Phone: 608-261-7577  
TTY: 711

**NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

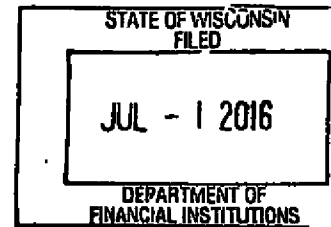
1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity after conversion.

**EXHIBIT A**  
**PLAN OF CONVERSION**  
**OF**  
**ORION CORPORATION**  
**(a Wisconsin corporation)**  
**INTO**  
**ORION LLC**  
**(a Wisconsin limited liability company)**



THIS PLAN OF CONVERSION (the "Plan of Conversion"), dated as of June 30, 2016, sets forth the terms and conditions pursuant to which Orion Corporation, a Wisconsin corporation (the "Corporation"), shall effect a conversion (the "Conversion") into a Wisconsin limited liability company known as Orion LLC (the "LLC").

WITNESSETH:

WHEREAS, the Board of Directors of the Corporation deems it desirable, upon the terms and subject to the conditions herein stated, that the Corporation shall be converted into the LLC, with each outstanding share of the Corporation's Common Stock (as defined below) converted into units of membership interests of the LLC (the "Units"), so that after the Conversion all of the Units of the LLC will be owned by those who prior to the Conversion owned the outstanding Common Stock of the Corporation on the same pro rata basis.

1. Parties to Conversion.

(a) The name of the converting organization is "Orion Corporation", a Wisconsin corporation.

(b) Following the Conversion, the name of the converted organization shall be "Orion LLC", a Wisconsin limited liability company.

2. Conversion. At the Effective Time (as defined herein), the Corporation shall be converted into the LLC, which will thereafter exist as a limited liability company organized under the laws of the State of Wisconsin.

3. Filing and Effective Time. The Certificate of Conversion and Certificate of Formation to be filed with the Secretary of State of the State of Wisconsin (the "Secretary of State"), and such other documents and instruments as are required by, and complying in all respects with, the Wisconsin Limited Liability Company Act, shall be delivered to the Secretary of State and the Conversion shall become effective as of June 30, 2016 (the "Effective Time").

4. Certificate of Formation. At the Effective Time, the Certificate of Formation attached hereto as Exhibit B shall be and thereafter remain the Certificate of Formation of the LLC, until amended in accordance with applicable law.

5. Ownership Interests. At the Effective Time, each share of the Corporation's Common Stock (the "Common Stock"), that is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Conversion and without any action on the part of the holder thereof, be converted into a Unit.

6. Registered Agent. The Registered Agent and Registered Office of the Corporation prior to Conversion is Barbara Walber, 1111 Cedar Creek Road, Grafton, WI 53024. The Registered Agent and Registered Office of the LLC after the Conversion is CT Corporation System, 8020 Excelsior Drive, Suite 200, Madison, Wisconsin 53717.

7. Further Assurances. If at any time the LLC, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to carry out the purposes of this Plan of Conversion, the Corporation and its proper officers and directors shall be deemed to have granted to the LLC an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the LLC and otherwise to carry out the purposes of this Plan of Conversion, and the officers of the LLC are fully authorized in the name of the Corporation or otherwise to take any and all such action.

8. Amendment or Termination. This Plan of Conversion may be amended or terminated at any time on or before the Effective Time by action of the Board of Directors of the Corporation.

{REMAINDER OF PAGE INTENTIONALLY LEFT BLANK}

IN WITNESS WHEREOF, the undersigned has duly executed this Plan of Conversion as of the day and year first written above.

ORION CORPORATION

By:   
Name: Jay Angelo  
Title: Secretary

[Signature Page to Plan of Conversion of Orion Corporation]

TRADEMARK

REEL: 006221 FRAME: 0366



**EXHIBIT B**

**Articles of Organization**

TRADEMARK

REEL: 006221 FRAME: 0367

DO NOT STAPLE

Sec. 183.0202  
Wis. Stats.

State of Wisconsin  
Department of Financial Institutions  
Division of Corporate and Consumer Services

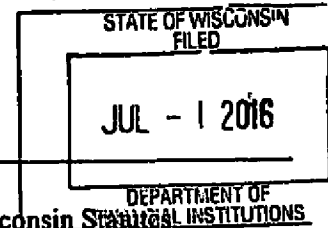


**ARTICLES OF ORGANIZATION - LIMITED LIABILITY COMPANY**

Executed by the undersigned for the purpose of forming a Wisconsin limited liability company under Ch. 183 of the Wisconsin Statutes:

Article 1. Name of the limited liability company:

Orion LLC



Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

Article 3. Name of the initial registered agent: C T Corporation System

Article 4. Street address of the initial registered office:  
(The complete address, including street and number, if assigned, and ZIP code. P O Box address may be included as part of the address, but is insufficient alone.)

8020 Excelsior Drive, Suite 200

Madison, WI 53717

Article 5. Management of the limited liability company shall be vested in:  
(Select and check (X) the one appropriate choice below)

a manager or managers

OR

its members

Article 6. Name and complete address of each organizer:

Jennifer J. Earney c/o Morgan Lewis & Bockius, LLP  
1701 Market Street  
Philadelphia, PA 19103

Jennifer J. Earney  
Organizer's signature

\_\_\_\_\_  
Organizer's signature

This document was drafted by Jennifer J. Earney  
(Name the individual who drafted the document)

► OPTIONAL - Second choice company name if first choice is not available:

**FILING FEE - \$170.00** See instructions, suggestions, and procedures on following pages.  
(Note: Electronic edition of this form is "Quickstart LLC," available at [www.wdfi.org](http://www.wdfi.org) at a lower fee.)  
DFI/CORP/502(R02/14) Use of this form is voluntary.

Fee-simple ownership interest:  Yes  No (for DFI use only)  
CERTIFICATE OF CONVERSION

CT Pick-up Basket

▲ Enter your return address within the bracket above.

Phone number during the day: (     ) \_\_\_\_\_ - \_\_\_\_\_

**INSTRUCTIONS (Cont'd)**

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

6. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

7. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P.O. Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.



For Office



**State of Wisconsin**

**Department of Financial Institutions**

***Endorsement***

**CERTIFICATE OF CONVERSION - Ch. 180**

**ORION CORPORATION**

**Received Date: 6/30/2016**

**Filed Date: 7/1/2016**

**Filing Fee: \$150.00**

**Expedited Fee: \$25.00**

**Total Fee: \$175.00**

**Entity ID#: O022759**

**Certificate of Conversion, converting a WI domestic Corp (Chap 180) into a WI domestic LLC (Chap 183)**

**Name Change**

**Changes Registered Agent & Registered Office Address**

**Effective Date: June 30, 2016**

**FSOI: NO**