

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM454619

<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>
BEAR DOWN CONSULTING		09/26/2017	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BEAR DOWN BRANDS, LLC		
<b>Street Address:</b>	1100 S. Linwood Ave, Suite B		
<b>City:</b>	Santa Ana		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92705		
<b>Entity Type:</b>	Limited Liability Company: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5197359	BRUSHEEZ	
<b>Registration Number:</b>	4418569	BENTGO	
<b>Registration Number:</b>	4280001	STONE CASK	
<b>Registration Number:</b>	4279999	PURE ENRICHMENT	
<b>Registration Number:</b>	4279854	PURE ENRICHMENT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9735972400		
<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>	9735972500		
<b>Email:</b>	lstrademark@lowenstein.com		
<b>Correspondent Name:</b>	Matthew P. Hintz, Esq.		
<b>Address Line 1:</b>	One Lowenstein Drive		
<b>Address Line 4:</b>	Roseland, NEW JERSEY 07068		
<b>ATTORNEY DOCKET NUMBER:</b>	31096.10		
<b>NAME OF SUBMITTER:</b>	Matthew P. Hintz, Esq.		
<b>SIGNATURE:</b>	/Matthew P. Hintz/		
<b>DATE SIGNED:</b>	12/14/2017		
<b>Total Attachments: 1</b>			

CH \$140.00 5197359





State of California
Secretary of State

3312347 out

Limited Liability Company
Articles of Organization - Conversion

LLC-1A

File #

201727010121

FILED
Secretary of State
State of California

SEP 26 2017

IMPORTANT - Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

Bear Down Brands, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

One Manager checkbox

One Manager

More Than One Manager checkbox

More Than One Manager

All Limited Liability Company Member(s) checkbox

All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA

1100 S Linwood Ave, Suite B

City

Santa Ana

State

CA

Zip Code

92705

5. Initial Mailing Address of Limited Liability Company, if different from Item 4

City

State

Zip Code

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process

CT Corporation System

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box

City

State

CA

Zip Code

c. If an individual, Mailing Address of Agent for Service of Process

City

State

Zip Code

Converting Entity Information

7. Name of Converting Entity

Bear Down Consulting

8. Form of Entity

Corporation

9. Jurisdiction

California

10. CA Secretary of State File Number, if any

3312347

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote.
1,000 shares of common stock

AND

The percentage vote required of each class.
More than 50%

Additional Information

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

Signature of Authorized Person

Joshua Goldberg, President

Type or Print Name and Title of Authorized Person

Mathew Weiss, Treasurer and Secretary

Type or Print Name and Title of Authorized Person

LLC-1A (REV 01/2016)

APPROVED BY SECRETARY OF STATE