

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM458986

| | | | |
|-----------------------------------|-------------------------------------|-----------------------------------|------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Runzheimer International Ltd. | | 01/11/2018 | Corporation: WISCONSIN |
| RECEIVING PARTY DATA | | | |
| Name: | Runzheimer International LLC | | |
| Street Address: | 1 Runzheimer Parkway | | |
| City: | Waterford | | |
| State/Country: | WISCONSIN | | |
| Postal Code: | 53185 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 43 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 85390823 | TOTAL EMPLOYEE MOBILITY DASHBOARD | |
| Serial Number: | 85390821 | TEM DASHBOARD | |
| Serial Number: | 85273379 | CAREVIZ | |
| Serial Number: | 77151678 | ROUTEMENOW | |
| Registration Number: | 3358976 | ROUTESMITH | |
| Registration Number: | 3527973 | RUNZHEIMER EXPENSE SOURCE | |
| Registration Number: | 3292049 | RUNZHEIMER TRAVEL SOURCE | |
| Registration Number: | 3426467 | TEM | |
| Registration Number: | 3434786 | TOTAL EMPLOYEE MOBILITY | |
| Serial Number: | 87295690 | DISCOVER WHAT DRIVES YOU | |
| Serial Number: | 87118139 | MILTON | |
| Serial Number: | 87325588 | MO MONEY BUNNY | |
| Serial Number: | 87338084 | ECPM | |
| Serial Number: | 87352287 | EFIXED-AND-VARIABLE-RATE | |
| Serial Number: | 87726159 | MILTON | |
| Serial Number: | 87338134 | ACCURATE & DEFENSIBLE | |
| Serial Number: | 87338090 | ACCURATE & FAIR | |
| Serial Number: | 87338109 | DEFENSIBLE & ACCURATE | |
| Serial Number: | 87338121 | DEFENSIBLE & FAIR | |

CH \$1090.00 85390823

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Serial Number: | 87338127 | FAIR & ACCURATE |
| Serial Number: | 87338141 | FAIR & DEFENSIBLE |
| Serial Number: | 87215858 | FAIR, ACCURATE & IRS COMPLIANT |
| Serial Number: | 87173681 | FOCUS. BUILD. SERVE. |
| Serial Number: | 87338900 | IT'S MORE THAN MILEAGE CAPTURE |
| Serial Number: | 87065790 | MILEAGE: THE ONLY EXPENSE WITHOUT A RECE |
| Serial Number: | 87338908 | THE ONLY IRS-RECOMMENDED REIMBURSEMENT M |
| Serial Number: | 87343774 | CENTS-PER-MILE |
| Serial Number: | 87338072 | EFAVR |
| Serial Number: | 87326811 | ORCHARD |
| Serial Number: | 87118155 | REALMILE |
| Registration Number: | 5074934 | EQUO |
| Registration Number: | 1969698 | R |
| Registration Number: | 1176136 | RUNZHEIMER |
| Registration Number: | 3771342 | RUNZHEIMER |
| Registration Number: | 5297041 | R |
| Registration Number: | 3727702 | RUNZHEIMER INTERNATIONAL |
| Registration Number: | 3770800 | RUNZHEIMER INTERNATIONAL LTD. |
| Registration Number: | 5157606 | TRUCPM |
| Registration Number: | 5120576 | WE WORK WHERE YOU WORK |
| Registration Number: | 5172350 | FAIR, ACCURATE & DEFENSIBLE |
| Registration Number: | 5292259 | EQUO: YOUR MILEAGE RECEIPT |
| Registration Number: | 5252643 | HOLISTIC VEHICLE MANAGEMENT |
| Registration Number: | 5297040 | R RUNZHEIMER |

CORRESPONDENCE DATA

Fax Number: 4142735198

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.

Phone: 414-273-3500

Email: bgilpin@gklaw.com

Correspondent Name: Brian G. Gilpin; Godfrey & Kahn, S.C.

Address Line 1: 833 East Michigan Street, Suite 1800

Address Line 4: Milwaukee, WISCONSIN 53202-5615

| | |
|--------------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 008074-0143 |
| NAME OF SUBMITTER: | Brian G. Gilpin |
| SIGNATURE: | /Brian G. Gilpin/ |
| DATE SIGNED: | 01/23/2018 |

Total Attachments: 7

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FILING FEE \$150.00
 OPTIONAL EXPEDITED SERVICE + \$25.00

DO NOT STAPLE

Sec. 178.1144,
 179.76(1) & (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: Runzheimer International Ltd. | | |
| Indicate (X) Entity Type | <input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <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.) | Organized under the laws of <u>Wisconsin</u> (state or country *) |

* 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. After conversion:

| | | |
|---|---|--|
| Company Name: Runzheimer International LLC | | |
| Indicate (X) Entity Type | <input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <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.) | Organized under the laws of <u>Delaware</u> (state or country) |

DFI/CORP/1000 (0703/17)



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3. A Plan of Conversion containing all the following parts is required to be 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. 178.0114, 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the statement of partnership authority, registration statement, 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 each are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

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

5. 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): Corporate Creations Network Inc. | Registered Office: 4650 W. Spencer Street Appleton, WI 54914-9106 |
| Additional Entry for a Limited Partnership or General Partnership only → | Record/Principal Office: |

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

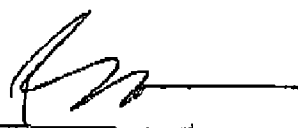
| | |
|--|--|
| Registered Agent (Agent for Service of Process): Corporate Creations Network Inc. | Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 4650 W. Spencer Street Appleton, WI 54914-9106 |
| Additional Entry for a Limited Partnership or General Partnership only → | Record/Principal Office: |

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7. Executed on January 11, 2018 (date) by the business entity **PRIOR TO ITS CONVERSION.**



(Signature)

Randy S. Mueller

(Printed Name)

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

For a corporation

Title: President OR Secretary or other officer title _____

For a limited liability company

Title: Member OR Manager

For a limited partnership/general partnership/limited liability partnership

Title: General Partner Partner

This document was drafted by Paul W. Griepentrog

INSTRUCTIONS (Ref. Sec. 178.1141, 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. 178.0108, 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats. | | |
| Mailing Address: 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. 178.0102(4) (5) & (6), 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. Enter the company name, type of business entity, and state of organization of business entity after conversion.

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EXHIBIT A
PLAN OF CONVERSION

CONVERTING

RUNZHEIMER INTERNATIONAL LTD.
a Wisconsin corporation

INTO

RUNZHEIMER INTERNATIONAL LLC
a Delaware limited liability company

1. Name and State of Formation before Conversion. The name of the company is Runzheimer International Ltd. (the "Corporation"), and it is a corporation governed by and incorporated in accordance with the laws of the State of Wisconsin.

2. Name and State of Formation after Conversion. The Corporation shall convert into a limited liability company to be known as Runzheimer International LLC, and it is to be a limited liability company governed by and organized in accordance with the laws of the State of Delaware.

3. Conversion.

(a) The Corporation shall convert into Runzheimer International LLC and shall exist as a limited liability company governed by and organized in accordance with the laws of the State of Delaware (the "Conversion").

(b) From and after the Effective Date (as defined below), the existence, purpose, powers, franchises, rights and immunities of the Corporation shall continue unaffected and unimpaired by the Conversion, and it shall continue its existence as Runzheimer International LLC, a limited liability company, governed by and organized in accordance with the laws of the State of Delaware. From and after the Effective Date, Runzheimer International LLC shall continue to be vested with full title to all properties and assets owned by the Corporation without reversion or impairment, and shall continue to have all liabilities of the Corporation, unaffected and unimpaired by the Conversion. Upon the Effective Date, the Corporation shall cease to exist as a corporation in accordance with the Wisconsin Business Corporation Law (the "WBCL") and shall continue as a limited liability company in accordance with the Delaware Limited Liability Company Act (the "DLCA").

(c) The Corporation shall not be required to wind up its affairs, or pay its liabilities and distribute its assets, as a result of the Conversion, and the Conversion shall not constitute a dissolution of the Corporation, but shall constitute a continuation of the existence of the Corporation in the form of Runzheimer International LLC.

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4. Manner of Converting Membership Interests. On the Effective Date, as a result of the Conversion, all of the outstanding shares of common stock of the Corporation shall be converted into membership interests in Runzheimer International LLC, and upon such Conversion shall be deemed to be cancelled and no longer outstanding, and the sole shareholder of the Corporation shall be deemed to own 100% of the membership interests in Runzheimer International LLC and shall become the sole member of Runzheimer International LLC.

5. Effective Date. The Conversion shall become effective as of 11:59 p.m. Eastern Time on January 11, 2018 (the "Effective Date").

6. Certificate of Formation. The Certificate of Formation of Runzheimer International LLC is attached to the Certificate of Conversion to be filed with the Delaware Secretary of State.

7. Approval of Plan. Upon approval and adoption of this Plan of Conversion and any other documents, instruments and agreements required, necessary or appropriate to effectuate the Conversion by the Corporation's Board of Directors and sole shareholder, Certificates of Conversion shall be executed, filed and recorded in accordance with the WBCL and the D.L.L.C.A.

8. Abandonment of Plan. Notwithstanding anything contained herein to the contrary, this Plan of Conversion may be terminated and abandoned by the Board of Directors of the Corporation at any time prior to the filing of the Certificates of Conversion with the Wisconsin Department of Financial Institutions and with the Delaware Secretary of State if the Board of Directors of the Corporation should decide that it would not be in the best interests of the Corporation to effectuate such Conversion.

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CERTIFICATE OF CONVERSION

Crystal Airriess, Paralegal

 Godfrey & Kahn, S.C.

 833 E. Michigan Street, Suite 1800

 Milwaukee, WI 53202

▲ Enter your return address within the bracket above.

Phone number during the day: 414-273-3500

INSTRUCTIONS (Cont'd)

3. 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 either use the template Plan of Conversion provided in this form or may draft a Plan by other means.

4. 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.

5. Except for general partnerships, 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 or general partnership, provide the address of its record or principal office.

6. Except for general partnerships, 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 or general partnership, also provide the address of its record or principal 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.

7. 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.

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For Office



State of Wisconsin

Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

RUNZHEIMER INTERNATIONAL LTD.

Received Date: 1/11/2018

Filed Date: 1/12/2018

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: 1R08864

Certificate of Conversion, converting a WI domestic Corp (Chap 180) into an unlicensed foreign LLC

Effective Date: January 11, 2018

OOS# 201801115446375