

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM473828

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2017
RESUBMIT DOCUMENT ID:	900438961

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Dixie Chix Branding LLC		12/29/2017	Limited Liability Company: NEW JERSEY

RECEIVING PARTY DATA

Name:	Dixie Chix, LLC
Street Address:	207 Village Lane
City:	Southampton
State/Country:	NEW JERSEY
Postal Code:	08088
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	86774203	DIXIE CHIX

CORRESPONDENCE DATA

Fax Number: 8665215663
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: 7577267799
Email: tmdocket@culhanemeadows.com
Correspondent Name: Kevin W Grierson
Address Line 1: 2736 Holly Ridge Lane, Suite 201
Address Line 4: Williamsburg, VIRGINIA 23185-8358

NAME OF SUBMITTER:	Kevin W Grierson
SIGNATURE:	/kwg/
DATE SIGNED:	05/14/2018

Total Attachments: 6
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AGREEMENT OF MERGER
BETWEEN
DIXIE CHIX, LLC
AND
DIXIE CHIX BRANDING, LLC

This Plan and Agreement of Merger is made and entered into on the 29th day of December, 2017, by and between Dixie Chix, LLC, a Delaware limited liability company ("Acquiring LLC"), and Dixie Chix Branding, LLC, a New Jersey limited liability company ("Target LLC") (collectively, the "Constituent LLCs").

WITNESSETH:

WHEREAS, Acquiring LLC is a limited liability company organized and existing under the laws of the State of Delaware, its Articles of Organization having been filed in the Office of the Secretary of State of the State of Delaware on December 28, 2107; and

WHEREAS, Target LLC is a limited liability company organized and existing under the laws of the State of New Jersey; and

WHEREAS, the Members of each of the constituent limited liability companies deems it advisable that Target LLC be merged into Acquiring LLC on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and State of New Jersey, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, Acquiring LLC and Target LLC, by their respective members, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

Acquiring LLC and Target LLC shall be merged into a single limited liability company, in accordance with applicable provisions of the laws of the State of New Jersey and of the State of Delaware, by Target LLC merging into Acquiring LLC, which shall be the surviving limited liability company.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of New Jersey and of the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of the Merger"):

1. The two Constituent LLCs shall be a single limited liability company, which shall be Dixie Chix, LLC, as the "Surviving LLC", and the separate existence of shall cease except to the extent provided by the laws of the State of Delaware in the case of a limited liability company after its merger into another limited liability company.

2. As of the Effective Date of the Merger, the Articles of Organization and Operating Agreement for Target LLC shall be terminated and of no further force or effect, and no party shall have any further rights, duties or obligations pursuant to those, except those provisions that, by their nature, survive the termination.

ARTICLE III

The Articles of Organization of Acquiring LLC shall not be amended in any respect by reason of this Plan and Agreement of Merger.

ARTICLE IV

The manner of converting the outstanding membership interests of each of the Constituent LLCs shall be as follows:

1. As of the Effective Date of the Merger, the membership interests outstanding immediately prior to the Effective Date of the Merger shall be converted automatically, without any action on the part of the holder thereof, into validly issued, fully paid and non-assessable membership interests in Acquiring LLC, with such membership interests having the respective rights, preferences and privileges set forth in the Articles of Organization and Operating Agreement of Acquiring LLC.
2. The members of Target LLC as of the Effective Date of the Merger shall contribute their interests in Target LLC to Acquiring LLC in exchange for the equivalent percentage of membership interests in Acquiring LLC.
3. Following the exchange of interests as set forth herein, Target LLC shall be liquidated, which such liquidation is hereby approved by the members of Target LLC and the members or managers of Acquiring LLC are hereby vested with all rights and authority necessary to effectuate such dissolution following the merger, including the filing of any necessary documents with the applicable Secretary of State.

ARTICLE V

The Surviving LLC agrees that it may be served with process in the State of New Jersey in any proceeding for enforcement of any obligation of any constituent limited liability company of New Jersey, as well as for enforcement of any obligation of the surviving limited liability company arising from this merger, including any suit or other proceeding to enforce the rights of any members as determined in appraisal proceedings pursuant to the provisions of Article 14A of the New Jersey Revised Statutes, General Corporation laws, and irrevocably appoints the Secretary of State of New Jersey as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving LLC at 207 Village Lane, Southampton, New Jersey 08088.

ARTICLE VI

In addition to the foregoing, the Constituent LLCs agree as follows:

1. U.S. Federal Income Tax Consequences. This Plan and Agreement of Merger has been structured to be treated, for U.S. federal income tax purposes, as if the Target LLC transferred its assets to the Acquiring LLC for membership interests of the Acquiring LLC pursuant to an exchange described in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and Treasury Regulation Section 1.368-2(b)(1)(iv), followed by a distribution of the membership interests of the Acquiring LLC to the members in liquidation of the Target LLC.
2. Amendment or Termination. This Plan and Agreement of Merger may be amended or terminated by the Acquiring Company and the Merger may be abandoned at any time prior to the Effective Date of the Merger, notwithstanding any prior approval of this Plan and Agreement of Merger by the members.
3. Counterparts. This Plan and Agreement of Merger may be executed in two or more counterparts, and each such counterpart and copy shall be and constitute an original instrument.
4. Governing Law. This Plan and Agreement of Merger shall be governed by and construed under the laws of the State of Delaware.

IN WITNESS WHEREOF, the Acquiring LLC and the Target LLC, pursuant to the approval and authority duly given by resolutions adopted by their respective members have caused this Plan and Agreement of Merger to be executed by an authorized member of each party thereto.

Dixie Chix, LLC, a Delaware limited liability company

By: Craig W. Colby

Title: Member

Name: Craig Colby

Dixie Chix Branding, LLC, a New Jersey limited liability company

By: Craig W. Colby

Title: Managing Member

Name: Craig W. Colby

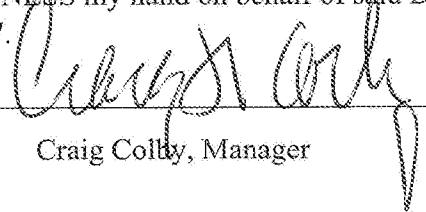
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REEL: 006325 FRAME: 0552

I, Craig Colby, Manager of Dixie Chix Branding LLC, a limited liability company organized and existing under the laws of the State of New Jersey, hereby certify, as such Manager of the said limited liability company, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said limited liability company by an authorized member of Dixie Chix Branding, LLC, was duly submitted to the members of said limited liability company at a special meeting of said members called and held separately from the meeting of members of any other limited liability company, upon waiver of notice, signed by all the members, for the purpose of considering and taking action upon said Plan and Agreement of Merger, and that by unanimous vote of the members thereby the Plan and Agreement of Merger was at said meeting duly adopted as the act of the members.

WITNESS my hand on behalf of said Dixie Chix Branding, LLC, on this 29th day of December, 2017.

By: _____


Craig Colby, Manager

**MEMBERS' RESOLUTION
APPROVING PLAN AND AGREEMENT OF MERGER
BY AND BETWEEN
DIXIE CHIX, LLC
AND
DIXIE CHIX BRANDING, LLC**

The undersigned, being all of members (the "Members") of Dixie Chix Branding, LLC, a New Jersey limited liability company, in lieu of holding a special meeting of the Members, hereby adopt the following actions, effective as of this date, such consent to have the same force and effect as a unanimous vote of the Members at a meeting duly held:

WHEREAS, Dixie Chix, LLC, hereinafter referred to as "Acquiring LLC," was organized and exists under the authority of the laws of the State of Delaware, entered into that certain Plan and Agreement of Merger by and between Acquiring LLC and Dixie Chix Branding, LLC, hereinafter referred to as "Target LLC," and said Target LLC was organized and exists under the authority of the laws of the State of New Jersey; and

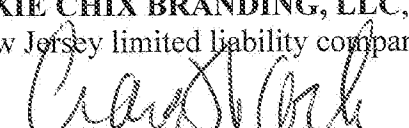
WHEREAS, the members of Target LLC determined it is advisable and beneficial to approve the Plan and Agreement of Merger to merge Target LLC with said Acquiring LLC, with Acquiring LLC being the sole surviving entity of such merger.

NOW, THEREFORE BE IT RESOLVED, that the members of Target LLC hereby approve the adoption of the Plan and Agreement of Merger, dated December 29, 2017. Said Plan Agreement of Merger was approved on December 29, 2017 by unanimous agreement of the Members of Acquiring LLC and by unanimous agreement of the members of Target LLC; and it is

FURTHER RESOLVED, that the Plan and Agreement of Merger and all of the terms and conditions set out in the aforementioned agreement are hereby approved.

IN WITNESS WHEREOF, this unanimous consent has been executed as of the 29th day of December, 2017, by the undersigned, thereunto duly authorized.

DIXIE CHIX BRANDING, LLC, a
New Jersey limited liability company

By: 
Craig Colby, Member

By: 
Michael Colby, Member

**MEMBERS' RESOLUTION
APPROVING PLAN AND AGREEMENT OF MERGER
BY AND BETWEEN
DIXIE CHIX, LLC
AND
DIXIE CHIX BRANDING, LLC**

The undersigned, being all of members (the "Members") of Dixie Chix, LLC, a Delaware limited liability company, in lieu of holding a special meeting of the Members, hereby adopt the following actions, effective as of this date, such consent to have the same force and effect as a unanimous vote of the Members at a meeting duly held:

WHEREAS, Dixie Chix, LLC, hereinafter referred to as "Acquiring LLC," was organized and exists under the authority of the laws of the State of Delaware, entered into that certain Plan and Agreement of Merger by and between Acquiring LLC and Dixie Chix Branding, LLC, hereinafter referred to as "Target LLC," and said Target LLC was organized and exists under the authority of the laws of the State of New Jersey; and

WHEREAS, the members of Acquiring LLC determined it is advisable and beneficial to approve the Plan and Agreement of Merger to merge Target LLC with said Acquiring LLC, with Acquiring LLC being the sole surviving entity of such merger.

NOW, THEREFORE BE IT RESOLVED, that the members of Acquiring LLC hereby approve the adoption of the Plan and Agreement of Merger, dated December 29, 2017. Said Plan Agreement of Merger was approved on December 29, 2017 by unanimous agreement of the Members of Acquiring LLC and by unanimous agreement of the members of Target LLC; and it is

FURTHER RESOLVED, that the Plan and Agreement of Merger and all of the terms and conditions set out in the aforementioned agreement are hereby approved.

IN WITNESS WHEREOF, this unanimous consent has been executed as of the 29th day of December, 2017, by the undersigned, thereunto duly authorized.

DIXIE CHIX, LLC, a Delaware
limited liability company

By: 
Craig Colby, Member

By: 
Michael Colby, Member