

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM478294

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SUSQUEHANNA PFALTZGRAFF CO.		06/01/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	SUSQUEHANNA PFALTZGRAFF LLC		
Street Address:	3280 Peachtree Road NW		
Internal Address:	Suite 2200		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30305		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1368191	WARM	
Registration Number:	1122039	OPERATION SNOWFLAKE	
CORRESPONDENCE DATA			
Fax Number:			
	<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>		
Email:	dlaker@paulweiss.com, aspoto@paulweiss.com, dewilliams@paulweiss.com		
Correspondent Name:	Danielle G. Laker		
Address Line 1:	Paul Weiss Rifkind Wharton & Garrison LLP		
Address Line 2:	1285 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10019-6064		
ATTORNEY DOCKET NUMBER:	22103-002		
NAME OF SUBMITTER:	Danielle Laker		
SIGNATURE:	/Danielle Laker/		
DATE SIGNED:	06/15/2018		
Total Attachments: 6			
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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SUSQUEHANNA PFALTZGRAFF CO." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SUSQUEHANNA PFALTZGRAFF CO." TO "SUSQUEHANNA PFALTZGRAFF LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2018, AT 3:09 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

380710 8100V
SR# 20184862826

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202805918
Date: 06-01-18

TRADEMARK
REEL: 006354 FRAME: 0562

**CERTIFICATE OF CONVERSION
OF
SUSQUEHANNA PFALTZGRAFF CO.
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY**

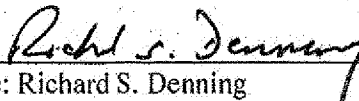
June 1, 2018

This CERTIFICATE OF CONVERSION (this "Certificate") is made pursuant to Section 18-214 of the Delaware Limited Liability Company Act (the "Act") and is hereby filed with the Secretary of State of the State of Delaware pursuant to Section 18-206 of the Act.

1. The name of the converting corporation immediately prior to the filing of this Certificate is Susquehanna Pfaltzgraff Co. (the "Converting Corporation").
2. The jurisdiction where the Converting Corporation was first incorporated, and the jurisdiction of the Converting Corporation immediately prior to the filing of this Certificate, is the State of Delaware.
3. The Converting Corporation was first incorporated on August 23, 1941.
4. The name of the limited liability company into which the Converting Corporation is being converted (the "Converted Entity"), as set forth in the Certificate of Formation of the Converted Entity, is Susquehanna Pfaltzgraff LLC.
5. This Certificate shall be effective on June 1, 2018.

[Signature Page Follows]

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


Name: Richard S. Denning
Title: Authorized Person

[Signature Page to Certificate of Conversion of Susquehanna Pfaltz-graff Co.]


Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SUSQUEHANNA PFALTZGRAFF LLC" FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2018, AT 3:09 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

380710 8100V
SR# 20184862826

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202805918
Date: 06-01-18

TRADEMARK
REEL: 006354 FRAME: 0565

CERTIFICATE OF FORMATION
OF
SUSQUEHANNA PFALTZGRAFF LLC

DATED AS OF JUNE 1, 2018

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is Susquehanna Pfaltzgraff LLC.

SECOND: The address of the registered office of the limited liability company in the State of Delaware is c/o THE CORPORATION TRUST COMPANY, 1209 Orange Street, Wilmington, Delaware, 19801.

THIRD: The name and address of the registered agent required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act is THE CORPORATION TRUST COMPANY, 1209 Orange Street, Wilmington, Delaware, 19801.

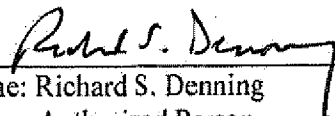
FOURTH: This Certificate shall be effective on June 1, 2018.

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State of Delaware
Secretary of State
Division of Corporations
Delivered 03:09 PM 06/01/2018
FILED 03:09 PM 06/01/2018
SR 0140001 100 Number 389710
TRADEMARK

REEL: 006354 FRAME: 0566

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the day and year first above written.


Name: Richard S. Denning
Title: Authorized Person

[Signature Page to Certificate of Formation of Susquehanna Pfaltz-graff LLC]