

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM474084

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Culver Franchising System, Inc.		10/12/2017	Corporation:
RECEIVING PARTY DATA			
Name:	Culver Franchising System, LLC		
Street Address:	1240 Water Street		
City:	Prairie du Sac		
State/Country:	WISCONSIN		
Postal Code:	53578		
Entity Type:	Limited Liability Company: WISCONSIN		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	2164875	AMERICA'S FAVORITES MADE FRESH	
Registration Number:	2587488	BLUE SPOON	
Registration Number:	2653686	BUTTERBURGER	
Registration Number:	2994334	BUTTERBURGERS	
Registration Number:	5327497	CONCRETE MIXER	
Registration Number:	1841058	CULVER'S	
Registration Number:	4282560	CULVER'S	
Registration Number:	3128098	CULVER'S	
Registration Number:	3323569	CULVER'S	
Registration Number:	3323105	CULVER'S BUTTERBURGERS & FROZEN CUSTARD	
Registration Number:	1841059	CULVER'S FROZEN CUSTARD BUTTERBURGERS	
Registration Number:	3643010	CULVER'S CARES	
Registration Number:	2290479	CULVER'S	
Registration Number:	2925165	CULVER'S VIP FOUNDATION	
Registration Number:	5306671	CULVER'S FOUNDATION	
Registration Number:	2925166	CULVER'S VIP FOUNDATION	
Registration Number:	2754000	GEORGE'S CHILI	
Registration Number:	5306658	THANK YOU FARMERS	
Registration Number:	4163962	WELCOME TO DELICIOUS	
TRADEMARK			

OP \$490.00 2164875

CORRESPONDENCE DATA**Fax Number:** 6086442156*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:** 608-644-2155**Email:** steveanderson@culvers.com**Correspondent Name:** Steven E Anderson**Address Line 1:** 1240 Water Street**Address Line 4:** Prairie du Sac, WISCONSIN 53578

NAME OF SUBMITTER:	Steven E. Anderson
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SIGNATURE:	/StevenE.Anderson/
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DATE SIGNED:	05/15/2018
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Total Attachments: 9

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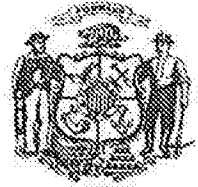
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DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, Mary Ann McCoshen, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

A handwritten signature in cursive script that reads "Mary Ann McCoshen".

MARY ANN McCOSHEN, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DATE: Oct 13, 2011

BY: Anne W. Macvicar

FILING FEE \$150.00

OPTIONAL EXPEDITED SERVICE + \$25.00

DO NOT STAPLE

Sec. 178.1144,
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:

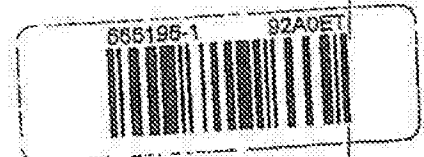
Company Name: Culver Franchising System, Inc.		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" 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: Culver Franchising System, 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>Wisconsin</u> (state or country)

DFI/CORP/1000 (0703/17)



TRADEMARK
REEL: 006386 FRAME: 0695

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): Diana Shebel	Registered Office: 1240 Water St. Prairie du Sac, WI 53578-1091
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): Steven E. Anderson	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 1240 Water St. Prairie du Sac, WI 53578-1091
Additional Entry for a Limited Partnership or General Partnership only →	Record/Principal Office:

7. Executed on October 12, 2017 (date) by the business entity **PRIOR TO ITS CONVERSION**.


(Signature)

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

Joseph Koss

(Printed Name)

For a corporation

Title: President OR Secretary
or other officer title _____

For a limited partnership/general partnership/
limited liability partnership

For a limited liability company

Title: Member OR Manager

Title: General Partner Partner

This document was drafted by Paul T. Wrycha, Foley & Lardner LLP

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
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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**.

CERTIFICATE OF CONVERSION

Attorney Paul T. Wrycha
Foley & Lardner LLP
150 East Gilman Street
Madison, WI 53703

Enter your return address within the bracket above.

Phone number during the day: (608) 258-4314

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.

Exhibit A

**PLAN OF CONVERSION
OF
CULVER FRANCHISING SYSTEM, INC.
INTO
CULVER FRANCHISING SYSTEM, LLC**

THIS PLAN OF CONVERSION (this "Plan of Conversion") is made and entered into as of the 12th day of October, 2017, Culver Franchising System, Inc., a Wisconsin corporation (the "Company").

RECITALS

A. The Company was organized on July 20, 1987, as a Wisconsin corporation.

B. The Company has determined that it is in its best interest to convert from a Wisconsin corporation to a Wisconsin limited liability company pursuant to Sections 180.1161(3) & (5) and 183.1207(3) & (5) of the Wisconsin Statutes (the "Conversion").

NOW, THEREFORE, in consideration of the premises and the agreements herein contained, the Company hereby adopts the following agreements, terms and conditions relating to the Conversion and the manner of carrying the same into effect:

1. Name and Organization Before Conversion. The name of the Company before the Conversion is Culver Franchising System, Inc., a Wisconsin corporation. It was organized as corporation under Chapter 180 of the Wisconsin Statutes.

2. Name and Organization After Conversion. The name of the Company after the Conversion shall be Culver Franchising System, LLC, a Wisconsin limited liability company. It will be organized as a Wisconsin limited liability company pursuant to the Wisconsin Limited Liability Company Act.

3. Registered Agent and Registered Office. The registered agent of the Company before Conversion was Diana Shebel. The address of the registered office of the Company before the Conversion was 1240 Water St., Prairie du Sac, Wisconsin 53578-1091. The registered agent of the Company after the Conversion shall be Steven E. Anderson. The address of the registered office of the Company after the Conversion shall be 1240 Water St., Prairie du Sac, Wisconsin 53578-1091.

4. Manner and Basis of Converting Shares. On the Effective Date, by virtue of the Conversion and without further action or deed by or on behalf of the Company or the shareholders thereof, each outstanding share of Common Stock will be converted into .0019892580 Common Units of ownership interest in Culver Franchising System, LLC. Accordingly, the 502,700 shares of Common Stock outstanding as of the date hereof will convert into 1,000 Common Units of ownership interest in Culver Franchising System, LLC.

5. Amendment. This Plan of Conversion may be amended, modified or supplemented at any time prior to the Effective Date of the Conversion with the consent of the shareholders of the Company.

Exhibit B

ARTICLES OF ORGANIZATION
OF
CULVER FRANCHISING SYSTEM, LLC

ARTICLE I
Name

The name of the limited liability company is Culver Franchising System, LLC.

ARTICLE II
Organization

The limited liability company is organized under Chapter 183 of the Wisconsin Statutes.

ARTICLE III
Management

Management of the limited liability company shall be vested in its manager(s).

ARTICLE IV
Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 1240 Water Street, Prairie Du Sac, WI 53578. Its initial registered agent at such address is Steven E. Anderson.



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180
CULVER FRANCHISING SYSTEM, INC.

Received Date: 10/12/2017

Filed Date: 10/13/2017

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: C032364

CONVERTS FROM CHAP 180 DOM BUSINESS CORP TO CHAP 183 DOM LLC
CHANGES AGENT