

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM499300

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Unico, Inc.		06/29/2018	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	Unico, LLC		
Street Address:	200 State Street		
City:	Beloit		
State/Country:	WISCONSIN		
Postal Code:	53511		
Entity Type:	Corporation: WISCONSIN		
PROPERTY NUMBERS Total: 18			
Property Type	Number	Word Mark	
Registration Number:	4180019	AHD	
Registration Number:	3477645	CRP	
Registration Number:	4522730	CRP	
Registration Number:	4704605	DPF	
Registration Number:	3658473	EOP	
Registration Number:	3877247	GMC	
Registration Number:	3241943	GPL	
Registration Number:	5027586	LGC	
Registration Number:	3321636	LRP	
Registration Number:	4408410	LRP	
Registration Number:	2809797	STF	
Registration Number:	4007850	UNICO U	
Registration Number:	2713996	UEDIT	
Registration Number:	4007851	UNICO	
Registration Number:	1018399	UNICO	
Registration Number:	2662120	UNICO U	
Registration Number:	5518272	UWS	
Registration Number:	3758024	VPC	

CH \$465.00 4180019

CORRESPONDENCE DATA**Fax Number:**

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: 4142988185
Email: tadmin@reinhardtllaw.com
Correspondent Name: Daniel E. Kattman
Address Line 1: 1000 N. Water Street
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	UNICO Conversion Recordat
NAME OF SUBMITTER:	Daniel E. Kattman
SIGNATURE:	/dek/
DATE SIGNED:	11/23/2018

Total Attachments: 12

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For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

UNICO, INC.

Received Date: 6/28/2018

Filed Date: 6/29/2018

Filing Fee: \$150.00

Expedited Fee: \$25.00

Entity ID#: U013566

Total Fee: \$175.00

Certificate of Conversion, converting a WI domestic Corp (Chap 180) into a WI domestic LLC (Chap 183)

Name Change

Effective Date: June 28, 2018

OOS# 201806285618857

PAGE 4/14 REC'D 6/28/2018 4:17:37 PM [Central Daylight Time] PRD 082676813

Sec. 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:
Unico, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Wisconsin (state or country *)
	<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.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes No

IMPORTANT – If you answer yes, the entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the conversion.

NOTE: Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

* 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.

3. After conversion:

Company Name:
Unico, LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)
	<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.)	

FILING FEE - \$150.00 Use of this form is mandatory.
DFI/CORP/1000(R11/12)

1



PAGE 5/14 REC'D 6/28/2018 4:17:37 PM [Central Daylight Time] PRD 082676813

4. A Plan of Conversion containing all the following parts is **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. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
 - F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is **optional**.)
 - G. Other provisions relating to the conversion, as determined by the business entity.
5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.
6. 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): CORPORATION SERVICE COMPANY	Registered Office: 8040 EXCELSIOR DR STE 400 MADISON , WI 53717-2915
Additional Entry for a Limited Partnership only →	Record Office:

7. 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): CORPORATION SERVICE COMPANY	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 8040 EXCELSIOR DR STE 400 MADISON , WI 53717-2915
Additional Entry for a Limited Partnership only →	Record Office:

PAGE 6/14 REC'D 6/28/2018 4:17:37 PM [Central Daylight Time] PRD 082675813

8. Executed on June 28, 2018 (date) by the business entity PRIOR TO ITS CONVERSION.



(Signature)

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

Thomas E. Valentyn

(Printed Name)

For a limited partnership

Title: General Partner

For a corporation

Title: President OR Secretary
or other officer title

For a limited liability company

Title: Member OR Manager

INSTRUCTIONS (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

<p>Submit one original and one exact copy 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. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.</p>		
<p>Mailing Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846</p>	<p>Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave -- Suite 300 Madison WI 53703</p>	<p>Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818</p>

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. 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. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity after conversion.

DFI/CORP/1000(R11/12)

Exhibit A,

**PLAN OF CONVERSION
OF
UNICO, INC.
INTO
UNICO, LLC**

THIS PLAN OF CONVERSION, dated as of June 27, 2018, (the "Plan of Conversion"), is by and between Unico, Inc., a Wisconsin corporation (the "Corporation") and Regal Beloit de Mexico Holding, LLC, a Wisconsin limited liability company (the "Stockholder").

WHEREAS, the Corporation has Six Million (6,000,000) shares of voting and nonvoting common stock with \$.01 par value per share ("Common Stock"), authorized for issuance, of which One Thousand (1,000) shares of Common Stock are issued and outstanding as of the date hereof, and are owned of record by the Stockholder.

WHEREAS, Regal Beloit Corporation, a Wisconsin corporation ("Parent"), caused the Stockholder to be organized on June 18, 2018, as part of Parent's plan to own all the outstanding equity interests of the Stockholder from and after the time of incorporation of the Stockholder.

WHEREAS, pursuant to a Stock Contribution and Unit Subscription Agreement, dated as of June 27, 2018, between Parent and the Stockholder (the "Contribution and Subscription Agreement"), Parent transferred the outstanding shares of Common Stock to the Stockholder in exchange for 1,000 membership units of the Stockholder (the "Contribution").

WHEREAS, the Stockholder and all of the members of the board of directors (each a "Director" and, collectively, the "Board") of the Corporation deem it in the best interest of the Corporation and the Stockholder that the Corporation be converted into a Wisconsin limited liability company (the "Conversion"), following which the converted entity will be known as "Unico, LLC" (the "LLC") upon the terms and conditions provided in this Plan of Conversion and pursuant to the Wisconsin Business Corporation Law and the Wisconsin Limited Liability Company Act.

WHEREAS, (i) the Corporation and the Stockholder intend that the Contribution and the Conversion be treated for U.S. federal and applicable state and local income tax purposes as a reorganization under section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and (ii) this Plan of Conversion (together with the Contribution and Subscription Agreement) constitutes a plan of reorganization as described in Treas. Reg. § 1.368-2(g).

NOW, THEREFORE, in consideration of the premises and the agreements herein contained, the Corporation and the Stockholder hereby adopt and agree to the following agreements, terms and conditions relating to the Conversion and the mode of carrying the same into effect:

PAGE 8/14 REC'D 6/28/2018 4:17:37 PM [Central Daylight Time] PRD 082678813

PAGE 9/14 REC'D 6/28/2018 4:17:37 PM [Central Daylight Time] PRD 082676913

**ARTICLE I
THE CONVERSION**

Section 1.1 The Conversion.

Subject to the terms and conditions of this Plan of Conversion, the Corporation will be converted into a Wisconsin limited liability company in accordance with the relevant provisions of the Wisconsin Business Corporation Law and the Wisconsin Limited Liability Company Act. The Wisconsin limited liability company shall be known as Unico, LLC and shall be organized and governed as a limited liability company under the laws of the State of Wisconsin.

Section 1.2 Effective Time of Conversion.

Subject to the provisions of this Plan of Conversion, a Certificate of Conversion and Articles of Organization of the LLC shall be duly prepared and executed by the Corporation and thereafter delivered to the Wisconsin Department of Financial Institutions (“WDFI”), for filing as soon as practicable after the date hereof. The Conversion shall become effective at 11:59 p.m., Central Time, on Thursday, June 28, 2018 (the “Effective Time”).

Section 1.3 Continuation of Corporate Existence.

Except as otherwise set forth herein, at the Effective Time, the corporate existence and identity of the Corporation, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue under the laws of the State of Wisconsin and shall remain unaffected and unimpaired by the Conversion. At the Effective Time, the corporate existence and identity of the Corporation, with all its purposes, powers, franchises, privileges, rights and immunities, shall be converted into a limited liability company. The Conversion shall have the effects set forth in this Plan of Conversion and without limiting the generalities of the foregoing, all of the statements set forth in the Wisconsin Business Corporation Law and the Wisconsin Limited Liability Company Act shall apply.

At the Effective Time:

(a) The Conversion of the Corporation into the LLC shall not be deemed to affect any obligations or liabilities of the Corporation incurred prior to the Conversion or the personal liability of any person incurred prior to the Conversion.

(b) All of the rights, privileges and powers of the Corporation, and all property, whether real, personal or mixed, and all debts due to the Corporation, as well as all other procedures and causes of action belonging to the Corporation, shall remain vested in the LLC and shall be the property of the LLC, and the title to any real property vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of the Conversion; all rights of creditors and all liens upon any property of the Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Corporation shall remain attached to the LLC and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as a limited liability company. The rights, privileges, powers and

PAGE 10/14 REC'D 8/28/2018 4:17:37 PM [Central Daylight Time] PRD 082676813

interests in property of the Corporation, as well as the debts, liabilities and duties of the Corporation, shall not be deemed, as a consequence of the Conversion, to have been transferred to the LLC to which the Corporation has converted for any purposes of the laws of the State of Wisconsin.

Section 1.4 Approval.

The Conversion contemplated by this Plan of Conversion has been approved by the Stockholder and by the Board in the manner provided by the Wisconsin Business Corporation Law and the Wisconsin Limited Liability Company Act.

**ARTICLE II
CORPORATE GOVERNANCE**

Section 2.1 Articles.

The Articles of Incorporation of the Corporation in effect at the Effective Time shall be cancelled, and Articles of Organization shall be filed with WDFI for the LLC as described in Section 1.2.

Section 2.2 Member Management.

At the Effective Time, the Stockholder shall be deemed the sole member of the LLC and the sole manager of the LLC.

Section 2.3 Officers

At the Effective Time, the officers of the Corporation shall remain the officers of the LLC, unaffected by the Conversion.

Section 2.4 Bylaws.

At the Effective Time, the Bylaws of the Corporation in effect at the Effective Time shall be cancelled.

Section 2.5 Street Address.

At the Effective Time, the street address and principal place of business of the LLC shall be 200 State Street, Beloit, Wisconsin 53511.

**ARTICLE III
COMMON STOCK AND MEMBERSHIP INTEREST**

Section 3.1 Conversion of Shares.

At the Effective Time, by virtue of the Conversion and without any action on the part of the Stockholder, each share of Common Stock outstanding immediately prior to the Effective Time shall be automatically cancelled and retired, and the Stockholder shall become the sole owner of all the interests in the LLC.

PAGE 11/14 REC'D 6/28/2018 4:17:37 PM [Central Daylight Time] PRD 082676813

**ARTICLE IV
CONDITIONS; TERMINATION; MISCELLANEOUS**

Section 4.1 Conditions to the Conversion.

There are no conditions precedent to the consummation of the Conversion.

Section 4.2 Termination.

This Plan of Conversion may be terminated by the Corporation (with the prior written consent of the Stockholder) at any time prior to the Effective Time.

Section 4.3 Amendment; Modification.

Subject to applicable law, this Plan of Conversion may be amended, modified or supplemented at any time prior to the Effective Time by the Corporation (with the prior written consent of the Stockholder).

Section 4.4 Assignment; Parties in Interest.

This Plan of Conversion shall be binding upon, and inure solely to the benefit of, the Corporation and the Stockholder and their respective successors and assigns, but shall not be assigned by the Corporation or the Stockholder, by operation of law or otherwise, without the prior written consent of the other party. Nothing in this Plan of Conversion, expressed or implied, is intended to confer upon any person other than the Corporation or the Stockholder any rights or remedies of any nature whatsoever under or by reason of this Plan of Conversion.

Section 4.5 Prior Acts Superseded.

Except as otherwise provided herein, this Plan of Conversion supersedes any other agreement, whether written or oral, that may have been made or entered into by the Corporation and the Stockholder relating to the Conversion. This Plan of Conversion constitutes the entire agreement by the Corporation and the Stockholder relating to the Conversion, and there are no agreements or commitments with respect to the Conversion except as set forth herein.

Section 4.6 Captions and Counterparts.

The captions in this Plan of Conversion are for convenience only and shall not be considered a part of, or affect the construction or interpretation of, any provision of this Plan of Conversion. This Plan of Conversion may be executed in several counterparts, each of which shall be deemed an original and all of which together constitute one and the same instrument.

Section 4.7 Governing Law.

This Plan of Conversion shall be construed and interpreted in accordance with the laws of the State of Wisconsin.

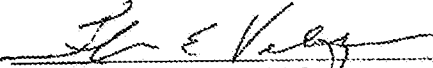
[Signature Page Follows]

PAGE 13/14 REC'D 6/28/2018 4:17:37 PM [Central Daylight Time] PRD 082876813

IN WITNESS WHEREOF, the Corporation and the Stockholder have caused this Plan of Conversion to be executed as of the date first written above.

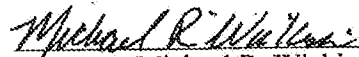
CORPORATION:

UNICO, INC.

By: 
Name: Thomas E. Valentyn
Title: Vice President & Secretary

STOCKHOLDER:

REGAL BELOIT DE MEXICO HOLDING,
LLC

By: 
Name: Michael R. Wickiser
Title: President

[Signature Page to the Plan of Conversion of Unico, Inc.]

PAGE 14/14 REC'D 6/28/2018 4:17:37 PM [Central Daylight Time] PRD 082676813

State of Wisconsin
Department of Financial Institutions
ARTICLES OF ORGANIZATION -- LIMITED LIABILITY COMPANY

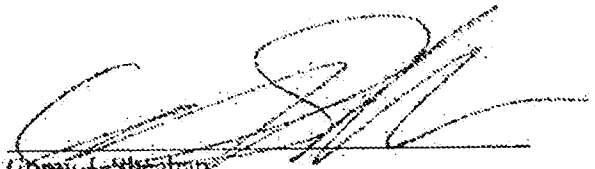
Executed by the undersigned for the purpose of forming a Wisconsin limited liability company under Ch. 183 of the Wisconsin statutes:

- Article 1. **Name of the limited liability company:**
Unico, LLC
- Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.
- Article 3. **Name of the initial registered agent:**
Corporation Service Company.
- Article 4. **Street address of the initial registered office:**
8040 Excelsior Dr.
Ste 400
Madison, WI 53717-2915
- Article 5. **Management of the limited liability company shall be vested in:**
Its members
- Article 6. **Name and complete address of each organizer:**

Corey J. Sheahan
c/o Foley & Lardner LLP
90 Park Avenue
New York, NY 10016

This document was drafted by:
Corey J. Sheahan

Executed on this 28th day of June, 2018.



Corey J. Sheahan
Sole Organizer

PAGE 7/14 REC'D 6/28/2018 4:17:37 PM [Central Daylight Time] PRD 082676813

Fee simple ownership interest Yes No (for DFI use only)
CERTIFICATE OF CONVERSION

[Corey Sheahan
c/o Foley & Lardner LLP
90 Park Avenue
New York, NY 10016]

L Enter your return address within the bracket above.

Phone number during the day: (212) 338 - 3497

INSTRUCTIONS (Cont'd)

4. 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 use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

5. 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.

6. 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, also provide the address of its record office.

7. 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, also provide the address of its record 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.

8. 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.

DFI/CORP/1000(R11/12)