

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM506444

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Proserv Operations, Inc.		03/21/2018	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	Proserv Operations, LLC		
Street Address:	13105 NORTHWEST FREEWAY,		
Internal Address:	SUITE 250		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77040		
Entity Type:	Limited Liability Company: TEXAS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2528865	CAC	
Registration Number:	2543748	CAC	
CORRESPONDENCE DATA			
Fax Number:	3128622200		
<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>			
Phone:	3128623837		
Email:	raza.siddiqui@kirkland.com		
Correspondent Name:	Raza Siddiqui		
Address Line 1:	300 N. Lasalle		
Address Line 2:	Kirkland & Ellis LLP		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	38725-520		
NAME OF SUBMITTER:	Raza Siddiqui		
SIGNATURE:	/razasiddiqui/		
DATE SIGNED:	01/17/2019		
Total Attachments: 12			
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Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Proserv Operations, Inc.
File Number: 103822300

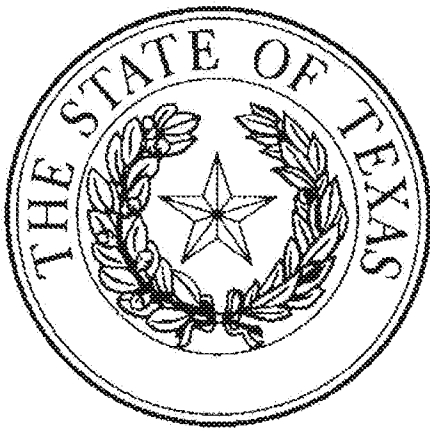
Converting it to

Proserv Operations, LLC
File Number: 802968855

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 03/21/2018

Effective: 03/21/2018



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos
Secretary of State



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

Proserv Operations, LLC
File Number: 802968855

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 03/21/2018

Effective: 03/21/2018



A handwritten signature in black ink, appearing to read "R. Pablos".

Rolando B. Pablos
Secretary of State

Form 632
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See instructions



**Certificate of Conversion
of a
Corporation Converting
to a
Limited Liability Company**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

MAR 21 2018

Corporations Section

Converting Entity Information

The name of the converting corporation is:

Proserv Operations, Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: May 12, 1987

The file number, if any, issued to the corporation by the secretary of state, is: 103822300

Plan of Conversion—Alternative Statements

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

Proserv Operations, LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

Street or Mailing Address City State Country Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

Street or Mailing Address City State Country Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Certificate of Formation for the Converted Entity

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: March 21, 2018

D. Laro

VICE PRESIDENT, CHIEF OPERATING OFFICER & SECRETARY

Signature and title of authorized person on behalf of the converting entity

PLAN OF CONVERSION
FOR
PROSERV OPERATIONS, INC.

Pursuant to § 10.101 of the Texas Business Organizations Code, Proserv Operations, Inc., a corporation organized in the State of Texas (the "*Corporation*"), adopts the following Plan of Conversion, as of March 21, 2018, to convert the Corporation into a limited liability company formed and existing under the laws of the State of Texas:

RECITALS

WHEREAS, the Corporation is duly organized and existing under the laws of the State of Texas; and

WHEREAS, the board of directors of the Corporation has determined that it is in the best interest of the Corporation to convert its form of organization from a Corporation to a limited liability company formed and existing under the laws of the State of Texas (the "*Conversion*"); and

WHEREAS, the corporation desires to adopt a Plan of Conversion (this "*Plan*") setting forth the terms of the Conversion; and

WHEREAS, the board of directors of the Corporation has, and hereby does, approve the Conversion and this Plan, together with all exhibits attached thereto; and

WHEREAS, for federal income tax purposes, it is intended that the Conversion shall qualify as a reorganization without the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "*Code*").

AGREEMENT

NOW, THEREFORE, for and in consideration of the premises, the mutual covenants, rights and obligations set forth in this Plan, the benefits to be derived therefrom, and other good and valuable consideration, the receipt and the sufficiency of which is hereby acknowledged and confessed, the Corporation and its board of directors agree as follows:

1. Entity Name, Type, Jurisdiction. The names, states of formation, and organizational forms of the converting entity and the converted entity, respectively, are:
 - 1.1 Proserv Operations, Inc., a Texas corporation ("*Converting Entity*"); and
 - 1.2 Proserv Operations, LLC, a Texas limited liability company ("*Converted Entity*").

2. Continuation of Existence. The Converting Entity shall continue its existence without interruption in the organizational form of the Converted Entity rather than in the organizational form of the Converting Entity.
3. Manner / Basis of Conversion. Upon filing the Certificate of Conversion, the Converting Entity shall convert to the Converted Entity, and the existence of the Converted Entity shall be deemed to have commenced on the date the Converting Entity commenced its existence.
 - 3.1 Certificate of Formation. Attached hereto as Exhibit A is the initial Certificate of Formation of the Converted Entity that shall be filed with the Secretary of State of the State of Texas contemporaneously with the filing of the Certificate of Conversion.
4. Filing and Effectiveness. This Plan has been approved as required by the laws of the jurisdiction of formation and the governing documents of the Converting Entity. Thus, an authorized representative is hereby authorized to execute and file a Certificate of Conversion with the Secretary of State of the State of Texas. It is intended that the conversion shall become effective when the Certificate of Conversion is accepted and filed by the Secretary of State (the "*Effective Time*").
5. General.
 - 5.1 Without limiting the generality of the foregoing, and subject thereto:

All rights, title and interests to all property, real, personal and mixed, owned by the Converting Entity, subject to any existing liens or other encumbrances on the property, shall remain vested in the Converted Entity and shall be the property of the Converted Entity in the new organizational form without reversion or impairment, further act or deed, or any transfer or assignment having occurred. All liabilities and obligations of the Converting Entity continue to be liabilities and obligations of the Converted Entity in the new organizational form without impairment or diminution because of the Conversion. Rights of creditors or other parties and may be enforced against the Converted Entity with respect to liabilities and obligations incurred or contracted by the Converting Entity. Proceedings by or against the Converting Entity may be continued by or against the Converted Entity;
 - 5.2 Further Assurances. From time to time, as and when required by the Converted Entity or by its successors or assigns, there shall be executed and delivered such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in, or conform of record or otherwise by the Converted Entity, all title to and possession of the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of the Converting Entity and otherwise to carry out the purposes of this Plan of Conversion, and the appropriate officers of the Converted Entity are fully authorized in the name and on behalf of the Converting

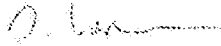
Entity or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

- 5.3 Governing Law. This Plan shall in all respects be governed by, construed, interpreted and enforced in accordance with and governed by the laws of the State of Texas, excluding any conflict of laws rule or principle that might refer the governance or the construction of this Plan to the law of another jurisdiction.

[Signature Page Follows]

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

PROSERV OPERATIONS, INC.,
a Texas corporation

By: 
Name: Davis Larssen
Title: Vice President, Chief Operating Officer and Secretary

[Signature Page to Proserv Operations, Inc. - Plan of Conversion]

TRADEMARK
REEL: 006529 FRAME: 0244

EXHIBIT A

CERTIFICATE OF FORMATION

See Attached.

Form 205
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$300



**Certificate of Formation
Limited Liability Company**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
MAR 21 2018
Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Proserv Operations, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

C T Corporation System

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name M.I. Last Name Suffix

C. The business address of the registered agent and the registered office address is:

1999 Bryan St., Ste. 900 Dallas TX 75201-3136
Street Address City State Zip Code

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1			
NAME (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
<u>David</u>	<u>Lamont</u>		
<u>First Name</u>	<u>M.I.</u>	<u>Last Name</u>	<u>Suffix</u>
OR			
IF ORGANIZATION			
<u>Organization Name</u>			
ADDRESS			
<u>15151 Sommermeyer St</u>	<u>Houston</u>	<u>TX</u>	<u>USA 77041-5332</u>
<u>Street or Mailing Address</u>	<u>City</u>	<u>State</u>	<u>Country</u> <u>Zip Code</u>

GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
Davis		Larsen		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
15151 Sommermeyer St		Houston	TX	USA 77041-5332
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Country Zip Code</i>

GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
<i>Street or Mailing Address</i>		<i>City</i>	<i>State</i>	<i>Country Zip Code</i>

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Proserv Operations, LLC is being formed pursuant to a plan of conversion. The converting entity is Proserv Operations, Inc., a corporation organized in the State of Texas on May 12, 1987 and located at 15151 Sommermeyer St, Houston, TX 77041-5332

Organizer

The name and address of the organizer:

Davis Larssen

Name

15151 Sommermeyer St

Houston

TX 77041-5332

Street or Mailing Address

City

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

[Empty rectangular box for event or fact]

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: March 21, 2018

D. Larssen

Signature of organizer

Davis Larssen

Printed or typed name of organizer