

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM511773

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Woot, Inc.		12/03/2018	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	Woot LLC		
Street Address:	4121 International Parkway		
City:	Carrollton		
State/Country:	TEXAS		
Postal Code:	75007		
Entity Type:	Limited Liability Company: TEXAS		
PROPERTY NUMBERS Total: 27			
Property Type	Number	Word Mark	
Registration Number:	5082457		
Registration Number:	5105225		
Registration Number:	5195821		
Registration Number:	5475737	APPSCLUSIVE	
Registration Number:	5219653	APPSCLUSIVE	
Registration Number:	3638522	BAG O' CRAP	
Registration Number:	3811816	DEALS.WOOT!	
Registration Number:	4056551	I WANT ONE!	
Registration Number:	4664243		
Registration Number:	4664241	!	
Registration Number:	3817809	ONE COMMUNITY, EVERY DEAL.	
Registration Number:	5041342	WOOT!	
Serial Number:	88084629	WOOT CELLARS	
Registration Number:	4098136	WOOT!	
Serial Number:	85061834	WOOT!	
Registration Number:	3397587	WOOT!	
Registration Number:	3499780	WOOT!	
Registration Number:	4127560		
Registration Number:	3868482	KIDS.WOOT!	

OP \$690.00 5082457

Property Type	Number	Word Mark
Registration Number:	3800682	SELLOUT.WOOT!
Registration Number:	3844847	SHIRT.WOOT!
Registration Number:	3012788	WOOT
Registration Number:	4664242	WOOT!
Registration Number:	4664240	WOOT!
Registration Number:	4731952	WOOT!
Registration Number:	4462963	WOOT-OFF!
Registration Number:	4881896	

CORRESPONDENCE DATA

Fax Number: 2142064330

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: 2142064300

Email: trina@richardlawgroup.com

Correspondent Name: David J. Diamond

Address Line 1: 13355 Noel Road

Address Line 2: Suite 1350

Address Line 4: Dallas, TEXAS 75240

NAME OF SUBMITTER:	David J. Diamond
SIGNATURE:	/David J. Diamond/
DATE SIGNED:	02/27/2019

Total Attachments: 7

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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

WOOT, INC.
File Number: 800234430

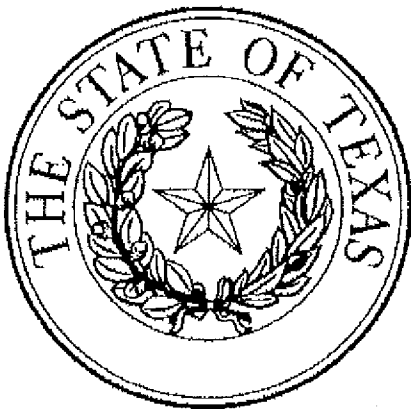
Converting it to

Woot LLC
File Number: 803177429

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: 11/30/2018

Effective: 12/03/2018 02:01 am



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**

Woot LLC
File Number: 803177429

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: 11/30/2018

Effective: 12/03/2018 02:01 am



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
NOV 30 2018
Corporations Section

Converting Entity Information

The name of the converting corporation is:

Woot, Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: August 12, 2003

The file number, if any, issued to the corporation by the secretary of state, is: 800234430

Plan of Conversion—Alternative Statements

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

Woot 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:

4121 International Pkwy	Carrollton	TX	USA	75007
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:

4121 International Pkwy	Carrollton	TX	USA	75007
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: December 3, 2018 at 2:01 a.m. Central Time

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

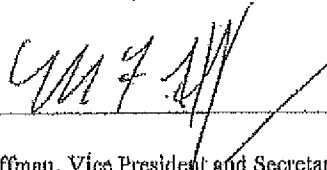
☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

☒ 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: November 30, 2018



Mark F. Hoffman, Vice President and Secretary

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

**CERTIFICATE OF FORMATION
OF
WOOT LLC
A Texas Limited Liability Company**

The undersigned hereby adopts the following Certificate of Formation for Woot LLC, a Texas limited liability company (the "*Company*"). The Company is being formed pursuant to the Plan of Conversion of Woot, Inc., a Texas for-profit corporation, with a principal place of business at 4121 International Pkwy Carrollton, TX 75007, originally formed on August 12, 2003, and assigned the filing number 800234430.

1. The filing entity being formed is a limited liability company. The name of the limited liability company is Woot LLC.

2. The Company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Texas Business Organizations Code.

3. The initial registered agent is an organization by the name of Corporation Service Company dba CSC - Lawyers Incorporating Service Company. The business address of the registered agent and the registered office address is 211 East 7th Street, Suite 620, Austin, TX 78701.

4. The Company is to be managed by one or more managers. The number of initial managers, who shall serve as managers until the first annual meeting of members of the Company, or until their successors are duly elected, shall be two (2). The name and address of such initial manager are as follows:

Mark F. Hoffman
211 East 7th Street, Suite 620
Austin, TX 78701

Gayle Tagawa
211 East 7th Street, Suite 620
Austin, TX 78701

5. A manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except that this Article does not eliminate or limit the liability of a manager to the extent the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission not in good faith that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of a manager is expressly provided in an applicable statute. Any repeal or amendment of this Article by the members of the Company shall be prospective only and

shall not adversely affect any limitation on the liability of a manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager of the Company is not liable as set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a manager.

This Certificate of Formation of Woot LLC shall be effective as of December 3, 2018, at 2:01 a.m. Central Time.

[Remainder of Page Intentionally Left Blank]

EXECUTED this 30th day of November, 2018,

WOOT, INC.

By: 

Name: Mark F. Hoffman

Title: Vice President and Secretary

SIGNATURE PAGE TO
CERTIFICATE OF FORMATION OF WOOT LLC

Document 4.3.4
4815-6004-1338.v2

RECORDED: 02/27/2019

TRADEMARK
REEL: 006575 FRAME: 0114