

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM536754

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
William Rast Licensing, LLC		06/24/2016	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	William Rast Licensing, LLC		
Street Address:	601 W. 26th Street		
Internal Address:	Suite 900		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10001		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	5036745	WILLIAM RAST	
Registration Number:	5036746	WILLIAM RAST	
Registration Number:	3248653	WILLIAM RAST	
Registration Number:	5146842		
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>			
Phone:	2128278188		
Email:	tsoinger@sbg-ny.com		
Correspondent Name:	Tracy Soinger		
Address Line 1:	601 W. 26th Street, #900		
Address Line 2:	Sequential Brands Group		
Address Line 4:	New York, NEW YORK 10001		
NAME OF SUBMITTER:	Tracy Soinger		
SIGNATURE:	/tsoinger/		
DATE SIGNED:	08/15/2019		
Total Attachments: 5			

CH \$115.00 5036745

source=CONVERSION#page1.tif

source=CONVERSION#page2.tif

source=CONVERSION#page3.tif

source=CONVERSION#page4.tif

source=CONVERSION#page5.tif



**State of California
Secretary of State**

Certificate of Conversion

CONV-1A File #

2006-24310013

FILED
Secretary of State
State of California

JUN 24 2016

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Converted Entity William Rast Licensing, LLC			
2. Form of Entity Limited Liability Company		3. Jurisdiction Delaware	
4. Mailing Address of Chief Executive Office 601 West 26th Street, 10th Floor, New York, NY, 10001		City	State Zip Code
5. Street Address of Chief Executive Office - Do not list a P.O. Box 01 West 26th Street, 10th Floor, New York, NY, 10001		City	State Zip Code
6. Street Address of the California Office, if any - Do not list a P.O. Box		City	State Zip Code CA
7. If the converting entity is a California corporation, limited liability company, limited partnership or general partnership, you must designate an agent for service of process: Item 7a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 7b: If the agent is an individual, list the agent's business or residential street address. Item 7c: If the agent is an individual, list the mailing address of the converted entity's agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.			
a. Name of Agent For Service of Process Corporation Service Company Which Will Do Business In California As CSC-Lawyers Incorporating Service			
b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box		City	State Zip Code
c. If an individual, Mailing Address of Agent for Service of Process		City	State Zip Code

Converting Entity Information

8. Name of Converting Entity William Rast Licensing, LLC		
9. Form of Entity Limited Liability Company	10. Jurisdiction California	11. CA Secretary of State File Number, if any 200624310013
12. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class: The class and number of outstanding interests entitled to vote AND The percentage vote required of each class. All Membership Interest 100%		

Additional Information

13. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

14. I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of my own knowledge. I declare I am the person who executed this instrument, which execution is my act and deed.

24, June, 2016
Date

Signature of Authorized Person: *[Signature]*
Type or Print Name and Title of Authorized Person: Yehuda Shmidman Manager

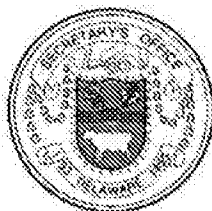
Signature of Authorized Person: _____
Type or Print Name and Title of Authorized Person: _____

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 CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "WILLIAM RAST LICENSING, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2016, AT 10:08 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

6078145 8100V
SR# 20195786177

Authentication: 203146425
Date: 07-02-19

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

TRADEMARK
REEL: 006721 FRAME: 0321

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Non-Delaware Limited Liability Company first formed is California
- 2.) The jurisdiction immediately prior to filing this Certificate is California
- 3.) The date the Non-Delaware Limited Liability Company first formed is October 1, 2006
- 4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is William Rast Licensing, LLC
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is William Rast Licensing, LLC

IN WITNESS WHEREOF the undersigned have executed this Certificate on the
24 day of June, A.D. 2016

By: 
Authorized Person

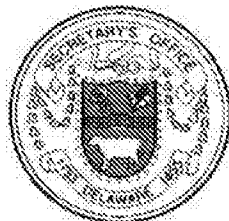
Name: Yehuda Shmidman
Print or Type

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "WILLIAM RAST LICENSING, LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2016, AT 10:08 O`CLOCK A.M.



A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

6078145 8100
SR# 20195786177

Authentication: 203146426
Date: 07-02-19

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

TRADEMARK
REEL: 006721 FRAME: 0323

CERTIFICATE OF FORMATION
OF
WILLIAM RAST LICENSING, LLC

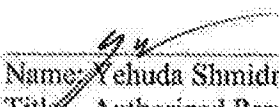
This Certificate of Formation of William Rast Licensing, LLC, dated as of June 24, 2016, is being duly executed and filed by Yehuda Shmidman, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del C. § 18-101, *et seq.*).

FIRST: The name of the limited liability company formed hereby is William Rast Licensing, LLC (the "Company").

SECOND: The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

THIRD: The name and address of the registered agent of the Company for service of process in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400 Wilmington, Delaware 19808.

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


Name: Yehuda Shmidman
Title: Authorized Person