

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM555412

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/26/2019

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Orca Contribution LLC		12/26/2019	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Pride Manufacturing Company, LLC
Street Address:	155 Franklin Road, Suite 250
City:	Brentwood
State/Country:	TENNESSEE
Postal Code:	37027
Entity Type:	Limited Liability Company: WISCONSIN

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	4902153	ORCA
Registration Number:	4902152	ORCA
Registration Number:	4918413	
Registration Number:	4844630	ORCA COOLERS
Registration Number:	4915302	ORCA POD
Registration Number:	5142912	ORCA ROCKET
Registration Number:	5158808	CHASER
Registration Number:	5142913	CHASERTINI
Registration Number:	5196995	PODSTER
Registration Number:	4423223	THE PLAINS
Registration Number:	4423222	THE CURE
Registration Number:	4423221	BLUE WATER
Registration Number:	4423220	WILDERNESS

CORRESPONDENCE DATA

Fax Number: 3128637865

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.

OP \$340.00 4902153

Phone: 3122013865
Email: sharon.patterson@goldbergkohn.com
Correspondent Name: Sharon Patterson, Paralegal
Address Line 1: Goldberg Kohn Ltd., 55 E. Monroe St.
Address Line 2: Ste 3300
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: 6605.046

NAME OF SUBMITTER: Sharon Patterson

SIGNATURE: /sharon patterson/

DATE SIGNED: 12/31/2019

Total Attachments: 7

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**ARTICLES OF MERGER
MERCING
ORCA CONTRIBUTION LLC
(a Delaware limited liability company)
WITH AND INTO
PRIDE MANUFACTURING COMPANY, LLC
(a Wisconsin limited liability company)**

December 26, 2019

Pursuant to Chapter 183.1201 of the Wisconsin Statutes (the "Statutes"), Pride Manufacturing Company, LLC, a limited liability company organized under the laws of the State of Wisconsin ("Pride"), does hereby certify the following information relating to the merger of ORCA Contribution LLC, a limited liability company organized under the laws of the State of Delaware ("ORCA Contribution"), with and into the Surviving Company (the "Merger"):

FIRST: The name and state of organization of each of the constituent entities in the Merger are:

<u>Name</u>	<u>State of Organization</u>
ORCA Contribution LLC	Delaware
Pride Manufacturing Company, LLC	Wisconsin

SECOND: Each party to the merger approved and adopted the plan of merger in accordance with Chapter 183.1201 of the Statutes.

THIRD: The name of the surviving entity in the Merger is Pride Manufacturing Company, LLC (the "Surviving Company").

FOURTH: A copy of the plan of merger is on file at the principal office of the Surviving Company. The plan of merger is attached hereto as Exhibit B.

FIFTH: ORCA Contribution does not have a fee simple ownership interest in any Wisconsin real estate.

SIXTH: These Articles of Merger shall be effective upon filing with the Wisconsin Department of Financial Institutions.



**TRADEMARK
REEL: 006838 FRAME: 0408**

IN WITNESS WHEREOF, the Surviving Company has caused these Articles of Merger to be executed by its duly authorized officer as of the day and year first above written, on behalf of all parties to the Merger.

PRIDE MANUFACTURING COMPANY,
LLC

By: 
Name: Joseph Zeller
Title: Chief Executive Officer

[Signature Page to Articles of Merger]

EXHIBIT A
AGREEMENT AND PLAN OF MERGER
(See Attached)

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER**, dated as of December 26, 2019 (this "Plan of Merger"), is by and between ORCA Contribution LLC, a Delaware limited liability company ("ORCA Contribution"); and Pride Manufacturing Company, LLC, a Wisconsin limited liability company (the "Company").

1. Upon the terms and subject to the conditions hereof, ORCA Contribution shall be merged with and into the Company (the "Merger") and the separate existence of ORCA Contribution shall thereupon cease, and the Company shall continue as the surviving entity in the Merger (the "Surviving Company") in accordance with Section 18-309 of the Delaware Limited Liability Company Act ("DLLCA") and Section 183.1201 of the Wisconsin Statutes (the "Statutes").

2. The Merger shall become effective upon the time at which the articles of merger (the "Articles of Merger") are received and accepted for filing by the Wisconsin Department of Financial Institutions in accordance with the provisions of the Statutes (the "Effective Time").

3. The Merger shall, from and after the Effective Time, have all the effects provided herein, in the Articles of Merger, in the Certificate of Merger, and in the applicable provisions of the Statutes and the DLLCA. Without limiting the generality of the foregoing, and subject thereto, from and after the Effective Time, all of the assets, property, rights, privileges, powers, and franchises of the Company and ORCA Contribution shall vest in the Surviving Company, and all debts, liabilities, and duties of the Company and ORCA Contribution shall become the debts, liabilities, and duties of the Surviving Company.

4. At the Effective Time, the Articles of Organization of the Company, as in effect immediately prior to the Effective Time, shall be, until thereafter changed or amended in accordance with applicable law, the Articles of Organization of the Surviving Company.

5. At the Effective Time and pursuant to Chapter 183.1203(3) of the Statutes, each membership interest in ORCA Contribution outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action by the part of ORCA Contribution or the Surviving Company, be cancelled and all membership interests in the Surviving Company outstanding prior to the Merger shall remain outstanding membership interests in the Surviving Company following the Merger.

6. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument. Delivery of an executed counterpart of a signature page of this Plan of Merger by facsimile or other electronic transmission shall be effective as delivery of a manually executed counterpart of this Plan of Merger.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the date first above written.

PRIDE MANUFACTURING COMPANY, LLC

By: 

Name: Joseph Zeller

Title: Chief Executive Officer

ORCA CONTRIBUTION LLC

By: _____

Name: Cliff G. Walker

Title: Authorized Person


[Signature Page to Agreement and Plan of Merger]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the date first above written.

PRIDE MANUFACTURING COMPANY, LLC

By: _____
Name: Joseph Zeller
Title: Chief Executive Officer

ORCA CONTRIBUTION LLC

By:  _____
Name: Cliff G. Walker
Title: Authorized Person

[Signature Page to Agreement and Plan of Merger]



For Office



State of Wisconsin

Department of Financial Institutions

Endorsement

ARTICLES OF MERGER - Ch. 183

PRIDE MANUFACTURING COMPANY, LLC

Received Date: 12/26/2019

Filed Date: 12/27/2019

Filing Fee: \$150.00

Expedited Fee: \$25.00

Entity ID#: B044740

Total Fee: \$175.00

Articles of Merger, merging an unlicensed foreign LLC (Non-Survivor) into PRIDE MANUFACTURING COMPANY, LLC (a WI domestic LLC)(Chap 183)(Survivor)

Effective Date: December 26, 2019