

## TRADEMARK ASSIGNMENT COVER SHEET

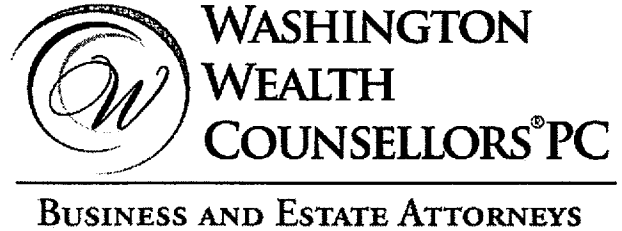
Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM622941

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Blue Sea LLC		02/06/2020	Limited Liability Company: D.C.
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Blue Circle Foods LLC		
<b>Street Address:</b>	4600 Argyle Terrace NW		
<b>City:</b>	Washington		
<b>State/Country:</b>	D.C.		
<b>Postal Code:</b>	20011		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4831352	BLUE CIRCLE	
<b>Registration Number:</b>	3442956	CHANGING SEAS	
<b>Registration Number:</b>	3758778	BLUE CIRCLE	
<b>Registration Number:</b>	5192935	BLUE CIRCLE KVAROY SALMON	
<b>Registration Number:</b>	5662373	HAPPY FISH	
<b>Registration Number:</b>	6059205	FEEL GOOD FISH	
<b>Registration Number:</b>	5968843	THE SMARTER SCHOOL OF FISH	
<b>Serial Number:</b>	88301482	SPLASH SEAFOOD	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2028576395		
<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>			
<b>Phone:</b>	2028576000		
<b>Email:</b>	tmdocket@arentfox.com		
<b>Correspondent Name:</b>	ARENT FOX LLP		
<b>Address Line 1:</b>	1717 K St., NW		
<b>Address Line 2:</b>	attn: James R. Davis, II		
<b>Address Line 4:</b>	Washington, D.C. 20006		
<b>ATTORNEY DOCKET NUMBER:</b>	026862.00066		
<b>NAME OF SUBMITTER:</b>	James R. Davis, II		

OP \$215.00 4831352

<b>SIGNATURE:</b>	/James R. Davis, II/
<b>DATE SIGNED:</b>	01/28/2021
<b>Total Attachments: 6</b> source=Blue Circle Foods LLC#page1.tif source=Blue Circle Foods LLC#page2.tif source=Blue Circle Foods LLC#page3.tif source=Blue Circle Foods LLC#page4.tif source=Blue Circle Foods LLC#page5.tif source=Blue Circle Foods LLC#page6.tif	



February 7, 2020

Department of State  
Delaware Division of Corporations  
401 Federal Street-Suite 4  
Dover, DE 19901

Re: Converting Blue Circle Foods LLC to a Delaware LLC

Dear Sirs:

This is to request the conversion of Blue Circle Foods LLC to the State of Delaware as a Delaware LLC from an LLC registered in the District of Columbia. In the District of Columbia, this LLC has been registered as Blue Sea LLC. However, a search has determined that Blue Sea LLC is not an available name in Delaware. Accordingly, the LLC is registering in Delaware as Blue Circle Foods LLC, the dba it has been using.

This is to provide:

Contact Name for this Conversion: Roger J. McClure  
Address: 400 S. Maple Avenue, Suite 210, Falls Church, Virginia 22046  
Telephone: 571-633-0330  
Fax: 571-633-0660  
Email: [roger@wealthcounsellors.com](mailto:roger@wealthcounsellors.com)

I have enclosed/attached

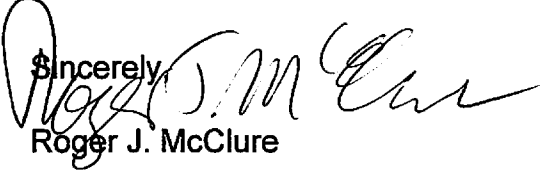
1. Certificate of Conversion from a Non-Delaware Limited Liability Company to a Delaware limited liability Company.
2. Limited Liability Certificate of Formation.
3. Certificate of Good Standing of Blue Sea LLC in the District of Columbia.
4. Payment for \$390, which is \$90 for Certificate, \$100 conversion and \$100 24 hour expedited service fee, which I assume will be on Monday.

**400 S. Maple Avenue, Suite 210, Falls Church, VA 22046**  
(P) 571 633-0330 (F) 571 633-0660  
Roger J. McClure - VA, DC, MD  
[www.wealthcounsellors.com](http://www.wealthcounsellors.com)

**TRADEMARK**  
**REEL: 007172 FRAME: 0524**

Blue Circle Foods LLC has elected to be deemed a C Corporation for purposes of federal taxation. As a result, Blue Circle Foods LLC will file a Corporate return and pay annual taxes as a Corporation.

Sincerely,

  
Roger J. McClure

**400 S. Maple Avenue, Suite 210, Falls Church, VA 22046**

(P) 571 633-0330 (F) 571 633-0660

Roger J. McClure - VA, DC, MD

[www.wealthcounsellors.com](http://www.wealthcounsellors.com)

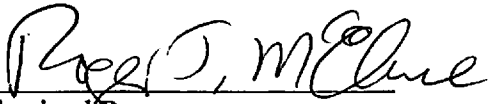
**TRADEMARK**

**REEL: 007172 FRAME: 0525**

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 the District of Columbia.
- 2.) The jurisdiction immediately prior to filing this Certificate is the District of Columbia.
- 3.) The date the Non-Delaware Limited Liability Company first formed is June 5, 2006.
- 4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Blue Sea LLC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Blue Circle Foods LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 6th day of February, A.D. 2020.

By:   
Authorized Person  
Roger J. McClure  
Name typed

STATE OF DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE of FORMATION

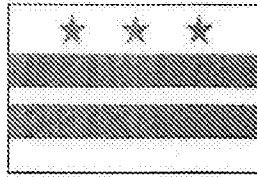
- First: Name. The name of the limited liability company is Blue Circle Foods LLC.
- Second: Address. The address of its registered office in the State of Delaware is 1013 Centre Road, Suite 403-B, Wilmington, Delaware 19805, in New Castle County. The name of its Registered agent at such address is Vcorp Services, LLC.
- Third: Dissolution Date. The limited liability company will be perpetual in its existence.
- Fourth: Limitation of Liability. The liability of a Manager or Member of the limited liability company shall not exceed \$1,000 in any proceeding brought by or in the right of a limited liability company or brought by or on behalf of all Members of the limited liability company for damages assessed against a Manager or Member arising out of a single transaction, occurrence or course of conduct. It is intended that this \$1,000 limitation is a limitation which qualifies as a monetary amount limiting liability and specified in writing for derivative actions under Subchapter X, Derivative Actions, Chapter 18, Subtitle II, Title 6, Delaware Code.
- Fifth: Operating Agreement. The limited liability company shall be governed by an operating agreement between the Members and Managers. An operating agreement may be amended at any time pursuant to procedures set forth in the operating agreement. The operating agreement will set forth the duties of Managers of the limited liability company and other matters which the Members and Managers decide to include in the operating agreement.
- Sixth: Members are Not Agents of the LLC. No Member shall be an agent of any other Member or of the limited liability company. No Member shall have the authority to act on behalf of the limited liability company unless that Member has been given the authority to act on behalf of the limited liability company in writing. A Manager may act on behalf of the limited liability company. Any document executed by a Manager shall be binding upon the limited liability company, including, but not limited to, notes, contracts, options, deed of trusts, mortgages and other loan documents executed by a Manager.
- Seventh: Admission of New Members. No new Member may be admitted as a Member except by approval of all Voting Members and the Managers. No assignment, pledge, voluntary transfer or involuntary transfer of any membership interest will be recognized by the limited liability company unless agreed to in writing by all Voting Members and the Managers. No assignee, pledgee or transferee of a membership interest shall have any right to exercise a vote in the affairs of the limited liability company until admitted as a Voting Member with voting rights by agreement of all of the Voting Members and the Managers of the limited liability company.
- Eighth: Issuance of Certificates. The Managers shall have the power to issue certificates of membership for Voting Members and Nonvoting members pursuant to Section 18-302, Classes and Voting of the Delaware Code, Title 6, Commerce and Trade, Subtitle II, Chapter 18, Limited

Liability Company Act, Subchapter III, Members. The Managers may opt to report income for the limited liability company as a Subchapter C Corporation for federal and state law purposes. The Managers may designate and name certificates of membership as Voting and Nonvoting Stock in the company. The Managers shall have the authority to issue up to 10,000 shares of stock of which 1000 shall be Voting Stock and 9,000 shall be Nonvoting Stock. The Voting and Nonvoting Stock shall on a per share basis have the same rights to income and distributions from the company. Holders of the Nonvoting Stock shall have no ability to vote on any issue that comes before the Managers or Voting Members of the company. The Managers shall have the power to adopt a stock option plan in compliance with federal and state law.

In Witness Whereof, the undersigned have executed this Certificate of Formation this 6<sup>th</sup> day of February 2020

By: Roger J. McClure  
Authorized Person(s)  
Name: Roger J. McClure  
Typed or Printed

GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
CORPORATIONS DIVISION



CERTIFICATE

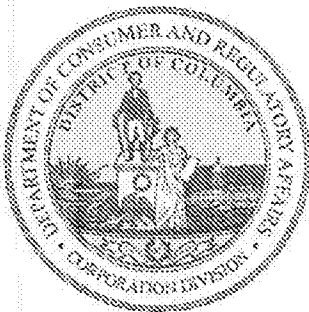
**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia Business Organizations Code (Title 29) have been complied with and accordingly, this **CERTIFICATE OF GOOD STANDING** is hereby issued to

BLUE SEA LLC

**WE FURTHER CERTIFY** that the domestic filing entity is formed under the law of the District on 6/5/2006; that all fees, and penalties owed to the District for entity filings collected through the Mayor have been paid and Payment is reflected in the records of the Mayor; The entity's most recent biennial report required by § 29-102.11 has been delivered for filing to the Mayor; and the entity has not been dissolved. This office does not have any information about the entity's business practices and financial standing and this certificate shall not be construed as the entity's endorsement.

**IN TESTIMONY WHEREOF** I have hereunto set my hand and caused the seal of this office to be affixed as of 2/4/2020 2:32 PM

Business and Professional Licensing Administration



*Josef G. Gasimov*

JOSEF G. GASIMOV  
Acting Superintendent of Corporations  
Corporations Division

Muriel Bowser  
Mayor

Tracking #: n4cEjXA6