

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM687739

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Title Alliance, Ltd.		04/29/2021	Corporation: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	T. Alliance, LLC		
Street Address:	2 Veterans Square, Second Floor		
City:	Media		
State/Country:	PENNSYLVANIA		
Postal Code:	19063		
Entity Type:	Limited Liability Company: PENNSYLVANIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2527923	TITLE ALLIANCE	
Registration Number:	4363801	TA TITLE ALLIANCE LTD BUILDING BUSINESSE	
Registration Number:	5029961	TA TITLE ALLIANCE LTD BUILDING BUSINESSE	
CORRESPONDENCE DATA			
Fax Number:	7343722940		
<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:	7343722933		
Email:	trademarks@varnumlaw.com		
Correspondent Name:	Staci R. DeRegnaucourt		
Address Line 1:	101 North Main Street, Suite 525		
Address Line 4:	Ann Arbor, MICHIGAN 48104		
NAME OF SUBMITTER:	Staci R. DeRegnaucourt		
SIGNATURE:	/Staci R. DeRegnaucourt/		
DATE SIGNED:	11/12/2021		
Total Attachments: 10			
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PLAN OF CONVERSION
FOR
TITLE ALLIANCE, LTD.

WHEREAS, Title Alliance, Ltd. is a corporation incorporated under the laws of the Commonwealth of Pennsylvania (the “**Corporation**”).

WHEREAS, the Board of Directors of the Corporation, and the sole shareholder of the Corporation, have determined that it is in the best interests of the Corporation to convert the Corporation into a limited liability company organized under the laws of the Commonwealth of Pennsylvania (the “**Conversion**”).

WHEREAS, the terms and conditions of the Conversion and the manner and basis of converting ownership interests in the Corporation into ownership interests in a limited liability company pursuant to the Conversion are set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the provisions contained herein, the Corporation hereby adopts this Plan of Conversion (the “**Plan**”), which shall consist of the following:

1. **Converting Association.** The name and type of the converting association is Title Alliance, Ltd., a Pennsylvania corporation.
2. **Converted Association.** The name and type of the converted association is T. Alliance, LLC, a Pennsylvania limited liability company (“**TA LLC**”).
3. **Effective Time.** The conversion of the Corporation into TA LLC shall be effective as of 1:01 a.m. (Eastern Time Zone) on April 29, 2021 (the “**Effective Time**”) as set forth in the Pennsylvania Statement of Conversion attached hereto as Exhibit A.
4. **Conversion of Shares.** At the Effective Time, and without any further action of the Corporation or the sole Shareholder, all of the shares of common stock of the Corporation that are issued and outstanding immediately prior to the Conversion (collectively, the “**Shares**”) shall be converted into one hundred percent (100%) of the membership interests of TA LLC, such that the sole Shareholder shall, immediately following the consummation of the Conversion at the Effective Time, hold one hundred percent (100%) of the membership interests of TA LLC and be the sole member of TA LLC.
5. **Certificate of Organization.** Upon and after the Effective Time, the Certificate of Organization attached hereto as Exhibit B shall be the Certificate of Organization of TA LLC, until further amended in accordance with the Pennsylvania Uniform Limited Liability Company Act, as amended.
6. **Limited Liability Company Agreement.** Upon and after the Effective Time, the Operating Agreement attached hereto as Exhibit C (the “**Operating Agreement**”) shall be the Operating Agreement of TA LLC, until thereafter amended as provided therein.

7. **Effect of Conversion.** At the Effective Time, the Corporation shall be converted into TA LLC.

8. **General.** The headings set forth herein are inserted for convenience of reference only and are not intended to be part of, or to affect the meaning or interpretation of, this Plan.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion as of the Effective Time.

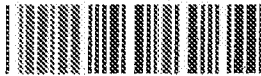
TITLE ALLIANCE LTD.

By: 

Name: James Campbell

Title: Chief Executive Officer

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

<input type="checkbox"/> Return document by mail to:		Statement of Conversion DSCB:15-355 (7/1/2015)  355
CSC ORDER #: 787021-015	DCB	
Name		
Address		
City	State	
<input checked="" type="checkbox"/> Return document by email to: cscpa@cscglobal.com		

Read all instructions prior to completing.

Fee: \$70

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 355 (relating to Statement of conversion), the undersigned association, desiring to effect a conversion, hereby states that:

A. For the converting association:

1. The name of the converting association is: Title Alliance, Ltd.

2. The jurisdiction of formation of the converting association is: Pennsylvania

3. The type of association is (check only one):

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | <input type="checkbox"/> Other _____ |

4. Date on which the association was created, incorporated, formed or otherwise came into existence:

03/25/1999
(MM/DD/YYYY)

5. If the converting association is a domestic filing association (a Pennsylvania business corporation, nonprofit corporation, limited partnership, limited liability company, professional association or business trust), the statute under which it was first created, incorporated, formed or otherwise came into existence:

Business Corporation Law of 1988
(ex. Business Corporation Law of 1988, Limited Liability Company Law of 1994, etc.)

PA DEPT OF STATE

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4. Check and complete one of the following addresses for the converted association.

<input checked="" type="checkbox"/>	<p>If the converted association is a domestic filing association, domestic limited liability partnership or registered foreign association, its registered office address. Complete part (a) OR (b) – not both:</p> <p>(a) <u>2 Veterans Square, 2nd Floor</u> <u>Medic</u> <u>PA</u> <u>19063</u> <u>Delaware</u> <small>Number and street City State Zip County</small></p> <p>(b) or <small>Name of Commercial Registered Office Provider County</small></p>
<input type="checkbox"/>	<p>If the converted association is a domestic association that is not a domestic filing association or limited liability partnership, the address, including street and number, if any, of its principal office:</p> <p><small>Number and street City State Zip County</small></p>
<input type="checkbox"/>	<p>If the converted association is a nonregistered foreign association, complete both (1) and (2).</p> <p>(1) The address, including street and number, if any, of its registered or similar office, if any, required to be maintained by the law of its jurisdiction of formation, or if it is not required to maintain a registered or similar office, its principal office address:</p> <p><small>Number and street City State Zip</small></p> <p>(2) The name and address, including street and number, of its registered agent:</p> <p><small>Name of Registered Agent</small></p> <p><small>Number and street City State Zip</small></p>

C. Effective date of statement of conversion (check, and if appropriate complete, one of the following):

- This Statement of Conversion shall be effective upon filing in the Department of State.
- This Statement of Conversion shall be effective on: 04/29/2021 at 1:01pm
Date (MM/DD/YYYY) Hour (if any)

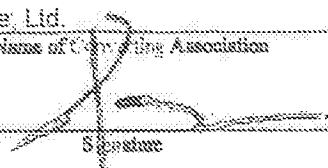
D. Approval of conversion by converting association (check only one):

- For converting association that is a domestic entity -- The plan of conversion was approved in accordance with 15 Pa.C.S. Chapter 3, Subchapter E (relating to conversion).
- For converting association that is a foreign association -- The conversion was approved in accordance with the law
- of the jurisdiction of formation of the converting association.

E. Attachments (see instructions for required and optional attachments).

IN TESTIMONY WHEREOF, the undersigned converting association has caused this Statement of Conversion to be signed by a duly authorized officer thereof this 29th day of April, 2021.

Title Alliance, Ltd.
Name of Converting Association


Signature

Chief Executive Officer
Title

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Docketing Statement – Changes
DSCB:15-134B
(rev. 7/1/2015)



BUREAU USE ONLY:

Revenue _____ Labor & Industry _____ Other _____ Filed Date _____

Part I. Complete for each filing:

Current name of entity or association (*survivor or new entity*):

TITLE ALLIANCE, LTD.

Entity number, if known: 2862425

Formation/foreign registration date in PA: 03/25/1999

State of formation: Pennsylvania

Effective date, if any: 04/29/2021

Part II. Check appropriate transaction:

Amendment (complete Section A)

Correction (complete Section A)

Merger (complete Section B)

Division (complete Section C)

Conversion (complete Sections A and D)

Abandonment (complete Section E)

Revival (complete Section F)

Domestication (complete Section G)

Dissolution before Commencement of Business
(complete Section H)

Section A – Amendment or Correction - Complete fields which pertain to changes:

Name T. Alliance, LLC

Registered Office: 2 Veterans Square, 2nd Floor Media PA 19063 Delaware
Number and street City State Zip County

Purpose _____

Stock (aggregate number of shares authorized): _____ Effective Date: _____

Term of Existence: _____ Other: _____

Filing type to be amended or corrected: _____

Section B – Merger - Complete Section A with any changes to the association surviving the merger, if any
Merging entities not surviving the merger are: (*attach sheet for additional merging entities*)

Name _____

Effective Date _____ Incorporation/foreign registration date in PA _____ State of Jurisdiction _____

Name _____

Effective Date _____ Incorporation/ foreign registration date in PA _____ State of Jurisdiction _____

Section C -- Division - Complete Section A with any changes to the association surviving the division, if any

Check only one: Entity named in Part I survives Entity named in Part I does not survive.

Newly created entity(s) from the division are: *(attach sheet for additional new entities)*

.....
Name Entity Number

.....
Name Entity Number

Section D -- Conversion

Type of converting association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other

Type of converted association (check only one):

- Business Corporation
- Nonprofit Corporation
- General Partnership
- Limited Partnership
- Limited Liability (General) Partnership
- Limited Liability Limited Partnership
- Limited Liability Company
- Professional Association
- Business Trust/Common Law Trust/Statutory Trust
- Other

Jurisdiction Pennsylvania

Jurisdiction Pennsylvania

Section E -- Abandonment

..... filed in the Department of State on
Type of filing Date of filing

Identify all entities involved *(attach sheet for additional entities)*

.....
Name Entity Number

.....
Name Entity Number

Section F -- Revival - complete Section A with any changes to revived association

Entity named in Part I hereby revives its charter or articles which were forfeited by Proclamation or expired.

Section G -- Domestication

Domesticating jurisdiction

Domesticated jurisdiction

Check if applicable

Domesticated entity is a nonregistered foreign association

Section H -- Dissolution before Commencement of Business

Entity named in Part I hereby dissolves prior to the commencement of business.

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Form header section containing: Return document by mail to; Name: ATTACHMENT TO CONVERSION; Address; City, State, Zip Code; Return document by email to; Certificate of Organization Domestic Limited Liability Company DSCB:15-8821 (rev. 2/2017); Barcode.

Read all instructions prior to completing. This form may be submitted online at https://www.corporations.pa.gov/.

Fee: \$125 [] I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

In compliance with the requirements of 15 Pa.C.S. § 8821 (relating to certificate of organization), the undersigned desiring to organize a limited liability company, hereby certifies that:

1. The name of the limited liability company is: T. Alliance, LLC (designator is required, e.g., "company," "limited" or "limited liability company" or any abbreviation thereof)

2. Complete part (a) or (b) - not both:

(a) The address of this limited liability company's registered office in this Commonwealth is: (post office box alone is not acceptable)

2 Veterans Square, 2nd Floor Media PA 19063 Delaware
Number and Street City State Zip County

(b) The name of this limited liability company's commercial registered office provider and county of venue is:

c/o: Name of Commercial Registered Office Provider County

3. The name of each organizer is (all organizers must sign on page 2):

T. Alliance Holdings, Inc.

4. Effective date of Certificate of Organization (check, and if appropriate complete, one of the following):

[] The Certificate of Organization shall be effective upon filing in the Department of State.

[x] The Certificate of Organization shall be effective on: 04/29/2021 at 1:01am
Date (MM/DD/YYYY) Hour (if any)

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5. Restricted professional companies only.

Check the box if the limited liability company is organized to render a restricted professional service and check the type of restricted professional service(s).

The company is a restricted professional company organized to render the following restricted professional service(s):

- Chiropractic
- Dentistry
- Law
- Medicine and surgery
- Optometry
- Osteopathic medicine and surgery
- Podiatric medicine
- Public accounting
- Psychology
- Veterinary medicine

6. Benefit companies only.

Check the box immediately below if the limited liability company is organized as a benefit company:

This limited liability company shall have the purpose of creating general public benefit.

Optional specific public benefit purpose. Check the box immediately below if the benefit company is organized to have one or more specific public benefits and supply the specific public benefit(s). See instructions for examples of specific public benefit.

This limited liability company shall have the purpose of creating the enumerated specific public benefit(s):

.....

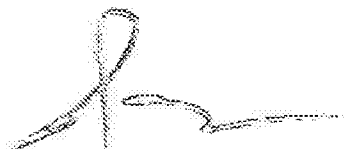
.....

.....

7. For additional provisions of the certificate, if any, attach 8 1/2 x 11 sheet(s).

IN TESTIMONY WHEREOF, the organizer(s) has (have) executed this Certificate of Organization this

28th day of April, 2021.



 Signature

Signature

Signature