

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM694957

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
USS-POSCO Industries		02/25/2021	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	USS-UPI, LLC		
Street Address:	900 Loveridge Road		
City:	Pittsburg		
State/Country:	CALIFORNIA		
Postal Code:	94565		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4888224	GALXC	
Registration Number:	4888225	UPI.GALXC	
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:	4124332842		
Email:	ussip@uss.com		
Correspondent Name:	Jonathan C. Parks		
Address Line 1:	600 Grant Street		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15219		
NAME OF SUBMITTER:	Jonathan C. Parks		
SIGNATURE:	/Jonathan C. Parks/		
DATE SIGNED:	12/15/2021		
Total Attachments: 14			
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USS-POSCO INDUSTRIES

**UNANIMOUS WRITTEN CONSENT OF
THE GENERAL PARTNERS**

February 25, 2021

Pursuant to the applicable provisions of the Partnership Agreement of USS-POSCO Industries, a California general partnership (the "Partnership"), dated January 9, 1986, as amended from time to time, by and between Pitcal, Inc., a Delaware corporation, and USS UPI Holdco, LLC, a Delaware limited liability company, as successor-in-interest to POSCO-California Corporation, the undersigned, being all of the general partners (the "Partners") of the Partnership, hereby consent in writing to the adoption of the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Partners:

Approval of Conversion

WHEREAS, the Partners desire to convert the Partnership to a limited liability company organized under the laws of the State of Delaware (the "Conversion"), and change the name of the Partnership upon giving effect to the Conversion to "USS-UPI, LLC"; and

WHEREAS, the Partners have determined that it is advisable and in the best interests of the Partnership to complete the Conversion, and that the Conversion be authorized, approved, ratified and adopted in all respects.

RESOLVED, that the Conversion is authorized, approved, ratified and adopted in all respects, and the name of the Partnership upon giving effect to the Conversion shall be changed to "USS-UPI, LLC";

FURTHER RESOLVED, that (a) the Plan of Conversion, in substantially the form attached hereto as Exhibit A (with such changes, additions and deletions as are authorized hereby, the "Plan of Conversion"), (b) the Certificate of Conversion for the State of Delaware, in substantially the form attached hereto as Exhibit B (with such changes, additions and deletions as are authorized hereby, the "Certificate of Conversion"), and (c) the Certificate of Formation, in substantially the form attached hereto as Exhibit C (with such changes, additions and deletions as are authorized hereby, the "Certificate of Formation"), each be, and each hereby is, authorized, approved and adopted in all respects and the transactions contemplated thereby are authorized, approved and adopted in all respects;

FURTHER RESOLVED that, the authorized officers of the Partnership (the "Authorized Officers") be, and each of them hereby is, authorized, empowered and directed to execute and file any and all documents and to take, or cause to be taken, any and all further actions as they may deem necessary or advisable to effectuate the intent and purposes of the Plan of Conversion, including, but not limited to, the filing of the Certificate of Conversion and Certificate of Formation with the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that each Partner confirms that, if and to the extent necessary to effectuate the intent and purposes of the foregoing resolutions or to authorize any of the actions heretofore or hereafter taken or caused to be taken by the Partners or by any Authorized Officer on behalf of the Partnership with respect to the Conversion, the Partners hereby amend the Partnership Agreement to the extent necessary to authorize such action.

General

RESOLVED, that any and all actions heretofore or hereafter taken by the Authorized Officers, or any of them, within the foregoing resolutions, be, and each of them hereby is, ratified, confirmed and approved; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Partnership, to execute and deliver such additional agreements, instruments and documents, and to take or cause to be taken such other actions, as such Authorized Officer or Authorized Officers may determine to be necessary or advisable to effectuate the intent and purposes of the foregoing resolutions; each such agreement, instrument and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as such Authorized Officer or Authorized Officers executing the same may approve, the execution and delivery of any such agreement, instrument or document by any such Authorized Officers or the taking of such action to be conclusive evidence of such authorization and approval.

[Remainder of Page Intentionally Blank – Signature Page Follows]

IN WITNESS WHEREOF, this unanimous written Consent of the general partners of the Partnership is executed as of the date first written above and may be executed in any number of counterparts (including by facsimile), each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

PARTNERS:

PITCAL, INC.



Name: Arne S. Jahn
Title: Treasurer

USS UPI HOLDCO, LLC



Name: Arne S. Jahn
Title: Treasurer

Exhibit A

Plan of Conversion

[See attached]

USS-POSCO INDUSTRIES

**PLAN OF CONVERSION TO
DELAWARE LIMITED LIABILITY COMPANY**

This Plan of Conversion to a Delaware domestic limited liability company (this “Plan”) of USS-POSCO Industries, a California general partnership (the “Partnership”) is hereby adopted by Pitcal, Inc., a Delaware corporation, and USS UPI Holdco, LLC, a Delaware limited liability company (the foregoing, collectively, the “Partners”), as of February 25, 2021.

I. BACKGROUND

- A. The Partnership is a general partnership existing under the laws of the State of California.
- B. The Partners each own 50% of the outstanding partnership interests of the Partnership.
- C. The Partnership desires, and the Partners have determined that it is in the best interests of the Partnership, pursuant to the applicable provisions of the California Revised Uniform Partnership Act, as amended (the “California Partnership Act”) and the Delaware Limited Liability Company Act, as amended (the “Delaware LLC Act”), to convert from a California general partnership to a Delaware domestic limited liability company (the “Conversion”), to operate under the laws of the State of Delaware and be known as “USS-UPI, LLC” (the “Delaware LLC”).
- D. The Partners and the Partnership wish to set forth the terms and conditions of the Conversion in this Plan.

II. TERMS

- A. Conversion. Subject to the terms and conditions hereof, on the effective date of the Conversion, a Certificate of Conversion (the “Delaware Certificate of Conversion”) and a Certificate of Formation (the “Delaware Certificate of Formation”) shall be filed with the Office of the Secretary of State of Delaware, pursuant to Section 18-214 of the Delaware LLC Act (the foregoing substantially in the forms of Exhibits A and B, respectively, attached hereto). The Conversion shall become effective upon the filing of the Delaware Certificate of Conversion (such time, the “Effective Time”). The Conversion shall have the effects described in the applicable provisions of the California Partnership Act and the Delaware LLC Act.
- B. Name. The Partnership’s name shall, from and after the Effective Date, be “USS-UPI, LLC.”
- C. Continuation. In accordance with the terms of the applicable provisions of the California Partnership Act and the Delaware LLC Act, from and after the Effective Time, the Conversion shall be deemed to constitute a continuation of the existence of the Partnership in the form of a limited liability company governed for all purposes by the laws of the State of Delaware.
- D. Approval of Conversion. The Conversion and this Plan have been unanimously authorized and approved by the Partners as the holders of 100% of the outstanding partnership interests of the Partnership entitled to vote, by Unanimous Written Consent thereof dated as of February 25, 2021.

E. Certificate of Formation. At the Effective Time, the Delaware Certificate of Formation shall be the Certificate of Formation of the Delaware LLC, until thereafter amended as provided therein and by applicable law.

F. Limited Liability Company Agreement. At the Effective Time, the Limited Liability Company Agreement, in substantially the form attached to this Plan as Exhibit C (the “LLC Agreement”) shall be the LLC Agreement of the Delaware LLC, unless and until the same shall be amended or repealed as provided therein and by applicable law.

G. Conversion of Partnership Interests. At the Effective Time, by virtue of the Conversion and without any action on the part of the Partners, each outstanding one (1) percent general partnership interest in the Partnership shall be converted into a one (1) percent membership interest in the Delaware LLC, such that, following the Conversion, each Partner will hold 50% of the membership interests of the Delaware LLC.

H. Filings. The properly authorized parties shall execute and file, or cause to be executed and filed, such additional documents, and shall take, or cause to be taken, such further actions, as they may deem necessary or advisable to effectuate the intent and purposes of the Plan, including, without limitation, any and all filings or recordings required by Delaware and California law, or as may be required by the Internal Revenue Code of 1986, as amended.

I. Termination. This Plan may be terminated and the Conversion abandoned by unanimous action of the Partners at any time prior to the Effective Time.

* * * * *

IN WITNESS WHEREOF, the undersigned have caused this Plan of Conversion to be duly executed as of the date first set forth above.

PARTNERS:

PITCAL, INC.

A handwritten signature in black ink, appearing to read "Anne S. Jahn", is written over a horizontal line.

Name: Anne S. Jahn
Title: Treasurer

USS UPI HOLDCO, LLC

A handwritten signature in black ink, appearing to read "Anne S. Jahn", is written over a horizontal line.

Name: Anne S. Jahn
Title: Treasurer

Exhibit B

Certificate of Conversion

[See attached]

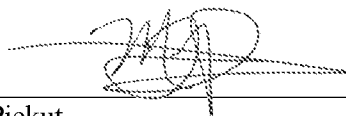
**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A PARTNERSHIP TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY
COMPANY ACT**

February 25, 2021

1. The jurisdiction where the Partnership first formed is California.
2. The jurisdiction immediately prior to the filing of this Certificate is California.
3. The date the Partnership first formed is January 9, 1986.
4. The name of the Partnership immediately prior to filing this Certificate is USS-POSCO Industries.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is USS-UPI, LLC.

[Remainder of Page Intentionally Left Blank]

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

A handwritten signature in black ink, appearing to be 'MP', written over a horizontal line.

Michael Piekut
Authorized Person

[Signature Page to Certificate of Conversion]

TRADEMARK
REEL: 007527 FRAME: 0060

Exhibit C

Certificate of Formation

[See attached]

CERTIFICATE OF FORMATION

OF

USS-UPI, LLC

The undersigned, being an authorized person under Section 18-201 of the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.), hereby certifies:

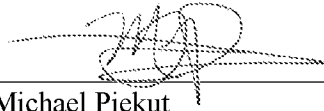
First. The name of the limited liability company formed hereby is: USS-UPI, LLC (the "LLC").

Second. The address of the registered office of the LLC in the State of Delaware is 251 Little Falls Drive, City of Wilmington, County of New Castle, Delaware 19808.

Third. The name of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company.

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IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation this 25th day of February, 2021, to be effective on the date of its filing with the Delaware Secretary of State.



Name: Michael Piekut
Title: Authorized Person

[Signature Page to Certificate of Formation]

TRADEMARK
REEL: 007527 FRAME: 0063



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, Ph.D., Secretary of State of the State of California, hereby certify:

Entity Name: USS-UPI, LLC
California Name: USS-UPI, LLC
File Number: 202107510295
Registration Date: 03/01/2021
Entity Type: FOREIGN LIMITED LIABILITY COMPANY
Jurisdiction: DELAWARE
Status: ACTIVE (GOOD STANDING)

As of March 23, 2021 (Certification Date), the entity is qualified to transact intrastate business in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the Certification Date and does not reflect documents that are pending review or other events that may affect status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 24, 2021.

SHIRLEY N. WEBER, Ph.D.
Secretary of State

Certificate Verification Number: YWMVBAZ

To verify the issuance of this Certificate, use the Certificate Verification Number above with the Secretary of State Certification Verification Search available at bebizfile.sos.ca.gov/certification/index.