

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM752547

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Allen Edmonds Corporation		07/03/2017	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	Allen Edmonds LLC		
Street Address:	8300 Maryland Avenue		
City:	St. Louis		
State/Country:	MISSOURI		
Postal Code:	63105		
Entity Type:	Limited Liability Company: WISCONSIN		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	4203180	ALLEN EDMONDS	
Registration Number:	0822911	ALLEN EDMONDS	
Registration Number:	1479246	ALLEN EDMONDS	
Registration Number:	5678813	ALLEN EDMONDS SHOE BANK	
Registration Number:	2374254	RERAFTING	
Registration Number:	4796874	ROAD WARRIORS	
Registration Number:	1506749	WOODLORE	
Registration Number:	3439404	WOODLORE	
CORRESPONDENCE DATA			
Fax Number:	3144801505		
<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:	314-480-1500		
Email:	PTO-SL@huschblackwell.com		
Correspondent Name:	ALAN S. NEMES		
Address Line 1:	HUSCH BLACKWELL LLP		
Address Line 2:	190 CARONDELET PLAZA, SUITE 600		
Address Line 4:	ST. LOUIS, MISSOURI 63105		
ATTORNEY DOCKET NUMBER:	718202.4792		
NAME OF SUBMITTER:	Liz Behling		

CH \$215.00 4203180

SIGNATURE:	/LIZ BEHLING/
DATE SIGNED:	08/31/2022
Total Attachments: 8 source=Certificate of Conversion Allen Edmonds Corporation to LLC#page1.tif source=Certificate of Conversion Allen Edmonds Corporation to LLC#page2.tif source=Certificate of Conversion Allen Edmonds Corporation to LLC#page3.tif source=Certificate of Conversion Allen Edmonds Corporation to LLC#page4.tif source=Certificate of Conversion Allen Edmonds Corporation to LLC#page5.tif source=Certificate of Conversion Allen Edmonds Corporation to LLC#page6.tif source=Certificate of Conversion Allen Edmonds Corporation to LLC#page7.tif source=Certificate of Conversion Allen Edmonds Corporation to LLC#page8.tif	

FILING FEE \$150.00
 OPTIONAL EXPEDITED SERVICE + \$25.00

DO NOT STAPLE
Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name:
Allen Edmonds Corporation

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input checked="" type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes No

IMPORTANT – If you answer yes, the entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the conversion.

NOTE: Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

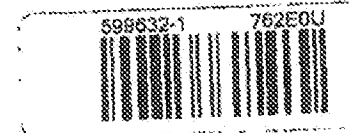
* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

3. After conversion:

Company Name:
Allen Edmonds LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

DFI/CORP/1000 (04/15)



4. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. If converting the entity to another state or country, the governing document is not required. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process): Corporation Service Company	Registered Office: 8040 Excelsior Drive, Suite 400, Madison, WI 53074
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process): Corporation Service Company	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 8040 Excelsior Drive, Suite 400, Madison, WI 53074
Additional Entry for a Limited Partnership only →	Record Office:

8. Executed on July 3, 2017 (date) by the business entity **PRIOR TO ITS CONVERSION**.


(Signature)

Mark (X) below the title of the person executing the document.

WILLIAM J. BARBEAUCH, JR
(Printed Name)

For a limited partnership
Title: General Partner

For a corporation
Title: President OR Secretary
or other officer title

For a limited liability company
Title: Member OR Manager

INSTRUCTIONS (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Please use BLACK Ink . Submit one original along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.		
Mailing Address: State of WI - Dept. of Financial Institutions Box 93348 Milwaukee WI 53293-0348	Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 201 W. Washington Ave - Suite 300 Madison WI 53703	Phone: 608-261-7577 TTY: 711

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity after conversion.

Exhibit A

Plan of Conversion

**PLAN OF CONVERSION
OF CORPORATION INTO LIMITED LIABILITY COMPANY
OF
ALLEN EDMONDS CORPORATION**

This Plan of Conversion (the "Plan of Conversion") is entered into this 3rd day of July, 2017, by Allen Edmonds Corporation, a Wisconsin corporation, which, under the laws of the State of Wisconsin, is converting to a Wisconsin limited liability company.


1. Converting Business Entity and Resulting Business Entity Identified. Allen Edmonds Corporation (the "Converting Business Entity"), a business corporation organized under the laws of the State of Wisconsin, will convert into Allen Edmonds LLC (the "Resulting Business Entity"), a limited liability company organized under the laws of the State of Wisconsin (the "Conversion").
2. Conversion of Converting Business Entity Into Resulting Business Entity. The conversion of the Converting Business Entity into the Resulting Business Entity will be in accordance with the terms and conditions of this Plan of Conversion. Effective as of the filing time in New York, New York on July 3, 2017 (the "Effective Time"), the form of organization of the Converting Business Entity will convert into the form of the Resulting Business Entity, and the Converting Business Entity will continue in existence in the form of the Resulting Business Entity in accordance with the laws of the State of Wisconsin.
3. Conversion of Shares into Limited Liability Company Interests. At the Effective Time, all of the issued and outstanding shares of common stock, par value \$0.01 per share, of the Converting Business Entity immediately prior to the Effective Time, consisting of 56,000 shares of Class A voting common stock and 504,000 shares of Class B nonvoting common stock, shall cease to exist and shall be automatically converted into 560,000 Units (as defined in the Limited Liability Company Agreement (defined below)), representing a one hundred percent (100%) limited liability company interest (as defined in the Wisconsin Limited Liability Companies Act), and all rights, powers and duties of a member of the Resulting Business Entity as set forth in the Limited Liability Company Agreement and pursuant to applicable law, in the Resulting Business Entity, all of which Units shall be owned by AESC Holding Corporation, a Delaware corporation and the sole stockholder of the Converting Business Entity, without any further action on the part of the Converting Business Entity. All of the issued and outstanding stock certificates, which immediately prior to the Effective Time represented shares of the Converting Business Entity, shall be cancelled and extinguished.
4. Approval. The Plan of Conversion herein made and approved shall be submitted to the sole stockholder of the Converting Business Entity for its approval or rejection in the manner prescribed by the provisions of the Wisconsin Business Corporation Law and the Wisconsin Limited Liability Companies Act.

5. Directors of the Converting Business Entity. Each director of the Converting Business Entity in office immediately prior to the Effective Time shall cease to serve as a director of the Resulting Business Entity.
6. Filing Articles of Organization and Certificate of Conversion. After this Plan of Conversion has been approved by the sole stockholder of the Converting Business Entity, the Articles of Organization and Certificate of Conversion (the "Certificates") shall be delivered to the Department of Financial Institutions of the State of Wisconsin for filing.
7. Limited Liability Company Agreement. The Limited Liability Company Agreement, to be adopted upon the Effective Time, shall be the Limited Liability Company Agreement of the Resulting Business Entity (the "Limited Liability Company Agreement").
8. Officers of the Resulting Business Entity. The officers of the Converting Business Entity shall continue as officers of the Resulting Business Entity and shall have the same titles and authorities and duties as such officers had as of immediately prior to the Effective Time.
9. Termination. This Plan of Conversion may be terminated and/or the conversion of the Converting Business Entity abandoned at any time prior to the Effective Time by the action of the officers of the Converting Business Entity. In the event of termination of this Plan of Conversion and/or abandonment of the conversion of the Converting Business Entity, then this Plan of Conversion shall become void and of no further force and effect without liability on the part of any party hereto or their respective officers and agents.

[The remainder of the page is intentionally left blank.]

IN WITNESS WHEREOF, the Converting Business Entity has caused this Plan of Conversion to be duly executed effective as of the date first written above.

ALLEN EDMONDS CORPORATION, a
Wisconsin corporation

By: 
Name: WILLIAM T. BELBERICH, JR.
Title: Vice President, Taxes
Assistant Secretary

[Signature Page to AEC - Plan of Conversion]



For Office



State of Wisconsin

Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

ALLEN EDMONDS CORPORATION

Received Date: 7/3/2017

Filed Date: 7/5/2017

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: 1A02695

Certificate of Conversion, converting a WI domestic Corp (Chap 180) into a WI domestic LLC (Chap 183)

Name Change

Effective Date: July 3, 2017