

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM867938

<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>
Progeny Systems Corporation		07/15/2022	Corporation: VIRGINIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Progeny Systems, LLC		
<b>Street Address:</b>	9500 Innovation Drive		
<b>City:</b>	Manassas		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	20110		
<b>Entity Type:</b>	Limited Liability Company: VIRGINIA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3103121	PROGENY SYSTEMS ENGINEERING SOLUTIONS TH	
<b>Registration Number:</b>	5882386	LEXENCO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2022987570		
<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>	202-625-3575		
<b>Email:</b>	kattendctm@katten.com		
<b>Correspondent Name:</b>	Michael Justus -Katten Muchin Rosenman		
<b>Address Line 1:</b>	1919 Pennsylvania Avenue NW		
<b>Address Line 2:</b>	Suite 800		
<b>Address Line 4:</b>	Washington, D.C. 20006-3404		
<b>NAME OF SUBMITTER:</b>	Michael R. Justus		
<b>SIGNATURE:</b>	/Michael R. Justus/		
<b>DATE SIGNED:</b>	01/12/2024		
<b>Total Attachments: 9</b>			
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**COMMONWEALTH of VIRGINIA**  
**ARTICLES of ENTITY CONVERSION of**  
**PROGENY SYSTEMS CORPORATION**

The undersigned corporation, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, hereby executes the following articles of entity conversion and sets forth:

1. The name of the corporation immediately prior to the filing of these articles of entity conversion is “Progeny Systems Corporation”. The corporation shall convert to a Virginia limited liability company and its name shall be “Progeny Systems, LLC.”
2. The corporation was originally organized on July 26, 1995 as a Virginia corporation with the name Progeny Systems Corporation.
3. The plan of conversion, pursuant to §13.1-722.10 of the Virginia Stock Corporation Act, including the full text of the articles of organization of the resulting limited liability company as they will be in effect upon consummation of the conversion, is attached hereto as Exhibit A.
4. The plan of conversion was approved by the written consent of the sole shareholder of Progeny Systems Corporation on July 5, 2022.

[Signature on Following Page]

Signed this 14th day of July 2022.

PROGENY SYSTEMS CORPORATION

By:  \_\_\_\_\_

Name: Walter P. Kitonis, III

Title: Chief Executive Officer

Company's SCC ID No.: 04507141

[Signature Page to Articles of Entity Conversion (Progeny Systems Corporation)]

**TRADEMARK**  
**REEL: 008315 FRAME: 0737**

Exhibit A

Plan of Conversion

See attached.

## PROGENY SYSTEMS CORPORATION

### PLAN OF CONVERSION

Pursuant to Virginia Code Section 13.1-722.10, Progeny Systems Corporation, a Virginia corporation established on July 26, 1995, desires to convert to a Virginia limited liability company. The conversion shall be effected pursuant to this plan of conversion.

1. All of the shares of common stock of Progeny Systems Corporation shall be converted proportionately into uncertificated units of membership interests of Progeny Systems, LLC.
2. All of the shareholders of Progeny Systems Corporation will become all of the members of Progeny Systems, LLC.
3. The articles of organization of Progeny Systems, LLC, attached hereto as Exhibit A, will be the articles of organization immediately after the conversion.
4. The operating agreement of Progeny Systems, LLC, attached hereto as Exhibit B, will be the operating agreement immediately after the conversion.

This plan of entity conversion was approved by the written consent of the sole shareholder of Progeny Systems Corporation on July 5, 2022.

[Signature page follows]

PROGENY SYSTEMS CORPORATION

By: WPK  
Name: Walter P. Kitonis, III  
Title: Chief Executive Officer

[Signature page to Plan of Conversion – Progeny Systems]

EXHIBIT A

Articles of Organization

(see attached)

[Signature page to Plan of Conversion -- Progeny Systems]



**ARTICLES OF ORGANIZATION  
OF  
PROGENY SYSTEMS, LLC**

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia, the undersigned organizer, being authorized to execute and file these Articles of Organization of Progeny Systems, LLC under the Virginia Limited Liability Company Act, hereby certifies that:

**FIRST**

The name of the limited liability company is Progeny Systems, LLC (the "Company").

**SECOND**

The address of the principal office of the Company, at which the records required to be maintained are to be kept, is 9500 Innovation Drive, Manassas, Virginia 20110.

**THIRD**

The name of the initial registered agent of the Company is CT Corporation System and the Company's initial registered office is located in the county of Henrico, 4701 Cox Road, Suite 285, Glen Allen, Virginia 23060. The initial registered agent is a corporation authorized to transact business in the Commonwealth of Virginia.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this 14th day of July 2022.

  
Ryan Kelley  
Organizer

EXHIBIT B

Operating Agreement  
(see attached)

[Signature page to Plan of Conversion -- Progeny Systems]

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

AT RICHMOND, JULY 15, 2022

The State Corporation Commission has found the accompanying articles of conversion submitted on behalf of

**PROGENY SYSTEMS CORPORATION**

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF CONVERSION**

be issued and admitted to record with the articles of conversion in the Office of the Clerk of the Commission, effective July 15, 2022.

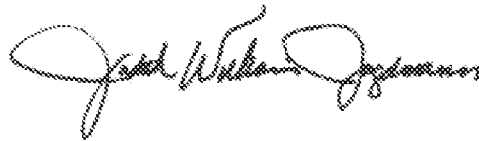
When the certificate becomes effective, PROGENY SYSTEMS CORPORATION is deemed to be a limited liability company formed under the laws of this Commonwealth with the name

**Progeny Systems, LLC**

The limited liability company is granted the authority conferred on it by law in accordance with the articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann  
Commissioner