

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM412220

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Plymouth Foam Incorporated		07/25/2016	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	Plymouth Foam LLC		
Street Address:	1800 Sunset Drive		
City:	Plymouth		
State/Country:	WISCONSIN		
Postal Code:	53073		
Entity Type:	Limited Liability Company: WISCONSIN		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2297063		
Registration Number:	2498133	GOLD-WALL	
CORRESPONDENCE DATA			
Fax Number:	4142735198		
<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:	414-273-3500		
Email:	bgilpin@gklaw.com		
Correspondent Name:	Brian G. Gilpin; Godfrey & Kahn, S.C.		
Address Line 1:	833 East Michigan Street, Suite 1800		
Address Line 4:	Milwaukee, WISCONSIN 53202-5615		
ATTORNEY DOCKET NUMBER:	071864-0035		
NAME OF SUBMITTER:	Brian G. Gilpin		
SIGNATURE:	/Brian G. Gilpin/		
DATE SIGNED:	01/13/2017		
Total Attachments: 8			
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For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

PLYMOUTH FOAM INCORPORATED

Received Date: 7/25/2016

Filed Date: 7/26/2016

Filing Fee: \$150.00

Expedited Fee: \$25.00

Total Fee: \$175.00

Entity ID#: P025880

Dom 180 -> Dom 183
Name Chg
Effective DAte: July 26th, 2016

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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): David S. Bolland	Registered Office: 1800 Sunset Drive Plymouth, WI 53073
Additional Entry for a Limited Partnership only →	Record Office:

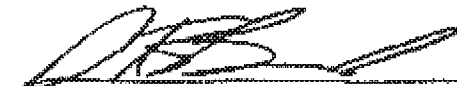
7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION**:

Registered Agent (Agent for Service of Process): David S. Bolland	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 1800 Sunset Drive Plymouth, WI 53073
Additional Entry for a Limited Partnership only →	Record Office:

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8. Executed on July 25, 2016 (date) by the business entity PRIOR TO ITS CONVERSION.



(Signature)

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

For a limited partnership

Title: ☐ General Partner

For a limited liability company

Title: ☐ Member OR ☐ Manager

David S. Bolland

(Printed Name)

For a corporation

Title: ☒ President OR ☐ Secretary
or other officer title

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
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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.

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EXHIBIT A

**PLAN OF CONVERSION
CONVERTING
PLYMOUTH FOAM INCORPORATED,
a Wisconsin corporation
INTO
PLYMOUTH FOAM LLC,
a Wisconsin limited liability company**

1. Name and State of Formation before Conversion. The name of the company is Plymouth Foam Incorporated ("the "Company") and it is a corporation governed by and incorporated in accordance with the laws of the State of Wisconsin.

2. Name and State of Formation after Conversion. The Company shall convert into a limited liability company to be known as Plymouth Foam LLC, and it shall be a limited liability company governed by and organized in accordance with the laws of the State of Wisconsin.

3. Conversion.

(a.) The Company shall convert into Plymouth Foam LLC, a Wisconsin limited liability company ("PF LLC") and shall exist by virtue and in accordance with the laws of the State of Wisconsin (the "Conversion").

(b.) From and after the Effective Date (as defined below), the existence, purpose, powers, franchises, rights and immunities of the Company shall continue unaffected and unimpaired by the Conversion and it shall continue its existence as PF LLC, a limited liability company governed by and organized in accordance with the laws of the State of Wisconsin. Upon the Effective Date, the Company shall cease to exist as a corporation in accordance with the laws of the State of Wisconsin.

(c.) The Company shall not be required to wind up its affairs, or pay its liabilities and distribute its assets, as a result of the Conversion and the Conversion shall not constitute a dissolution of the Company, but shall constitute a continuation of the existence of the Company in the form of PF LLC.

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4. Manner of Converting Shares. On the Effective Date, as a result of the Conversion, each issued and outstanding share of common stock of the Company shall be exchanged for an identical number of membership units of PF LLC.
5. Effective Date. The Conversion shall become effective on July 26, 2016 (the "Effective Date").
6. Articles of Organization. The Articles of Organization of PF LLC are attached as Exhibit B to the Certificate of Conversion.
7. Approval of Plan. Upon approval and adoption of this Plan of Conversion and any other documents, instruments and agreements required, necessary or appropriate to effectuate the Conversion by the Company's Board of Directors and shareholder, a Certificate of Conversion shall be executed, filed and recorded in accordance with the Wisconsin Business Corporation Law as soon as practicable after the date hereof.
8. Abandonment of Plan. Notwithstanding anything contained herein to the contrary, this Plan of Conversion may be terminated and abandoned by the Board of Directors of the Company at any time prior to the filing of the Certificate of Conversion if the Board of Directors of the Company should decide that it would not be in the best interests of the Company to effectuate such Conversion.

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EXHIBIT B

State of Wisconsin
Department of Financial Institutions
ARTICLES OF ORGANIZATION - LIMITED LIABILITY COMPANY

- Article 1. **Name of the limited liability company:**
Plymouth Foam LLC
- Article 2. **The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.**
- Article 3. **Name of the registered agent.**
David S. Bolland
- Article 4. **Street address of the initial registered office.**
1800 Sunset Drive
Plymouth, WI 53073
- Article 5. **Management of the limited liability company shall be vested in:**
A manager or managers

This document was drafted by:

Timothy C. Smith
Godfrey & Kahn, S.C.
833 E. Michigan Street, Suite 1800
Milwaukee, WI 53202

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Fee simple ownership interest ☐ Yes ☐ No (for DFI use only)
 CERTIFICATE OF CONVERSION

Janell Bohn, Paralegal
 Godfrey & Kahn, S.C.
 833 E. Michigan Street, Suite 1800
 Plymouth, WI 53202

▲ Enter your return address within the bracket above.

Phone number during the day: (414) 273 - 3500

INSTRUCTIONS (Cont'd)

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.
5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.
6. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.
7. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.
8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

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