

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM453409

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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|------------------------------------------|-----------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Velocity Solutions, Inc. | | 11/28/2017 | Corporation: NORTH CAROLINA |
| RECEIVING PARTY DATA | | | |
| Name: | Velocity Solutions, LLC | | |
| Street Address: | 501 SE 12th Street | | |
| City: | Fort Lauderdale | | |
| State/Country: | FLORIDA | | |
| Postal Code: | 33316-1903 | | |
| Entity Type: | Limited Liability Company: NORTH CAROLINA | | |
| PROPERTY NUMBERS Total: 13 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3608341 | | |
| Registration Number: | 3619391 | FUNTAGIOUS | |
| Registration Number: | 3162412 | GET FIT NOW AMERICA | |
| Registration Number: | 3210735 | GIFT GREAT INCENTIVES FOR FINANCIAL TRAN | |
| Registration Number: | 3906335 | INTELLIGENT LIMIT SYSTEM | |
| Registration Number: | 3703188 | INVITATION CHECKING | |
| Registration Number: | 3200065 | MOOLA | |
| Registration Number: | 4313311 | MOOLA BANKING | |
| Registration Number: | 4313312 | MOOLA CHECKING | |
| Registration Number: | 3865332 | MY INTEREST CHECKING | |
| Registration Number: | 3125505 | MY REWARDS | |
| Registration Number: | 4004280 | VELOCITY | |
| Registration Number: | 4004281 | VELOCITY SOLUTIONS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 9722323098 | | |
| <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: | 214.295.8000 | | |
| Email: | jlin@mwe.com, acheng@mwe.com, cvicino@mwe.com | | |
| TRADEMARK | | | |

CH \$340.00 3608341

Correspondent Name: Carolyn M. Vicino
Address Line 1: McDermott Will & Emery LLP
Address Line 2: 2501 North Harwood Street, Suite 1900
Address Line 4: Dallas, TEXAS 75201

NAME OF SUBMITTER: Carolyn M. Vicino

SIGNATURE: /Carolyn M. Vicino/

DATE SIGNED: 12/06/2017

Total Attachments: 2

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**PLAN OF CONVERSION
FOR
VELOCITY SOLUTIONS, INC.**
(A North Carolina Corporation)

CONVERTING TO

VELOCITY SOLUTIONS, LLC
(A North Carolina Limited Liability Company)

November 28, 2017

The following Plan of Conversion is submitted in compliance with Sections 55-11A-10 through 55-11A-13 of the North Carolina Business Corporation Act and Sections 57D-9-20 through 57D-9-23 of the North Carolina Limited Liability Company Act:

1. The name, jurisdiction of formation, and type of entity of the organization **before conversion** is:

| Name | Jurisdiction of Formation | Type of Entity | North Carolina SOSID# |
|----------------------------------------------------------------------------------------------|----------------------------------|-----------------------|------------------------------|
| Velocity Solutions, Inc. 501 SE 12 th Street Fort Lauderdale, FL 33316-1903 | North Carolina | Corporation | 0374459 |

2. The name, jurisdiction of formation, and type of entity of the organization **after conversion** is:

| Name | Jurisdiction of Formation | Type of Entity |
|---------------------------------------------------------------------------------------------|----------------------------------|---------------------------|
| Velocity Solutions, LLC 501 SE 12 th Street Fort Lauderdale, FL 33316-1903 | North Carolina | Limited Liability Company |

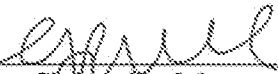
3. Upon the conversion becoming effective, the organization shall be governed by the terms and provisions of the North Carolina Limited Liability Company Act and as applicable, its operating agreement. For the avoidance of doubt, the current Bylaws of the converting corporation shall have no further force or effect upon the conversion of the converting corporation into a North Carolina limited liability company.
4. The terms and conditions of the conversion, including the manner and basis for converting interests in the converting organization into any combination of interests, shares, obligations, securities, cash, rights, or any other consideration money, interests in the converted organization, and other consideration are as follows:
- (a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of VELOCITY SOLUTIONS, INC. shall be vested in VELOCITY SOLUTIONS, LLC, without further act or deed.
- (b) Assumption of Obligations. All obligations of VELOCITY SOLUTIONS, INC. shall become the obligations of VELOCITY SOLUTIONS, LLC.
- (c) Conversion of Common Stock. Each share of the issued and outstanding common stock of VELOCITY SOLUTIONS, INC., a North Carolina corporation, shall be converted into one (1)

limited liability company interest in VELOCITY SOLUTIONS, LLC, a North Carolina limited liability company, such that the shareholders of the corporation, owning one hundred percent (100%) of the issued and outstanding shares before the conversion, will hold one hundred percent (100%) of the limited liability company interests after the conversion.

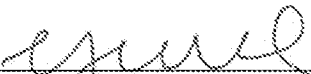
5. A copy of the Articles of Conversion Including Articles of Organization for VELOCITY SOLUTIONS, INC. to be filed with the North Carolina Department of State, are attached hereto as Exhibit A. The Articles of Conversion Including Articles of Organization and this Plan of Conversion were approved and adopted by the Shareholders and the Board of Directors by unanimous written consent effective on November 28, 2017.
6. This Plan may be amended at any time prior to the effective date of the conversion upon the express written consent of the shareholders of the corporation to be converted.
7. The signature of an officer of the corporation to be converted on this Plan of Conversion and on any documents and instruments executed in connection therewith or pursuant thereto shall be conclusive evidence of his authority to execute and deliver such instruments or documents.
8. The Conversion shall be effective upon filing with the North Carolina Secretary of State.

IN WITNESS WHEREOF, this Plan of Conversion is effective as of the date first written above.

VELOCITY SOLUTIONS, INC.

By: 
Name: Christopher J. Leonard
Title: Chief Executive Officer

VELOCITY SOLUTIONS, LLC

By: 
Name: Christopher J. Leonard
Title: Organizer