

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM483146

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Power Line Systems, Inc.		07/13/2018	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	Power Line Systems, LLC		
Street Address:	610 N. Whitney Way		
Internal Address:	Suite 160		
City:	Madison		
State/Country:	WISCONSIN		
Postal Code:	53705		
Entity Type:	Corporation: WISCONSIN		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2510687	PLS-CADD	
Registration Number:	5058654	PLS-POLE	
CORRESPONDENCE DATA			
Fax Number:	6175231231		
<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:	617-570-1057		
Email:	JLehrer@goodwinlaw.com, patentBos@goodwinlaw.com, scannon@goodwinlaw.com		
Correspondent Name:	GOODWIN PROCTER LLP		
Address Line 1:	100 NORTHERN AVENUE		
Address Line 4:	BOSTON, MASSACHUSETTS 02210		
ATTORNEY DOCKET NUMBER:	087724/268978		
NAME OF SUBMITTER:	Joel E. Lehrer		
SIGNATURE:	/Joel E. Lehrer/		
DATE SIGNED:	07/24/2018		
Total Attachments: 16			
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DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, Mary Ann McCoshen, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in cursive script that reads "Mary Ann McCoshen".

MARY ANN McCOSHEN, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DATE: JUL 13 2018

A handwritten signature in cursive script that reads "Joseph King".

BY: JOSEPH KING



For Office



State of Wisconsin

Department of Financial Institutions

Endorsement

CERTIFICATE OF CONVERSION - Ch. 180

POWER LINE SYSTEMS, INC.

Received Date: 7/12/2018

Filed Date: 7/13/2018

Filing Fee: \$150.00

Expedited Fee: \$25.00

Entity ID#: P023058

Total Fee: \$175.00

Converts DOM Bus Corp. Ch 180 to DOM LLC Ch 183
Chg name
Chg reg ag/off
Effective date July 13, 2018

TRADEMARK
REEL: 006389 FRAME: 0133



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

FILING FEE \$150.00

Please check box for (Optional)
Expedited service + \$25.00

FORM **1000**

CERTIFICATE OF CONVERSION

Sec. 178.1144, 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and
183.1207(3) & (5), Wis. Stats.

1. Before conversion:

Company Name: <p style="text-align: center;">Power Line Systems, Inc.</p>		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)

* 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. After conversion:

Company Name: <p style="text-align: center;">Power Line Systems, LLC</p>		
Indicate (X) Entity Type	<input type="checkbox"/> General Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Liability Partnership (Ch. 178, Wis. Stats.) <input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input 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.)	Organized under the laws of <u>Wisconsin</u> (state or country)

DFV/CORP/1000 (02/18)

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3. A Plan of Conversion containing all the following parts is required to be 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. 178.0114, 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the statement of partnership authority, registration statement, 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 each are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

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

5. 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): Steven W. Weber	Registered Office: 610 N Whitney Way Ste 160 Madison, WI 53705-2757
Additional Entry for a Limited Partnership or General Partnership only -->	Record/Principal Office:

6. 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): CT Corporation System	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 301 S. Bedford St. Suite 1 Madison, WI 53703
Additional Entry for a Limited Partnership or General Partnership only -->	Record/Principal Office:

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7. Executed on July 11, 2018 (date) by the business entity PRIOR TO ITS CONVERSION.



(Signature)

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

Steven Weber

(Printed Name)

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

For a limited partnership/general partnership/
limited liability partnership
Title: General Partner Partner

For a limited liability company
Title: Member OR Manager

This document was drafted by Tristan A. Dollinger, Esq.

INSTRUCTIONS (Ref. Sec. 178.1141, 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 to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, (fees not yet set by rule), payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, please visit www.wisconsinconnect.gov for current physical address). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

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. 178.0102(4) (5) & (6), 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. Enter the company name, type of business entity, and state of organization of business entity after conversion.

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PLAN OF CONVERSION OF
POWER LINE SYSTEMS, INC.
INTO
POWER LINE SYSTEMS, LLC

THIS PLAN OF CONVERSION (the "Plan") dated as of July 12, 2018, is adopted by POWER LINE SYSTEMS, INC., a Wisconsin corporation (the "Corporation"), in accordance with section 180.1161 and 183.1207 of the Wisconsin Statutes.

RECITALS

A. The Corporation is a corporation incorporated and existing under Chapter 180 of the Wisconsin Statutes.

B. The Corporation's authorized capital stock consists of 56,000 shares of \$1.00 par value common stock (the "Common Stock"), of which 1,000 shares are issued and outstanding.

C. In contemplation of entering into that certain Purchase Agreement by and among PLS Buyer, LLC, a Delaware limited liability company, PLS Holdco, Inc., a Wisconsin corporation ("Holdco"), the shareholders of Holdco and certain other parties thereto, the sole shareholder and directors of the Corporation deem it to be in the best interests of the Corporation to cause the Corporation be converted into a Wisconsin limited liability company under and pursuant to the Wisconsin Business Corporation Law ("WBCL").

D. The sole shareholder and directors of the Corporation have approved the conversion of the Corporation into a Wisconsin limited liability company under the terms and conditions set forth below.

PLAN OF CONVERSION

In consideration of the Recitals, the Corporation adopts the following Plan of Conversion:

ARTICLE I
THE CONVERSION

As of July 13, 2018 (the "Effective Date"), upon the terms and subject to the conditions of this Plan and in accordance with the WBCL, the Corporation will be converted into a limited liability company organized and existing under Chapter 183 of the Wisconsin Statutes and will be named Power Line Systems, LLC (the "Conversion"). Following the Conversion, the Corporation will cease to exist as a Wisconsin corporation and will instead exist as a Wisconsin limited liability company.

ARTICLE II
EFFECTIVE DATE

The Conversion will become effective as of the Effective Date. Subject to the terms and conditions set forth in this Plan, a Certificate of Conversion will be duly executed and

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acknowledged by the Corporation and delivered to the Department of Financial Institutions of the State of Wisconsin for filing pursuant to the WBCL.

ARTICLE III
EFFECTS OF THE CONVERSION

The Conversion will have the effects set forth in the WBCL. Without limiting the generality of the foregoing, at the Effective Date, all the properties, rights, privileges, powers and franchises of the Corporation will vest in Power Line Systems, LLC and all debts, liabilities and duties of the Corporation will become the debts, liabilities and duties of Power Line Systems, LLC.

ARTICLE IV
ARTICLES OF ORGANIZATION AND MEMORANDUM OF ORGANIZATION

The Articles of Organization of Power Line Systems, LLC, which will take effect on the Effective Date, are attached as Exhibit A. The Memorandum of Organization of Power Line Systems, LLC, which will take effect on the Effective Date, is attached as Exhibit B.

ARTICLE V
MANAGEMENT

On the Effective Date, Erik P. Jacobsen, Otto J. Lynch, Eric M. Peyrot, Steven W. Weber, and Alain H. Peyrot shall be appointed managers of Power Line Systems, LLC (the "Managers") and will constitute the Board of Managers.

ARTICLE VI
CONVERSION OF SHARES

On the Effective Date, each share of the Common Stock of the Corporation which is issued and outstanding immediately prior to the Effective Date will, by virtue of the Conversion and without any action on the part of the Corporation or the holder of the shares of the Common Stock, be converted into and represent one limited liability company unit (each, a "Unit") in Power Line Systems, LLC, as indicated on the attached Exhibit C. The outstanding certificates representing shares of Common Stock shall thereafter be void and of no further force or effect.

[Signature Page to Follow]

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Dated as of the day and year first written above.

POWER LINE SYSTEMS, INC.

BY *Steven W. Weber*
Steven W. Weber, Chief Executive Officer

[Signature page to the Plan of Conversion]

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EXHIBIT A
Articles of Organization

See attached.

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State of Wisconsin
Department of Financial Institutions

ARTICLES OF ORGANIZATION - LIMITED LIABILITY COMPANY
(organized under Chapter 183 of the Wisconsin Statutes)

- Article 1. Name of the limited liability company:
Power Line Systems, LLC
- Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.
- Article 3. Name of the registered agent:
C T Corporation System
- Article 4. Street address of the registered office:
301 S. Bedford St., Suite 1
Madison, WI 53703
United States of America
- Article 5. Management of the limited liability company shall be vested in:
A manager or managers

This document was drafted by Tristan A. Dollinger, Esq.

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EXHIBIT B

Memorandum of Organization

See attached.

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MEMORANDUM OF ORGANIZATION
OF
POWER LINE SYSTEMS, LLC

The undersigned, PLS Holdco, Inc. (the "Member"), is entering into this Memorandum of Organization for purposes of forming a limited liability company under Wisconsin law. The undersigned acknowledges and agrees as follows:

1. The Articles of Organization of Power Line Systems, LLC (the "Company"), filed in the office of the Wisconsin Department of Financial Institutions effective as of July 13, 2018, are hereby adopted, ratified and confirmed.

2. This Memorandum of Organization constitutes the Operating Agreement of the Company and together with the applicable provisions of the Wisconsin Limited Liability Act Chapter 183, Wis. Stats., as modified by this Memorandum of Organization, governs all rights and obligations of the Member of the Company.

3. The Member is the sole member and equity owner of the Company and owns 100% of the issued and outstanding equity interests in the Company, consisting of one class called the membership interest units ("Units").

4. The Member shall be entitled to 100% interest in the contributions, profits, losses and distributions of the Company.

5. The Company shall be managed by Erik P. Jacobsen, Otto S. Lynch, Eric M. Peyrot, Steven W. Weber and Alain H. Peyrot (each a "Manager" and together the "Board of Managers") and shall conduct such operations and businesses as the Board of Managers shall determine are in its best interests. Decisions related to the business and affairs of the Company shall be made by majority consent of the Board of Managers. The Board of Managers may act by written consent without a meeting.

6. The Board of Managers may bestow upon key employees or representatives of the Company such titles as the Board of Managers deems necessary or expedient to enable it to carry out its duties on behalf of the Company. Such titles may include "President," "Treasurer" or "Secretary." Such persons, in their roles as officers of the Company, must discharge their duties in good faith with the care an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner the Board of Managers reasonably believes to be in the best interests of the Company. The following individuals are elected to the offices stated opposite their names as the initial officers to serve until their earlier death, resignation or removal by the Board of Managers:

Steven W. Weber – Chief Executive Officer and President
Otto J. Lynch – Vice President
Erik P. Jacobson – Chief Technology Officer and Secretary

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7. At any time when there is only one member of the Company and there is an event of dissociation, including a member ceasing to be member of the Company by reason of death, a sale or other transfer of interest or bankruptcy, the person, persons or entity succeeding to the member's interest as a result of such event of dissociation shall be a member without further action on the part of the transferee, the Company, or the dissociated member and such event of dissociation shall not cause or result in the dissolution of the Company.

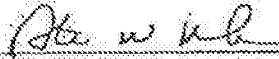
[Signature page follows.]

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Dated: July 13, 2018.

SOLE MEMBER:

PLS HOLDCO. INC.

BY 
Steven W. Weber, Chief Executive Officer

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EXHIBIT C

Common Stock and Unit Ownership

<u>Name</u>	<u>Pre-Conversion Common Shares Owned</u>	<u>Post-Conversion Units Owned</u>	<u>Total Percentage Owned</u>
PLS Holdco, Inc.	1,000	1,000	100%

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CERTIFICATE OF CONVERSION

Brenda Lindsay, Paralegal
Reinhart Boerner Van Deuren s.c.
N16W23250 Stone Ridge Drive, Suite One
Waukesha, WI 53188

▲ Please provide an email or postal mailing address for the filed copy of the document.

Your phone number during the day: (262) 851-4609

INSTRUCTIONS (Cont'd)

3. 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 either use the template Plan of Conversion provided in this form or may draft a Plan by other means.

4. 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.

5. Except for general partnerships, 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 or general partnership, provide the address of its record or principal office.

6. Except for general partnerships, 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 or general partnership, also provide the address of its record or principal 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.

7. 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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