

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM418997

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Danieli Riverside Products, Inc.		12/21/2016	Corporation: WISCONSIN
RECEIVING PARTY DATA			
Name:	Danieli Riverside Products, LLC		
Street Address:	437 South Devils Glen Road		
City:	Bettendorf		
State/Country:	IOWA		
Postal Code:	52722		
Entity Type:	Limited Liability Company: WISCONSIN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	74025955	RIVERSIDE	
CORRESPONDENCE DATA			
Fax Number:			
<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:	4123550200		
Email:	ejv@sgkpc.com		
Correspondent Name:	Endia J. Vereen, Esquire		
Address Line 1:	535 Smithfield Street		
Address Line 2:	Suite 300		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15222		
NAME OF SUBMITTER:	Endia J. Vereen		
SIGNATURE:	/Endia J. Vereen/		
DATE SIGNED:	03/09/2017		
Total Attachments: 16			
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OP \$40.00 74025955

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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: Danieli Riverside Products, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WI</u> (state or country *)
	<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.)	

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://ww2.revenue.wi.gov/internet/merger.html>

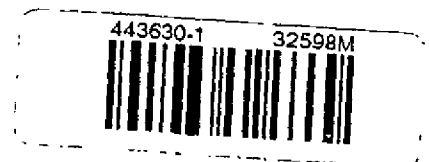
* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status (variously called "certificate of existence" or "certificate of good standing") issued by the Secretary of State or other appropriate official in the jurisdiction where the foreign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

3. After conversion:

Company Name: Danieli Riverside Products, LLC
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WI</u> (state or country)
	<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.)	

DFI/CORP/1000 (04/15)



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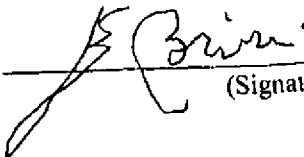
4. A Plan of Conversion containing all the following parts is **attached** as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is **optional**.) See attached.
- A. The name, form of business entity, and identity of the jurisdiction governing the business 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. See attached consents by the Board of Directors and Shareholder.
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): CT Corporation System	Registered Office: 8040 Excelsior Drive, Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office: N/A

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): CT Corporation System	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 8040 Excelsior Drive, Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office: N/A

8. Executed on 12-21-16 (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

* For a **corporation**

Title: President OR Secretary
or other officer title
Chief Executive Officer

Emanuele Brusini
(Printed Name)

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.

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

┌
Sherrard, German & Kelly, P.C. (c/o Endia J.
Vereen, Esquire)
535 Smithfield Street, Suite 300
Pittsburgh, PA 15222

└
▲ Enter your return address within the bracket above.

Phone number during the day: (412) 355 . 0200

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.

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (the "Plan of Conversion") is made and adopted, as of December 21, 2016, by Danieli Riverside Products, Inc., a Wisconsin corporation (the "Company"), in accordance with the Wisconsin Business Corporation Law, as amended. The effective time of the conversion shall be on December 31, 2016 (the "Effective Time").

RECITALS

A. The Company was formed on December 14, 2005 by the filing of Articles of Incorporation with the Wisconsin Department of Financial Institutions. The Company is managed by its board of directors (the "Board of Directors").

B. A conversion of a Wisconsin corporation into a Wisconsin limited liability company is allowed under Section 180.1161 of the Wisconsin Business Corporation Law, as amended.

C. The Board of Directors has unanimously approved the conversion of the Company into a Wisconsin limited liability company (the "Conversion") and the terms of this Plan of Conversion.

NOW, THEREFORE, the Company hereby adopts this Plan of Conversion as follows:

I. Terms and Conditions of Conversion.

(a) The name of the converting entity is Danieli Riverside Products, Inc., and the name of the converted entity is Danieli Riverside Products, LLC (the "Converted Company").

(b) On or prior to the Effective Time, the Certificate of Conversion, in substantially the form attached hereto as Exhibit A, will be filed with the Wisconsin Department of Financial Institutions.

(c) The Conversion shall become effective at the Effective Time.

(d) On and after the Effective Time, the Converted Company shall continue its existence in the organizational form of a Wisconsin limited liability company. All of the rights, privileges and powers of the Company and all property and all debts due to the Company, as well as all other things and causes of action belonging to the Company, shall remain vested in the Converted Company and shall be the property of the Converted Company. All rights of creditors and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall remain attached to the Converted Company and may be enforced against the Converted Company to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by the Converted Company in its capacity as a Wisconsin limited liability company.

(e) All outstanding shares of the Company shall be automatically converted into units of the Converted Company (the "Membership Interest"), with such units of Membership Interest having the respective rights, preferences and privileges set forth in the Articles of Organization (as defined below).

2. Articles of Organization. Upon the Effective Time and concurrent with the filing of the Certificate of Conversion, the Articles of Organization of the Converted Company shall be filed with the Wisconsin Department of Financial Institutions in substantially the form attached hereto as Exhibit B (the "Articles of Organization"). Thereafter immediately following the filing of the Articles of Organization, the member shall ratify and approve the operating agreement of the Converted Company in the form attached hereto as Exhibit C.

3. Manner and Basis of Converting Shares in the Company.

(a) Capitalization of the Company as of the Effective Time. The capitalization of the Company as of immediately prior to the Effective Time is set forth in Exhibit D.

(b) Conversion of Company Shares. Upon the Effective Time, all of the shares of the Company immediately prior to the Effective Time shall be converted automatically, without any action on the part of the holder thereof, into identical percentages of the Converted Company's Membership Interest; and

5. Amendment or Termination. This Plan of Conversion may be amended or terminated by the Company and the Conversion may be abandoned at any time prior to the Effective Time, notwithstanding any requisite prior approval and adoption of this Plan of Conversion by the Board of Directors.

6. Counterparts. This Plan of Conversion may be executed in two or more counterparts, and each such counterpart and copy shall be and constitute an original instrument.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned, having received required consent from the Board of Directors of the Company, hereby adopts this Plan of Conversion as of the date set forth above.

DANIELI RIVERSIDE PRODUCTS, INC.

By: 

Name: Emanuele Brusini

Title: Chairman

EXHIBIT A
Certificate of Conversion
[see attached]

{S100777.1}

EXHIBIT B
Articles of Organization
[see attached]

{S100773.1}

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FILING FEE \$170.00
 OPTIONAL EXPEDITED SERVICE + \$25.00

DO NOT STAPLE

Sec. 183.0202
Wis. Stats.

State of Wisconsin
Department of Financial Institutions
Division of Corporate and Consumer Services



ARTICLES OF ORGANIZATION - LIMITED LIABILITY COMPANY

Executed by the undersigned for the purpose of forming a Wisconsin limited liability company under Ch. 183 of the Wisconsin Statutes:

Article 1. Name of the limited liability company:

Danieli Riverside Products, LLC

Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

Article 3. Name of the initial registered agent: CT Corporation System

Article 4. Street address of the initial registered office:
(The complete address, including street and number, if assigned, and ZIP code. P O Box address may be included as part of the address, but is insufficient alone.)

8040 Excelsior Drive, Suite 200

Madison, WI 53717

Article 5. Management of the limited liability company shall be vested in:
(Select and check (X) the one appropriate choice below)

a manager or managers

OR

its members

Article 6. Name and complete address of each organizer:

Organizer's signature

Organizer's signature

This document was drafted by _____

Endia J. Vereen, Esquire, Sherrard, German & Kelly, P.C.

(Name the individual who drafted the document)

➤ OPTIONAL - Second choice company name if first choice is not available:

SAVE TIME AND MONEY! FILE ONLINE AT
www.wdfi.org.

DFI/CORP/502 (04/15)

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EXHIBIT D

Capitalization

<u>Name of Shareholder</u>	<u>Ownership Percentage</u>
Danieli Holdings, Inc.	100%

DANIELI RIVERSIDE PRODUCTS, INC.

**CONSENT IN LIEU OF
SPECIAL MEETING OF THE
BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors (the "Board") of DANIELI RIVERSIDE PRODUCTS, INC., a Wisconsin corporation (the "Company"), do hereby adopt the following preamble and resolutions, and consent to the actions taken by virtue thereof, in all respects as though said preamble and resolutions were duly adopted at a special meeting of the Board of Directors called and held this 21 day of December, 2016:

WHEREAS, the Company desires to convert from a Wisconsin corporation to a Wisconsin limited liability company under the name "Danieli Riverside Products, LLC" (the "Converted Company"), pursuant to the Wisconsin Business Corporation Law (W.S. § 180.010 *et seq.*) (the "Conversion"), pursuant to a Plan of Conversion in substantially the form attached hereto as Exhibit A (the "Plan"); and

WHEREAS, upon the Conversion, the Converted Company shall, for all purposes of the laws of the State of Wisconsin, be deemed to be the same entity as the Company, and all rights, privileges and powers of the Company, and all property, real, personal and mixed of the Company, and all debts due to the Company, as well as all other things and causes of action belonging to the Company, shall remain vested in the Converted Company; and

WHEREAS, in order to effect the Conversion, the Company will need to file a Certificate of Conversion with the Wisconsin Secretary of State in substantially the form attached hereto as Exhibit B (the "Certificate" and collectively with the Plan, the "Conversion Documents"); and

WHEREAS, in accordance with the Plan, the Conversion will be effective as of 11:59:59 p.m. on December 31, 2016.

NOW THEREFORE, BE IT RESOLVED, that the conversion of the Company to the Converted Company, is hereby approved; and

RESOLVED, that the form and terms of the Conversion Documents are hereby approved, and the officers of this Company are hereby authorized and directed for this Company and on its behalf to execute, deliver and perform the Conversion Documents with such changes therein as such officers shall approve, such

approval to be conclusively evidenced by the execution and delivery of the Conversion Documents, and that the Conversion Documents shall be the valid obligations of and binding upon the Company in the form and content in which they are so executed; and

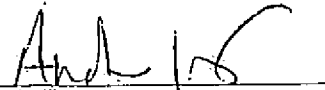
RESOLVED, that the officers of the Company are hereby authorized, empowered and directed to do any further acts and take any further actions, including the execution, delivery and performance of any other documents or agreements including the Conversion Documents, which are necessary, convenient or advisable and, in their judgment, in the best interests of the Company, in order to carry out the intent of the foregoing resolutions; and

RESOLVED, that this Consent be filed with the Company's Secretary and inserted in the minute book of this Company.

WITNESS the due execution hereof as of the date set forth above.



Emanuele Brusini



Andrew Betts

The undersigned, the Chairman of the Company, hereby certifies that the within Consent has been duly filed.



Emanuele Brusini, Chairman

DANIELI RIVERSIDE PRODUCTS, INC.

**CONSENT IN LIEU OF
SPECIAL MEETING OF THE
SOLE SHAREHOLDER**

The undersigned, being the sole shareholder of DANIELI RIVERSIDE PRODUCTS, INC., a Wisconsin corporation (the "Company"), does hereby adopt the following preamble and resolutions, and consents to the actions taken by virtue thereof, in all respects as though said preamble and resolutions were duly adopted at a special meeting of the sole shareholder called and held this 21st day of December, 2016:

WHEREAS, the Company desires to convert from a Wisconsin corporation to a Wisconsin limited liability company under the name "Danieli Riverside Products, LLC" (the "Converted Company"), pursuant to the Wisconsin Business Corporation Law (W.S. § 180.010 et seq.) (the "Conversion"), pursuant to a Plan of Conversion in substantially the form attached hereto as Exhibit A (the "Plan"); and

WHEREAS, upon the Conversion, the Converted Company shall, for all purposes of the laws of the State of Wisconsin, be deemed to be the same entity as the Company, and all rights, privileges and powers of the Company, and all property, real, personal and mixed of the Company, and all debts due to the Company, as well as all other things and causes of action belonging to the Company, shall remain vested in the Converted Company; and

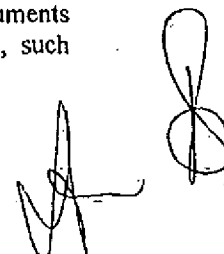
WHEREAS, in order to effect the Conversion, the Company will need to file a Certificate of Conversion with the Wisconsin Secretary of State in substantially the form attached hereto as Exhibit B (the "Certificate" and collectively with the Plan, the "Conversion Documents"); and

WHEREAS, in accordance with the Plan, the Conversion will be effective as of 11:59:59 p.m. on December 31, 2016.

NOW THEREFORE, BE IT RESOLVED, that the conversion of the Company to the Converted Company, is hereby approved; and

RESOLVED, that the form and terms of the Conversion Documents are hereby approved, and the officers of this Company are hereby authorized and directed for this Company and on its behalf to execute, deliver and perform the Conversion Documents with such changes therein as such officers shall approve, such

(S1008951.1)



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REEL: 006006 FRAME: 0711

approval to be conclusively evidenced by the execution and delivery of the Conversion Documents, and that the Conversion Documents shall be the valid obligations of and binding upon the Company in the form and content in which they are so executed; and

RESOLVED, that the officers of the Company are hereby authorized, empowered and directed to do any further acts and take any further actions, including the execution, delivery and performance of any other documents or agreements including the Conversion Documents, which are necessary, convenient or advisable and, in their judgment, in the best interests of the Company, in order to carry out the intent of the foregoing resolutions; and

RESOLVED, that this Consent be filed with the Company's Secretary and inserted in the minute book of this Company.

WITNESS the due execution hereof as of the date set forth above.


DANIELI HOLDINGS, INC.

By: 

Name: Alessandro Bracci

Title: Chairman

The undersigned, the Secretary of the Company, hereby certifies that the within Consent has been duly filed.


Luca Ferraresi, Secretary