

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM454619

|   |                                       |                       |                         |
|---|---------------------------------------|-----------------------|-------------------------|
| <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>      |
| BEAR DOWN CONSULTING  |                                       | 09/26/2017            | Corporation: CALIFORNIA |
| <b>RECEIVING PARTY DATA</b>   |                                       |                       |                         |
| <b>Name:</b>  | BEAR DOWN BRANDS, LLC                 |                       |                         |
| <b>Street Address:</b>  | 1100 S. Linwood Ave, Suite B          |                       |                         |
| <b>City:</b>  | Santa Ana                             |                       |                         |
| <b>State/Country:</b>   | CALIFORNIA                            |                       |                         |
| <b>Postal Code:</b>   | 92705                                 |                       |                         |
| <b>Entity Type:</b>   | Limited Liability Company: CALIFORNIA |                       |                         |
| <b>PROPERTY NUMBERS Total: 5</b>  |                                       |                       |                         |
| <b>Property Type</b>  | <b>Number</b>                         | <b>Word Mark</b>      |                         |
| <b>Registration Number:</b>   | 5197359                               | BRUSHEEZ              |                         |
| <b>Registration Number:</b>   | 4418569                               | BENTGO                |                         |
| <b>Registration Number:</b>   | 4280001                               | STONE CASK            |                         |
| <b>Registration Number:</b>   | 4279999                               | PURE ENRICHMENT       |                         |
| <b>Registration Number:</b>   | 4279854                               | PURE ENRICHMENT       |                         |
| <b>CORRESPONDENCE DATA</b>  |                                       |                       |                         |
| <b>Fax Number:</b>  | 9735972400                            |                       |                         |
| <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>   | 9735972500                            |                       |                         |
| <b>Email:</b>   | lstrademark@lowenstein.com            |                       |                         |
| <b>Correspondent Name:</b>  | Matthew P. Hintz, Esq.                |                       |                         |
| <b>Address Line 1:</b>  | One Lowenstein Drive                  |                       |                         |
| <b>Address Line 4:</b>  | Roseland, NEW JERSEY 07068            |                       |                         |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 31096.10                              |                       |                         |
| <b>NAME OF SUBMITTER:</b>   | Matthew P. Hintz, Esq.                |                       |                         |
| <b>SIGNATURE:</b>   | /Matthew P. Hintz/                    |                       |                         |
| <b>DATE SIGNED:</b>   | 12/14/2017                            |                       |                         |
| <b>Total Attachments: 1</b>   |                                       |                       |                         |

CH \$140.00 5197359





**State of California  
Secretary of State**

3312347 out

**Limited Liability Company  
Articles of Organization - Conversion**

LLC-1A

File #

**201727010121**

**FILED** *oo/2017*  
Secretary of State  
State of California

**SEP 26 2017**

**IMPORTANT — Read all instructions before completing this form.**

This Space For Filing Use Only

**Converted Entity Information**

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

Bear Down Brands, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

One Manager       More Than One Manager       All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA      City      State      Zip Code  
1100 S Linwood Ave, Suite B      Santa Ana      CA      92705

5. Initial Mailing Address of Limited Liability Company, if different from Item 4      City      State      Zip Code

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process

CT Corporation System

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box      City      State      Zip Code  
CA

c. If an individual, Mailing Address of Agent for Service of Process      City      State      Zip Code

**Converting Entity Information**

7. Name of Converting Entity

Bear Down Consulting

8. Form of Entity

Corporation

9. Jurisdiction

California

10. CA Secretary of State File Number, if any

3312347

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote.      AND      The percentage vote required of each class.  
1,000 shares of common stock      More than 50%

**Additional Information**

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

Signature of Authorized Person

Joshua Goldberg, President

Type or Print Name and Title of Authorized Person

Mathew Weiss, Treasurer and Secretary

Type or Print Name and Title of Authorized Person

LLC-1A (REV 01/2016)

APPROVED BY SECRETARY OF STATE