

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM541058

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/10/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sampco, Inc.		04/10/2018	Corporation: ILLINOIS

RECEIVING PARTY DATA

Name:	Sampco LLC
Street Address:	651 W. Washington Boulevard
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60661
Entity Type:	Limited Liability Company: ILLINOIS

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	3715628	CLASICO
Registration Number:	1456700	SAMPCO
Registration Number:	4194124	SAMPCO
Registration Number:	1040989	CLASICO
Registration Number:	2521769	CLASICO
Registration Number:	3182966	DELTA BRAND
Registration Number:	4194722	
Registration Number:	1571146	CHEF'S TABLE
Registration Number:	1572162	HEREFORD
Registration Number:	1752732	AUSTRAL
Registration Number:	4400272	RIP'N'READY
Registration Number:	4113948	MANCO PRIDE
Serial Number:	87831647	TARGETER
Serial Number:	87831648	TARGET

CORRESPONDENCE DATA

Fax Number: 3129800765

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.

TRADEMARK

Phone: 3122698000
Email: martus@nge.com
Correspondent Name: Lee J. Eulgen
Address Line 1: Neal Gerber & Eisenberg LLP
Address Line 2: Two North LaSalle Street, Suite 1700
Address Line 4: Chicago, ILLINOIS 60602

ATTORNEY DOCKET NUMBER: 18617.0701

NAME OF SUBMITTER: Lee J. Eulgen

SIGNATURE: /Lee J. Eulgen/

DATE SIGNED: 09/17/2019

Total Attachments: 6

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FORM BCA 11.39 (rev. Dec. 2003)
ARTICLES OF MERGER
BETWEEN ILLINOIS CORPORATIONS
AND LIMITED LIABILITY COMPANIES
Business Corporation Act

Secretary of State
 Department of Business Services
 601 S. Second St., Rm. 850
 Springfield, IL 62756
 217-782-6981
 www.cyberdriveillinois.com

Permit payment in the form of a
 check or money order payable
 to Secretary of State.

The filing fee is \$100, but if merger
 involves more than two corporations,
 submit \$50 for each additional corporation.



FILED

APR 30 2018

JESSE WHITE
 SECRETARY OF STATE

PAID

MAY 24 2018

EXPEDITED
 SECRETARY OF STATE

File # 4310-103-9 Filing Fee: \$ 100.00 Approved:

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Names of Corporations and Limited Liability Companies proposing to merge and State or Country of organization or incorporation:

Name of Corporation or Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
<u>Sampco, Inc.</u>	<u>Illinois</u>	<u>D4310-403-9</u>
<u>SMP Merger LLC</u>	<u>Illinois</u>	<u>06811507</u>

2. The laws of the state or country under which each Corporation and Limited Liability Company are organized, permit such merger.

3. a. Name of Surviving Party: Sampco LLC

b. Corporation or Limited Liability Company shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:

Plan of Merger attached hereto

5. Plan of merger was approved, as to each Limited Liability Company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

Mark an "X" in one box only for each Illinois Corporation.


Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10. (§11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
<u>Sampco, Inc.</u>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if survivor is an Illinois Corporation or an Illinois Limited Liability Company.

It is agreed that, upon and after the filing of Articles of Merger by the Secretary of State of the State of Illinois:

- a. The surviving Limited Liability Company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving Limited Liability Company.
- b. The Secretary of State of the State of Illinois shall be and is hereby irrevocably appointed as the agent of the surviving Limited Liability Company to accept service of process in any such proceedings, and
- c. The surviving Limited Liability Company will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. a. The undersigned Corporations have caused this statement to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.


Dated April 10 , 2018 Sampco, Inc.
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature
CHRIS HUTTON, PRESIDENT
Name and Title (type or print)

Dated _____ , _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

7. b. The undersigned Limited Liability Companies have caused this statement to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in **BLACK INK**.

Dated April 10 , 2018 SMP Margar LLC
Month & Day Year Exact Name of Limited Liability Company

Signature
John Bissett, MANAGER
Name and Title (type or print)

Dated _____ , _____
Month & Day Year Exact Name of Limited Liability Company

Signature

Name and Title (type or print)

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER OF
SAMPKO, INC. WITH AND INTO
SMP MERGER LLC.**

THIS AGREEMENT AND PLAN OF MERGER (Plan of Merger) is entered into as of the first day of April, 2018, by and between Sampco, Inc., an Illinois corporation (CORPORATION), and SMP MERGER LLC, an Illinois limited liability company (LLC).

WHEREAS, Corporation and LLC desire that Corporation should be merged with and into LLC, with LLC thereafter to be possessed of all the estate, property, rights, privileges, and franchises of Corporation;

THEREFORE, Corporation and LLC hereby agree as follows:

1. As soon as practicable after the adoption of this Plan of Merger, appropriate documents shall be filed in the offices of the Secretary of State of Illinois to effectuate the Merger contemplated hereby. The term "Effective Time" as used herein shall mean the date on which the Articles of Merger for the Merger are accepted for filing with the Secretary of State of Illinois.

2. At the Effective Time, Corporation shall be merged with and into LLC, and the separate corporate existence of Corporation shall cease (such transaction is herein referred to as the "Merger"). LLC shall be the surviving entity, known as Sampco LLC, and it shall continue to be governed by the laws of the State of Illinois.

3. The officers and directors of Corporation holding office immediately prior to the Effective Time shall hold their respective positions as officers and managers of LLC.

4. Corporation has authorized 200,000 shares of common stock, \$10 par value per share, of which 140,000 shares are issued and outstanding, and Corporation has authorized 10,000 shares of preferred stock, no par value per share, of which 1,000 shares are issued and outstanding. LLC has issued 1 membership interest.

5. The manner and basis of dealing with the outstanding shares of capital stock of Corporation and membership interests of LLC shall be as follows:

- (a) Each share of common stock of Corporation that is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one hundred forty (140) LLC membership interests.**
- (b) Each share of preferred stock of Corporation that is issued and outstanding immediately prior to the Effective Time shall, without further action, on the part of the holder thereof, be converted into the right to receive one (1) LLC membership interest.**
- (c) As soon as practical after the Effective Time, each holder of a certificate or certificates that prior thereto represented outstanding common or preferred stock of**

Corporation shall surrender such certificate or certificates to the LLC managers and shall receive in exchange uncertificated membership interests of LLC.

(d) The 1 membership interest of LLC that is issued and outstanding immediately prior to the Effective Time shall, without further action, be cancelled and null and void.

6. This Plan of Merger may be amended for any reason at any time prior to the filing of the Articles of Merger with the Secretary of State of Illinois by the officers or directors of Corporation and the manager of LLC.

7. The officers of Corporation and manager of LLC shall make and execute, Articles of Merger and shall file them in the office of the Secretary of State of Illinois.

8. The officers of Corporation and manager of LLC shall do all acts and things whatsoever, whether within or without the State of Illinois, that may be in any way necessary or proper to effect the Merger.

IN WITNESS WHEREOF, Corporation and LLC have caused this Agreement and Plan of Merger to be signed by their respective officers and manager, as indicated below, as of the date first written above.

SAMPCO, INC.

By: 

~~Chris Hutton, President~~

SMP MERGER LLC.

By: 

John Bissett, Manager



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 5 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR SAMPCO, INC..

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 6TH day of SEPTEMBER A.D. 2019 .



Authentication #: 1924901139 verifiable until 09/06/2020.
Authenticate at: <http://www.cyberdriveillinois.com>

Jesse White

SECRETARY OF STATE