

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM609379

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LiteSentry Corporation		11/15/2019	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	LiteSentry, LLC		
Street Address:	1403 F Heritage Dr.		
City:	Northfield		
State/Country:	MINNESOTA		
Postal Code:	55057		
Entity Type:	Limited Liability Company: CONNECTICUT		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	88681023	OWL	
Serial Number:	88680967	OSPREY	
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:	6513662928		
Email:	eweck2@gmail.com		
Correspondent Name:	Edward A Weck		
Address Line 1:	707 S Nansemond St		
Address Line 4:	Richmond, VIRGINIA 23221		
NAME OF SUBMITTER:	Edward A. Weck		
SIGNATURE:	/Edward A. Weck/		
DATE SIGNED:	11/18/2020		
Total Attachments: 11			
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source=Osprey_Owl_Reorg_NameChng_Recording_Fee_11_18_20#page2.tif			
source=Certificate_of_Conversion_LiteSentry.docx#page1.tif			
source=Joint_Written_Action_of_Board_and_Shareholders_of_Existing_Company_(approve_F-reorg).docx#page1.tif			

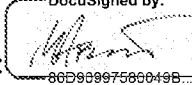
OP \$65.00 88681023

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STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT

- 1.) The jurisdiction where the Corporation first formed is Minnesota.
- 2.) The jurisdiction immediately prior to filing this Certificate is Minnesota.
- 3.) The date the corporation first formed is September 4, 2002.
- 4.) The name of the Corporation immediately prior to filing this Certificate is LiteSentry Corporation.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is LiteSentry, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 15th day of November, 2019.

DocuSigned by:

By: _____
80D90997580049B...
Authorized Person

Name: Mark Abbott

GP:4839-1108-3692 v1

**JOINT WRITTEN ACTION OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS OF
LITSENTRY CORPORATION**

The undersigned, being the sole member of the Board of Directors (the “**Board**”) and the sole shareholder (the “**Shareholder**”) of LiteSentry Corporation, a Minnesota corporation (the “**Corporation**”), do hereby take the following actions pursuant to Sections 302A.239 and 302A.441 of the Minnesota Business Corporation Act, in lieu of a meeting of the Board and Shareholder, effective as of November 14, 2019:

Plan of Reorganization

WHEREAS, the Corporation has determined that it is in the best interests of the Corporation and the Shareholder to ratify the formation of LS Holdco, Inc., a Minnesota corporation (“**Parent**”), and to approve a plan of reorganization whereby, pursuant to a Contribution Agreement among the Shareholder and Parent, the form of which is attached hereto as Exhibit A, the Shareholder will contribute all of the stock they hold in the Corporation, consisting of an aggregate of 50,000 shares of common stock, to Parent in exchange for 50,000 shares of common stock of Parent, effective as of the date hereof, the result of which is that the Shareholder will become the shareholders of Parent, with the same proportionate ownership in Parent after the contribution as their ownership in the Corporation prior to the contribution, and Parent will become the sole shareholder of the Corporation;

WHEREAS, Parent shall make an immediate, protective “Subchapter S corporation” election (the “**Protective S Election**”) to treat Parent as a subchapter S corporation as provided in Section 1361(a) of the Internal Revenue Code of 1986, as amended (the “**Code**”), effective as of the date of Parent’s incorporation;

WHEREAS, an immediate “qualified Subchapter S subsidiary” election (the “**Q-Sub Election**”) shall be made to treat the Corporation as a qualified subchapter S subsidiary as provided in Section 1361(b)(3) of Code, effective as of the date of such contribution, such that it will be a disregarded entity for federal income tax purposes;

WHEREAS, the Shareholder and the Board shall: (1) approve the conversion of the Corporation to a Delaware limited liability company (the “**Conversion**”), and (2) designate and authorize certain officers to execute, deliver, perform and file such documents, as appropriate, with the Secretary of State of Minnesota and/or the Secretary of State of Delaware, as applicable, and take all such other actions to effectuate the Conversion;

WHEREAS, the foregoing transactions are being done for valid business reasons, including to establish a holding company to permit a potential acquisition of the Corporation; and

WHEREAS, the formation of Parent, the Shareholder’s transfer of the Corporation’s stock to Parent, the making of the Protective S Election, the making of the Q-Sub Election, and the Conversion are part of an integrated transaction that the Corporation intends be taxed as a tax-free reorganization under Section 368(a)(1)(F) of the Code, and this Joint Written Action

(together with the documents effectuating the transaction) constitutes a Plan of Reorganization under Section 368 of the Code (the “**Plan**”);

NOW, THEREFORE, BE IT

RESOLVED, that the Board and Shareholder hereby ratify, authorize and approve the Plan and the transactions and documents contemplated thereby, including the formation of Parent, the transfer of the Corporation’s stock from the Shareholder to Parent, and the making of the Q-Sub Election for the Corporation;

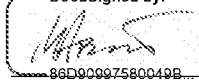
FURTHER RESOLVED, that Mark Abbott, acting singly, is hereby authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, to pay or cause to be paid all expenses and to take all such other actions as he or she shall deem necessary or desirable in order to carry out fully the intent and accomplish the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that this Joint Written Action may be executed in counterparts, each of which, when taken together, shall constitute one and the same instrument.

[Signature Page follows]

IN WITNESS WHEREOF, the undersigned have executed this Joint Written Action as of the date first written above.

BOARD:

DocuSigned by:

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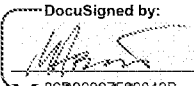
Mark Abbott

[Signature Page to Joint Written Action of LiteSentry Corporation]

TRADEMARK
REEL: 007109 FRAME: 0319

IN WITNESS WHEREOF, the undersigned have executed this Joint Written Action as of the date first written above.

SHAREHOLDER:

DocuSigned by:


386D90907580043E...
Mark Abbott

[Signature Page to Joint Written Action of LiteSentry Corporation]

TRADEMARK
REEL: 007109 FRAME: 0320

Exhibit A

Contribution Agreement

See attached.

GP:4850-2433-6300 v2

**ARTICLES OF CONVERSION
OF
LITSENTRY CORPORATION
INTO
LITSENTRY, LLC**

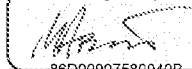
Pursuant to the provisions of the Minnesota Business Corporation Act, Minnesota Statutes Chapter 302A, and the Delaware Limited Liability Company Act, Title 6, Chapter 18 of the Delaware Code, the following Articles of Conversion are executed as of the date hereinafter set forth:

1. Attached hereto as Exhibit A is a copy of the Plan of Conversion of LiteSentry Corporation into LiteSentry, LLC (the “**Plan**”).
2. Pursuant to the Plan, LiteSentry Corporation, a Minnesota corporation (the “**Converting Organization**”), is being converted into LiteSentry, LLC, a Delaware limited liability company (the “**Converted Organization**”).
3. The Converted Organization will be governed by the Delaware Limited Liability Company Act, Title 6, Chapter 18 of the Delaware Code.
4. The Plan has been approved as required by Section 302A.684 of the Minnesota Statutes and Title 6, Chapter 18 of the Delaware Code.
5. The conversion will be effective upon the filing of a Certificate of Conversion with the Delaware Secretary of State.
6. The street address of an office of the Converted Organization that the Secretary of State of the State of Minnesota may use for the purposes of Section 302A.691, subd. 3, of the Minnesota Statutes is: c/o the Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

Dated: November 15, 2019

LITSENTRY CORPORATION

DocuSigned by:



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By: Mark M. Abbott

Its: President

EXHIBIT A

Plan of Conversion

See attached.

GP:4812-9881-5660 v2