

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT5775705

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
ENERGY STORAGE SYSTEMS, INC.	12/23/2014
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	ESS TECH, INC.
<b>Street Address:</b>	26440 SW PARKWAY AVENUE
<b>City:</b>	WILSONVILLE
<b>State/Country:</b>	OREGON
<b>Postal Code:</b>	97070
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
<b>Application Number:</b>	16548500
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(971)271-8021
<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>	(971) 271-8020
<b>Email:</b>	patentcomm@mccrus.com
<b>Correspondent Name:</b>	MCCOY RUSSELL LLP
<b>Address Line 1:</b>	806 SW BROADWAY
<b>Address Line 2:</b>	STE 600
<b>Address Line 4:</b>	PORTLAND, OREGON 97205
<b>ATTORNEY DOCKET NUMBER:</b>	EST12301U02DIV2
<b>NAME OF SUBMITTER:</b>	TAYLOR YOUNG
<b>SIGNATURE:</b>	/Taylor Young/
<b>DATE SIGNED:</b>	10/17/2019
<b>Total Attachments: 10</b>	
source=ESS Tech - OR Articles of Conversion and Plan of Conversion FILED 2014-12-23 (from corporate counsel 3-7-16)#page1.tif	
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Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327

Phone: (503) 986-2200  
www.filinginoregon.com

**Registry Number: 740268-90**  
**Type: FOREIGN BUSINESS CORPORATION**

ESS TECH, INC.  
2828 SW CORBETT AVE  
PORTLAND OR 97201

### **Acknowledgment Letter**

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

**Document**  
ARTICLES OF CONVERSION

**Filed On**  
12/23/2014

**Jurisdiction**  
DELAWARE

**Name**  
ESS TECH, INC.

**Principal Place of Business**  
2828 SW CORBETT AVE  
PORTLAND OR 97201

**Registered Agent**  
WSCJ BUSINESS SERVICES, INC.  
805 SW BROADWAY STE 2440  
PORTLAND OR 97205

**Mailing Address**  
2828 SW CORBETT AVE  
PORTLAND OR 97201

**President**  
CRAIG EVANS  
2828 SW CORBETT AVE  
PORTLAND OR 97201

**Secretary**  
CRAIG EVANS  
2828 SW CORBETT AVE  
PORTLAND OR 97201



Phone: (503) 986-2200  
Fax: (503) 378-4381

Articles of Conversion—Business Entities

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingInOregon.com

FILED

DEC 23 2014

REGISTRY NUMBER: 740268-90

OREGON  
SECRETARY OF STATE  
For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink.

1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION

Energy Storage Systems Inc.

2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION

Oregon corporation

3) NAME OF BUSINESS ENTITY AFTER CONVERSION

ESS Tech, Inc.

4) TYPE OF BUSINESS ENTITY AFTER CONVERSION

Delaware corporation

5) ☒ A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

6) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

See attached Plan of Conversion

7) EXECUTION  
Signature

Printed Name

Title

Craig Evans

President

8) CONTACT NAME (To resolve questions with this filing.)

DAYTIME PHONE NUMBER (Include area code.)

Ryan Maughn

503-778-5297

**FEES**

Required Processing Fee \$50  
Confirmation Copy (Optional) \$5  
Processing Fees are nonrefundable.

Please make check payable to  
"Corporation Division."

**NOTE:**

Fees may be paid with VISA or  
MasterCard. The card number and  
expiration date should be submitted  
on a separate sheet for your  
protection.

# ENERGY STORAGE SYSTEMS INC.

## PLAN OF CONVERSION

Effective as of December 23, 2014

This Plan of Conversion for the conversion of Energy Storage Systems Inc., an Oregon corporation ("**ESS Oregon**") into ESS Tech, Inc., a Delaware corporation ("**ESS Delaware**"), is hereby adopted by ESS Oregon pursuant to Oregon Revised Statute ("**ORS**") 60.472.

1. The name of the business entity prior to conversion is Energy Storage Systems Inc. Energy Storage Systems Inc. is an Oregon corporation.
2. The name of the business entity after conversion will be ESS Tech, Inc. ESS Tech, Inc. will be a Delaware corporation.
3. The conversion shall be on the terms and conditions set forth in Section 265 of the Delaware General Corporation Law (the "**DGCL**") and ORS 60.472. Upon the filing of (i) the Articles of Conversion and this Plan of Conversion with the Secretary of State of the State of Oregon, and (ii) the Certificate of Conversion and the initial Certificate of Incorporation of ESS Delaware, a copy of which is attached hereto as Exhibit A, with the Secretary of State of the State of Delaware, ESS Oregon will be converted into ESS Delaware in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.
4. The shareholders of ESS Oregon and the shares held by each are set forth below. As of the date of this Plan of Conversion and as of immediately prior to the conversion, all outstanding shares of capital stock of ESS Oregon are, and will be, Common Stock with a par value of \$0.0001.

<u>Shareholder</u>	<u>Shares</u>	<u>Percentage Ownership Interest</u>
Craig Evans	5,000,000	83.33%
Julia Song	1,000,000	16.67%

5. Upon conversion, the shares held by the shareholders of ESS Oregon shall be exchanged for shares of ESS Delaware at a ratio of one (1) share of ESS Oregon Common Stock to one (1) share of ESS Delaware Common Stock. As set forth in the Certificate of Incorporation to be filed with the Secretary of State of the State of Delaware attached hereto as Exhibit A, ESS Delaware will have 10,000,000 authorized shares of Common Stock, each with a par value of \$0.0001. The shareholders of ESS Delaware and the shares held by each immediately after the conversion are as follows:

<u>Shareholder</u>	<u>Shares</u>	<u>Percentage Ownership Interest</u>
Craig Evans	5,000,000	83.33%
Julia Song	1,000,000	16.67%

6. Upon conversion, the 2014 Equity Incentive Plan previously adopted by ESS Oregon will be adopted and approved by ESS Delaware. Each option to purchase shares of ESS Oregon Common Stock issued under the 2014 Equity Incentive Plan will remain issued and outstanding, except that each option will automatically be converted into an option to purchase the same number of shares of ESS Delaware Common Stock.

7. Each security issued by ESS Oregon that is convertible into ESS Oregon capital stock will, upon conversion, remain issued and outstanding, except that each such security will be convertible into the same number of shares of ESS Delaware capital stock.

8. Pursuant to the requirements of Section 102(a) of the DGCL, the initial Certificate of Incorporation of ESS Delaware is required to contain the following:

- (a) name of corporation (as required by Section 102(a)(1) of the DGCL):

ESS Tech, Inc.;

- (b) address of registered office of corporation (as required by Section 102(a)(2) of the DGCL):

160 Greentree Drive, Suite 101 in the City of Dover, County of Kent, Delaware 19904;

- (c) name of registered agent of corporation at above address (as required by Section 102(a)(2) of the DGCL):

National Registered Agents, Inc.;

- (d) nature of business or purposes to be conducted or promoted (as required by Section 102(a)(3) of the DGCL):

to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware;

- (e) if the corporation is to be authorized to issue only one class of stock, the total number of shares of stock which the corporation shall have authority to issue and the par value of each of such shares (as required by Section 102(a)(4) of the DGCL):

the corporation is authorized to issue only one class of shares, which shall be designated "Common Stock." The total number of shares of Common Stock which the corporation is authorized to issue is ten million (10,000,000) shares, par value \$0.0001 per share; and

- (f) the name and mailing address of the incorporator (as required by Section

102(a)(5) of the DGCL):

Steven C. Davis, Davis Wright Tremaine LLP, 1300 SW Fifth Avenue,  
Suite 2400, Portland, Oregon 97201.

9. All other matters not specifically required by Section 102(a) of the DGCL are as set forth in the initial Certificate of Incorporation, a copy of which is attached as Exhibit A.

10. This Plan of Conversion has been approved by the shareholders of ESS Oregon as required by ORS 60.474.

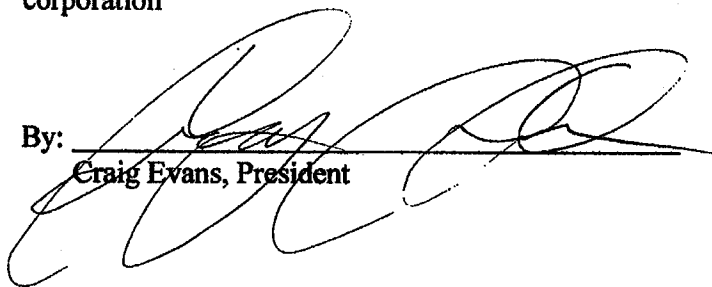
[Signature Page Follows]

IN WITNESS WHEREOF, this Plan of Conversion has been duly executed as of the date set forth above.

**ENERGY STORAGE SYSTEMS INC.,** an Oregon corporation

By: \_\_\_\_\_

Craig Evans, President

A large, stylized handwritten signature in black ink, appearing to read 'Craig Evans', is written over a horizontal line.

[SIGNATURE PAGE TO PLAN OF CONVERSION]

DWT 25401421v2 0096830-000003

PATENT  
REEL: 050763 FRAME: 0245



**EXHIBIT A**

**CERTIFICATE OF INCORPORATION OF  
ENERGY STORAGE SYSTEMS INC.**

**CERTIFICATE OF INCORPORATION**

**OF**

**ESS TECH, INC.**

**ARTICLE I**

The name of the corporation is "ESS Tech, Inc."

**ARTICLE II**

The address of the registered office of this corporation in the State of Delaware is 160 Greentree Drive, Suite 101 in the City of Dover, County of Kent, 19904 and the name of the registered agent at that address is National Registered Agents, Inc.

**ARTICLE III**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

The corporation is authorized to issue only one class of shares, which shall be designated "Common Stock." The total number of shares of Common Stock which the corporation is authorized to issue is ten million (10,000,000) shares, par value \$0.0001 per share.

**ARTICLE V**

The Incorporator of the corporation shall be Steven C. Davis. The address of the incorporator is:

Steven C. Davis  
Davis Wright Tremaine LLP  
1300 SW Fifth Avenue, Suite 2400  
Portland, OR 97201

**ARTICLE VI**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the corporation.

## ARTICLE VII

The number of directors which constitute the whole Board of Directors of the corporation shall be specified in the Bylaws of the corporation.

## ARTICLE VIII

Vacancies created by the resignation of one or more members of the Board of Directors and newly created directorships, created in accordance with the Bylaws of this corporation, may be filled, by the vote of majority, although less than a quorum, of the directors then in office or by a sole remaining director.

## ARTICLE IX

Election of the Directors need not be by ballot unless the Bylaws of the corporation so provide.

## ARTICLE X

The existence of this corporation shall be defined as perpetual.

## ARTICLE XI

Meetings of the stockholders of the corporation may be held within or without the state of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the state of Delaware at such a place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

## ARTICLE XII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages or breach of fiduciary duty as a director. The corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that he or she, his or her testator or intestate is or was a director or officer of the corporation or any predecessor of the corporation, or serves or served at any other enterprise as director or officer at the request of the corporation or any predecessor to the corporation. Neither any amendment nor repeal of this Article XII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article XII, shall eliminate or reduce the effect of this Article XII in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article XII would accrue or arise, prior to such amendment, repeal of adoption of an inconsistent provision.

### ARTICLE XIII


Advance notice of new business and shareholder nominations for the election of Director shall be provided in the manner and to the extent provided in the Bylaws of the corporation.

### ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**I, THE UNDERSIGNED**, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the state of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand.

Dated: December 23, 2014.

  
\_\_\_\_\_  
Steven C. Davis, Incorporator