

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

<p><b>Submission Type</b></p> <p><input checked="" type="checkbox"/> New</p> <p><input type="checkbox"/> Resubmission (Non-Recordation)</p> <p>Document ID #</p> <p><input type="checkbox"/> Correction of PTO Error</p> <p>Reel #                      Frame #</p> <p><input type="checkbox"/> Corrective Document</p> <p>Reel #                      Frame #</p>	<p><b>Conveyance Type</b></p> <p><input type="checkbox"/> Assignment</p> <p><input type="checkbox"/> License</p> <p><input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement</p> <p><input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Nunc Pro Tunc Assignment</p> <p>Effective Date:</p> <p><input checked="" type="checkbox"/> Other: Certificate of Conversion</p>
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<p><b>Conveying Party</b></p> <p>Name Prism Enterprises, Inc.</p> <p>Formerly</p> <p><input type="checkbox"/> Individual    <input type="checkbox"/> General Partnership    <input type="checkbox"/> Limited Partnership    <input checked="" type="checkbox"/> Corporation    <input type="checkbox"/> Association</p> <p><input type="checkbox"/> Other</p> <p><input checked="" type="checkbox"/> Citizenship/State of Incorporation/Organization Delaware</p> <p><input type="checkbox"/> Mark if Additional Names of Conveying Parties Attached</p>	<p><b>Execution Date</b></p> <p>October 31, 2001</p>
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<p><b>Receiving Party</b></p> <p>Name Prism Enterprises, L.P.</p> <p>DBA/AKA/TA</p> <p>Address P.O. Box 680728</p> <p>Address</p> <p>Address <u>San Antonio</u>                      <u>TX</u>                      <u>78268</u></p> <p>City    State/Country                      Zip Code</p> <p><input type="checkbox"/> Individual    <input type="checkbox"/> General Partnership    <input checked="" type="checkbox"/> Limited Partnership    <input type="checkbox"/> Corporation    <input type="checkbox"/> Association</p> <p><input type="checkbox"/> Other</p> <p><input checked="" type="checkbox"/> Citizenship/State of Incorporation/Organization Delaware</p> <p><input type="checkbox"/> Domestic Representative Designation Attached:    <input type="checkbox"/> Yes    <input type="checkbox"/> No</p> <p><input type="checkbox"/> Mark if Additional Names of Receiving Parties Attached</p>
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<p><b>Correspondent Name and Address</b></p> <p>Lynn A. Sullivan Leydig, Voit &amp; Mayer, Ltd. Two Prudential Plaza, Suite 4900 Chicago, Illinois 60601-6780</p>	<p>Telephone: (312) 616-5600 Facsimile: (312) 616-5700 Attorney Docket No. 156937</p>
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**Pages** Enter the total number of pages of the attached conveyance document including any attachments: **3**

**Trademark Application Number(s) or Registration Number(s)**     Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)		Registration Number(s)		
76/289,759		2,548,926	1,893,582	2,101,954
		1,953,995	1,944,509	2,398,380
		1,977,486	2,412,514	2,419,603

**Number of Properties** Enter the total number of properties involved: **20**

<p><b>Fee Amount</b></p> <p>Method of Payment:</p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Deposit Account No. 12-1216</p> <p>Authorization to Charge Additional Fees:    <input checked="" type="checkbox"/> Yes    <input type="checkbox"/> No</p>	<p>Fee Amount for Properties Listed (37 CFR 3.41): \$515.00</p>
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**Statement and Signature**  
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

<p>Lynn A. Sullivan</p> <p>Name of Person Signing</p>	 <p>Signature</p>	<p>January 24, 2003</p> <p>Date</p>
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Attorney Docket No. 156937

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**

**Execution Date**

Name Prism Enterprises, Inc.  
Formerly

October 21, 2001

- Individual    General Partnership    Limited Partnership    Corporation    Association  
 Other  
 Citizenship/State of Incorporation/Organization Delaware  
 Mark if additional names of conveying parties attached

**Receiving Party**

Name Prism Enterprises, L.P.

DBA/AK/A/T/A

Address

Address

Address

City

State/Country

Zip Code

- Individual    General Partnership    Limited Partnership    Corporation    Association  
 Other  
 Citizenship/State of Incorporation/Organization Delaware  
 Mark if additional names of receiving parties attached

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

*Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).*

Trademark Application Numbers			Registration Numbers		
			2,388,098	2,127,993	1,645,088
			1,717,858	1,962,254	1,784,015
			1,785,406	1,843,571	1,909,538
			1,784,014		

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PRISM ENTERPRISES, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "PRISM ENTERPRISES, INC." TO "PRISM ENTERPRISES LP", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2001, AT 2:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2001, AT 11:59 O'CLOCK P.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

2320649 8100V  
010547537

AUTHENTICATION: 1421046

DATE: 10-31-01

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**CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A LIMITED PARTNERSHIP  
OF PRISM ENTERPRISES, INC  
TO PRISM ENTERPRISES LP**

Prism Enterprises, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. The name of the Corporation is Prism Enterprises, Inc.
2. The date on which the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware is December 29, 1992.
3. The name of the limited partnership into which the Corporation is herein being converted is Prism Enterprises LP (the "Limited Partnership"), as set forth in its Certificate of Limited Partnership.
4. Subject to the provisions of paragraph 7 hereof, the conversion of the Corporation into the Limited Partnership shall be effective upon the filing of this Certificate of Conversion from a Corporation to a Limited Partnership ("Certificate of Conversion") and a Certificate of Limited Partnership with the Secretary of State of the State of Delaware.
5. The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware, and this Certificate of Conversion is filed pursuant thereto.
6. The conversion has also been approved in accordance with the provisions of Section 17-217 of the Delaware Revised Uniform Limited Partnership Act and this Certificate of Conversion is additionally filed pursuant thereto. Prism GP LLC, the sole general partner of the Limited Partnership, is joining in the execution hereof for such purpose.
7. Pursuant to the provisions of Section 103(d) of the General Corporation Law of the State of Delaware, this Certificate of Conversion shall become effective at 11:59 p.m., Central Standard Time, on October 31, 2001.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:09 PM 10/31/2001  
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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 25th day of October, 2001.

PRISM ENTERPRISES, INC.

By:   
Merle M. Smith, President

The undersigned, the sole general partner of Prism Enterprises LP, has also executed this Certificate of Conversion for the purposes set forth in paragraph 6 above.

PRISM GP LLC,  
as General Partner of Prism Enterprises LP

By:   
Merle M. Smith, President