

10-22-2002



Form PTO-1594 (Rev. 03/01)

102257479

COVER SHEET

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

TRADEMARKS ONLY

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Tanner Companies Limited Partnership MRD 581 Rock Road Rutherfordton, NC 28139 10-15-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Tanner Companies, LLC Internal Address:

Street Address: 581 Rock Road

City: Rutherfordton State: NC Zip: 28139

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other a Georgia Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Conversion

Execution Date: September 26 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Steven D. Thomas

Internal Address: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street

Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved:

22

7. Total fee (37 CFR 3.41): \$ 565.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-2316

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas Name of Person Signing

Signature

October 15, 2002 Date

Total number of pages including cover sheet, attachments, and document: 07

10/21/2002 LMUELLER 00000159 690962

01 FC:8521 02 FC:8522

40.00 OP 525.00 OP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002602 FRAME: 0780

OFFICE OF PUBLIC RECORDS 2007 OCT 15 AM 9:19 FINANCE SECTION

Tanner Companies, LLC
(North Carolina Limited Liability Company)

U.S. Trademarks

Registered Marks

DONCASTER	690982	1/5/60
DONCASTER	688018	11/10/59
DONCASTER	927362	1/18/72
DONCASTER & DD	2403273	11/14/00
D DONCASTER	359995	9/6/38
DONCASTER II	1431260	3/3/87
DONCASTER SPORT	1251731	9/20/83
TANNER	702317	8/2/60
TANNER	1490288	5/31/88
TANNER SPORT	1205510	8/17/82
TANNERSPORT	1491236	6/7/88
TANNERWAY	875185	8/19/69
XIA (Stylized)	1205564	8/17/82
YOUNG TRADITIONS	943854	10/3/72

Pending Applications

DD	75571919	10/16/98
ELANA	76274065	6/20/01
ELANA BY TANNER	76060555	5/31/00
T	76060554	5/31/00
T TANNER	76060556	5/31/00
TANNER ACCESSORIES	76060559	5/31/00
TANNER DESIGNS	76060557	5/31/00
TANNER HOME	76060558	5/31/00

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0248308
EFFECTIVE DATE : 09/27/2002
JURISDICTION : GEORGIA
REFERENCE : 0045
PRINT DATE : 09/26/2002
ELECTED CONTROL : K317212
FORM NUMBER : 357

CT CORPORATION SYSTEM
CAROLINE MORRIS
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF ORGANIZATION BY ELECTION

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

TANNER COMPANIES, LLC A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of a certificate of election and articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

TRADEMARK
REEL: 002602 FRAME: 0782

GEORGIA SECRETARY OF STATE

CERTIFICATE OF ELECTION TO BECOME A
LIMITED LIABILITY COMPANY

Pursuant to §14-11-212 of the Code of Georgia, the undersigned does hereby submit this Certificate of Election to Become a Limited Liability Company for the purpose of converting a Georgia limited partnership into a Georgia limited liability company.


1. The name of the limited partnership making the election is: Tanner Companies Limited Partnership.
2. The limited partnership identified in #1 above elects to become a limited liability company.
3. The effective date and time of the election shall be September 27, 2002 at 3:00 p.m., Eastern Standard Time.
4. The election of the limited partnership to become a limited liability company has been approved by the sole general partner and all of the limited partners of Tanner Companies Limited Partnership as required by §14-11-212(a).
5. Filed with this Certificate of Election are Articles of Organization for Tanner Companies, LLC, which shall be the articles of organization of the limited liability company formed pursuant to this election unless and until modified in accordance with the Code of Georgia and other applicable law.
6. A written operating agreement has been entered into among the persons who will be the members of the limited liability company formed pursuant to this election. Such operating agreement shall be effective immediately upon the effectiveness of the election by Tanner Companies Limited Partnership to become a Georgia limited liability company as set forth in #3 above. Such operating agreement provides for the manner and basis of the conversion of the partnership interests of the partners of Tanner Companies Limited Partnership into interests as members of the limited liability company formed pursuant to this election of Tanner Companies Limited Partnership to become a Georgia limited liability company.

[Signature appears on the following page.]

This the 26th day of September, 2002.

Tanner Companies Limited Partnership

By: Apogee 21, Inc., a North Carolina
Corporation, General Partner

By: 
A. Pell Tanner, Senior Vice President

CONFIRMATIONS DIVISION
2002 SEP 26 P 12:41
SECRETARY OF STATE

GEORGIA SECRETARY OF STATE

ARTICLES OF ORGANIZATION
OF
TANNER COMPANIES, LLC

Pursuant to Section 14-11-203 of the Code of Georgia, the undersigned does hereby submit these Articles of Organization for the purpose of forming a Georgia limited liability company.

1. The name of the limited liability company is Tanner Companies, LLC.
2. The name and address of the sole organizer of the limited liability company is

James N. Greene, III
Parker, Poe, Adams & Bernstein L.L.P.
401 S. Tryon Street, Suite 3000
Charlotte, North Carolina 28202

3. The street address and county of the limited liability company's initial registered office and the name of its initial registered agent is:

C T Corporation System
1201 Peachtree Street, N.E.
Atlanta, Georgia 30361

4. The mailing address of the limited liability company's principal office is:

P.O. Box 1159
581 Rock Road
Rutherfordton, NC 28139-1159

5. The effective date and time of this filing shall be September 27, 2002 at 3:00 p.m., Eastern Standard Time.

This the 26th day of September, 2002.


James N. Greene, III, Organizer

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SECRETARY OF STATE



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817
Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

WARREN RARY
Director

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # _____	PENDING # _____	CONTROL # _____	
DOCKET CODE _____	DATE FILED _____	AMOUNT RECEIVED _____	CHECK/RECEIPT # _____
TYPE CODE _____	EXAMINER _____	JURISDICTION (COUNTY) CODE _____	

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	LLC Name Reservation Number (optional; articles accepted without prior reservation) <u>Tanner Companies, LLC</u> LLC Name (List <i>exactly</i> as it appears in articles)		
2.	James N. Greene III, Attorney and Organizer of Applicant	704-372-9000	Telephone Number
	Applicant/Attorney <u>Three Wachovia Center, Suite 3000, 401 South Tryon Street</u> Address <u>Charlotte</u> <u>NC</u> <u>28202</u> City State Zip Code		
3.	<u>581 Rock Road, Post Office Box 1159</u> Principal Office Mailing Address <u>Rutherfordton</u> <u>NC</u> <u>28139-1159</u> City State Zip Code		
4.	<u>C T Corporation System</u> Name of Registered Agent in Georgia <u>1201 Peachtree Street, NE</u> Registered Office Street Address in Georgia <u>Atlanta</u> <u>GA</u> <u>30361</u> City County State Zip Code		
5.	Name and Address of each organizer (Attach additional sheets if necessary) <u>James N. Greene III Three Wachovia Center, Ste. 3000, 401 S. Tryon, Charlotte, NC</u> Organizer Address City State Zip Code <u>28202</u> <u>Organizer</u> <u>Address</u> <u>City</u> <u>State</u> <u>Zip Code</u>		

6. Mail or deliver to the Secretary of State, at the above address, the following:
1) This transmittal form
2) Original and one copy of the Articles of Organization
3) Filing fee of \$75.00 payable to Secretary of State. Filing fees are NON-refundable.

James N. Greene III
Authorized Signature
Member, Manager, Organizer or Attorney-in-fact (Circle one)

September 26, 2002
Date

Request certificates and reserve names via the Internet: <http://www.georgiacorporations.org>

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