

10-31-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102266880

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

1. Name of conveying party(ies): 10-23-02
AMERICA'S COUNTRY STORES HOLDINGS, INC.

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

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

3. Nature of conveyance:
- Assignment
 - Security Agreement
 - Other _____
 - Merger
 - Change of Name

Execution Date: OCTOBER 11, 2001

2. Name and address of receiving party(ies)
Name: AMERICA'S COUNTRY STORES HOLDINGS, L.L.C.

Internal Address: PO BOX 66812
Street Address: _____
City: ST. LOUIS State: MO Zip: 63166

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

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

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

A. Trademark Application No.(s)
PLEASE SEE SCHEDULE A ATTACHED

B. Trademark Registration No.(s)
PLEASE SEE SCHEDULE A ATTACHED

Additional number(s) attached Yes No

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

Name: JEFFERY L. MICHELMAN
Internal Address: BLUMENFELD, KAPLAN AND SANDWEISS

Street Address: 168 N. MERAMEC AVENUE
City: ST. LOUIS State: MO Zip: 63105

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165
 Enclosed
Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

JEFFERY L. MICHELMAN
Name of Person Signing

[Signature]
Signature

10/18/02
Date

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

10/30/2002 LMUELLER 00000290 2182902

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

01 FC:8521
02 FC:8522

40.00 OP
125.00 UP

TRADEMARK
REEL: 002608 FRAME: 0614

SCHEDULE A

MARK

America's Country Store

America's Feed Store

Miscellaneous Design

(Barn Design)

America's Country Store & Design

America's Country Store & Design

REGISTRATION NO.

2,182,902

2,183,046

2,304,496

2,471,046

2,596,911

MARK

America's Country Store & Design

APPLICATION NO.

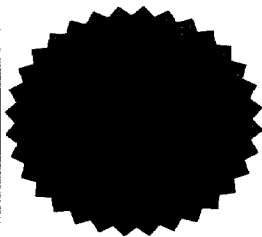
76/128,748

Delaware

PAGE 1

The First State

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 "AMERICA'S COUNTRY STORES HOLDINGS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "AMERICA'S COUNTRY STORES HOLDINGS, INC." TO "AMERICA'S COUNTRY STORES HOLDINGS, LLC", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2001, AT 1:20 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3262735 8100V

020441662

AUTHENTICATION: 1877077

DATE: 07-10-02

TRADEMARK

REEL: 002608 FRAME: 0616

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
AMERICA'S COUNTRY STORES HOLDINGS, INC.
TO
AMERICA'S COUNTRY STORES HOLDINGS, LLC**

This Certificate of Conversion to Limited Liability Company, dated as of October 11, 2001, has been duly executed and is being filed by America's Country Stores Holdings, Inc., a Delaware corporation (the "Company"), to convert the Company to America's Country Stores Holdings, LLC, a Delaware limited liability company (the "LLC"), under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del.C. §101, et seq.) (the "GCL").

1. The Company's name when it was originally incorporated was America's Country Stores Holdings, Inc. The Company's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was America's Country Stores Holdings, Inc.

2. The Company was first incorporated on August 8, 2000. The jurisdiction of the Company at the time it was first incorporated was the State of Delaware. The jurisdiction of the Company immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was the State of Delaware.

3. The name of the LLC into which the Company shall be converted as set forth in its certificate of formation is America's Country Stores Holdings, LLC.

4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the GCL.

5. The conversion of the Company to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

AMERICA'S COUNTRY STORES
HOLDINGS, INC.

By: Duane Halveson

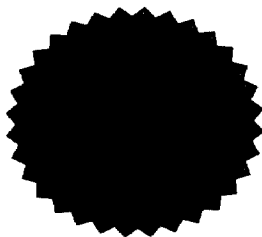
Name: Duane Halveson
Title: President

Delaware

PAGE 2

The First State

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 FORMATION OF "AMERICA'S COUNTRY STORES HOLDINGS, LLC" FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2001, AT 1:20 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3262735 8100V

AUTHENTICATION: 1877077

020441662

DATE: 07-10-02
TRADEMARK

REEL: 002608 FRAME: 0618

**CERTIFICATE OF FORMATION
OF
AMERICA'S COUNTRY STORES HOLDINGS, LLC**

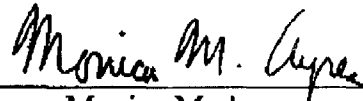
This Certificate of Formation of America's Country Stores Holdings, LLC (the "LLC"), dated as of October 11, 2001, is being duly executed and filed by Monica M. Ayres, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is America's Country Stores Holdings, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware are The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



Name: Monica M. Ayres
Authorized Person of LLC

M1:791141.02