

WEMMH-1594 (4/03)

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

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

1. Name of conveying party(ies): WMI Holding Corp.
[ ] Individual(s) [ ] Association
[ ] General Partnership [ ] Limited Partnership
[X] Corporation-State (Delaware)
[ ] Other
Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No
3. Nature of conveyance:
[ ] Assignment [ ] Merger
[ ] Security Agreement [ ] Change of Name
[X] Other Change of Name - Conversion
Execution Date: January 31, 2003

2. Name and address of receiving party(ies)
Name: WMI Holding LLC
Internal Address:
Street Address: 585 Fifth Avenue, Fourth Floor
City: New York State: New York Zip: 10017
[ ] Individual(s) citizenship
[ ] Association
[ ] General Partnership
[ ] Limited Partnership
[X] 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 [X] No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,094,277
Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Brad A. Schepers
Internal Address: Woodard, Emhardt, Moriarty, McNett & Henry LLP
Street Address: Bank One Center/Tower, 111 Monument Circle, Suite 3700
City: Indianapolis State: Indiana Zip: 46204

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
[ ] Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 23-3030
(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.
Brad A. Schepers, Reg. No. 45,431
Name of Person Signing Signature Date November 19, 2003
Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Director of the U.S. Patent and Trademark Office, Mail Stop Assignment Recordation Services Washington, D.C. 20231 VIA FACSIMILE (703) 308-5995

I hereby certify that this correspondence is being facsimile transmitted to the U.S. Patent and Trademark Office at (703) 308-5995 on November 19, 2003.
Brad A. Schepers
Print Name of Person Signing Certification
Signature

CH \$40.00 233030 1094277

# 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 "WMI HOLDING CORP." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WMI HOLDING CORP." TO "WMI HOLDING LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 2003, AT 5 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 JANUARY, A.D. 2003.



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

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AUTHENTICATION: 2235145

DATE: 01-31-03

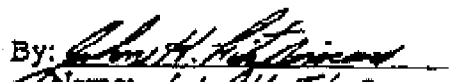
TRADEMARK

REEL: 002750 FRAME: 0179

**CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 266 OF THE DELAWARE GENERAL CORPORATION  
LAW**

1. The name of the corporation is WMI Holding Corp. (the "Corporation"). The name under which the Corporation was originally incorporated was K-N Holdings II, Inc.
2. The date on which the original Certificate of Incorporation was filed with the Secretary of State was September 4, 1981.
3. The name of the limited liability company into which the corporation is herein being converted is WMI Holding LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
5. This certificate will be effective on January 31, 2003.

WMI HOLDING CORP.

By:   
Name: John M. FitzSimmons  
Title: Vice President

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