

09-11-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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OFFICE OF PUBLIC RECORDS
U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office
2003 SEP -9 PM 2:53
FINANCE SECTION

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

1. Name of conveying party(ies):

9-9-03

Third Coast Media, LLC

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

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

2. Name and address of receiving party(ies)

Name: Third Coast Media, LP

Internal

Address: _____

Street Address: 3400 Waterview Pkwy, Ste 310

City: Richardson State: TX Zip: 75080

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Conversion
- Merger
- Change of Name

Execution Date: 09/01/2002

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

A. Trademark Application No.(s)

2,665,973 2,461,812 2,665,972

B. Trademark Registration No.(s)

2,733,750 2,570,879 2,751,921

Additional number(s) attached Yes No

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

Name: Steve H. Clemons

Internal Address: _____

Leggett & Clemons, PLLC
Street Address: 2745 Dallas North Pkwy

Suite 310

City: Plano State: TX Zip: 75093

6. Total number of applications and registrations involved: _____

6

7. Total fee (37 CFR 3.41).....\$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

NA

(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.

Steve H. Clemons
Name of Person Signing

Signature

9/9/03
Date

Total number of pages including cover sheet, attachments, and document: 8

09/11/2003 LINDLER 0000046 2665973

01 FC:0521
02 FC:0522

40.00 DP
125.00 BP

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

TRADEMARK
REEL: 002821 FRAME: 0543



Office of the Secretary of State

CERTIFICATE OF CONVERSION OF

THIRD COAST MEDIA, LP
Filing Number: 800119425

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

of
THIRD COAST MEDIA, LLC
Filing Number: 704949122

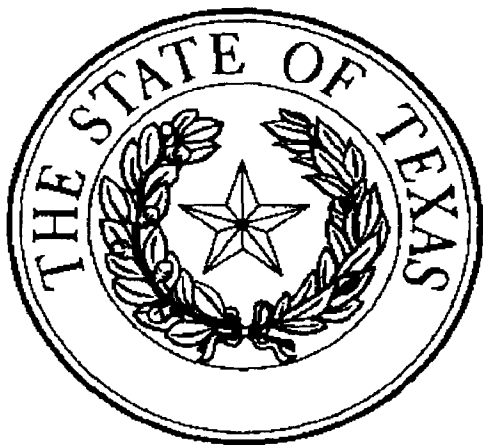
Converting it to

THIRD COAST MEDIA, LP

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 08/30/2002

Effective: 09/01/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-5709

PHONE(512) 463-5555
Prepared by: Mojica

TTY7-1-1

TRADEMARK
REEL: 002821 FRAME: 0544

AUG 30 2002

Corporations Section

**ARTICLES OF CONVERSION
FOR
THIRD COAST MEDIA, LLC**

The undersigned natural person of the age of eighteen (18) years or older, acting pursuant to Section 10.08 of the Texas Limited Liability Company Act and Section 9.05(b) of the Texas Revised Partnership Act, hereby adopts the following Articles of Conversion for this corporation:

ARTICLE I

The name of the converting entity is Third Coast Media, LLC, a Texas limited liability company (the "Converting Entity"). The organizational form of the Converting Entity shall be converted to that of a Texas limited partnership, formed and authorized pursuant to the Texas Revised Partnership Act (the "Converted Entity"), with the name of the Converted Entity being Third Coast Media, LP.

ARTICLE II

The conversion shall be in accordance with the Plan of Conversion (the "Plan") that has been approved by the members of the Converting Entity in the manner prescribed by the Texas Limited Liability Company Act, and the partners of the Converted Entity in the manner prescribed by the Texas Revised Partnership Act, is set forth on the attached Exhibit A, and incorporated by reference into these Articles as if fully set forth herein. The consent of the members and managers of the Converting Entity authorizing the conversion is attached hereto as Exhibit B and incorporated herein for all purposes.

ARTICLE III

A copy of the Plan is on file, and will be on file from and after the date of conversion, at the principal place of business of the Converting Entity and the Converted Entity, which for both is located at 3400 Waterview Parkway, Suite 103, Richardson, Texas 75080.

ARTICLE IV

A copy of the Plan will be furnished by the Converting Entity prior to conversion, or by the Converted Entity subsequent to conversion, upon written request and without cost, to any member of the Converting Entity or any holder of a partnership interest of the Converted Entity.

ARTICLE V

The Converted Entity assumes payment of any franchise taxes due by the Converting Entity.

ARTICLE VI

A. The number of Converting Entity membership units outstanding and the designation and number of outstanding Converting Entity membership units entitled to vote on the Plan are as follows:

<i>Number of Units Outstanding:</i>	<i>Designation of Units Entitled to Vote:</i>	<i>Number of Units Entitled to Vote:</i>
23,303,833	Membership Units	23,303,833

B. The number of Converting Entity membership units that voted for or against the Plan are as follows:

<i>Voted For:</i>	<i>Voted Against or Did Not Vote:</i>
21,000,000	2,303,833

ARTICLE VII

The Converted Entity shall be governed by the laws of the State of Texas.

ARTICLE VIII

The address of the registered office of the Converted Entity in Texas shall be 3400 Waterview Parkway, Suite 103, Richardson, Texas 75080, and the registered agent at such address shall be Stuart Lloyd.

The undersigned authorized individual has executed these Articles of Conversion to be effective on the 1st day of September 2002.

Stuart Lloyd, CEO

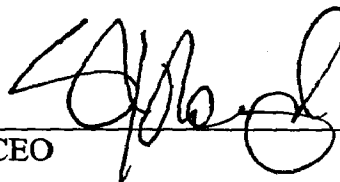


EXHIBIT "A"

**PLAN OF CONVERSION
FOR
THIRD COAST MEDIA, LLC**

The undersigned persons acting pursuant to Section 10.08 of the Texas Limited Liability Company Act ("TLLCA") and Section 9.05(b) of the Texas Revised Partnership Act ("TRPA"), hereby adopt the following Plan of Conversion (this "Plan") for this corporation:

1. The name of the converting entity is Third Coast Media, LLC, a Texas limited liability company formed pursuant to the TLLCA (the "Converting Entity"), and the name of the converted entity shall be Third Coast Media, LP, a Texas limited partnership (the "Converted Entity"), formed pursuant to the Texas Revised Partnership Act. The purposes of the converted entity and the county where the registered office of the converted entity shall be located shall be as they appear in the Certificate of Limited Partnership for the converted entity filed contemporaneously with this Plan with the Secretary of State for the State of Texas, and attached hereto, and incorporated herein, as Addendum A.

2. On the Effective Date and in accordance with the provisions of the TLLCA and the TRPA, the Converting Entity shall be converted into the Converted Entity (the "Conversion") with the Converted Entity being the surviving entity of the Conversion. As a result of the Conversion, the separate corporate existence of the Converting Entity shall continue in the form of the Converted Entity, and on the Effective Date (defined below), the Converted Entity shall become the owner, by operation of law and without other transfer, of all the rights, title, and interests that the Converting Entity now has, or may have in the future, in and to all properties (both real and personal) and assets (both tangible and intangible) of every kind and nature whatsoever, whether choate or inchoate, now existing or arising in the future. On the Effective Date, all rights, franchises, and interests of the Converting Entity in and to every type of intellectual property including, without limitation, all trademarks, registrations, trademark applications, and goodwill associated therewith, if any, shall be transferred to and vested in the Converted Entity by virtue of the Conversion without any deed or other transfer. On the Effective Date, all debts, liabilities, and contractual obligations of the Converting Entity, matured or unmatured, whether accrued, absolute, contingent, or otherwise, and whether or not reflected or reserved on the balance sheets, books of account, or records of the Converting Entity shall be those of, and are hereby expressly assumed by, the Converted Entity and shall not be released or impaired by the Conversion. All rights of creditors and other obligees and all liens on property of the Converting Entity shall be preserved.

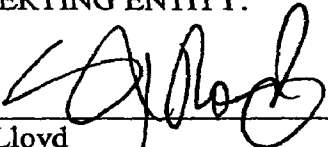
3. The total number of membership units of the Converting Entity currently issued and outstanding will be converted to the same number of limited partnership units, so that the ownership of the Converted Entity will be identical to the ownership of the Converting Entity. The membership units owned by TCM General, LLC, shall be immediately converted into the general partnership interest in the Converted Entity, such that TCM General, LLC, shall be the sole general partner of the Converted Entity. All other rights, preferences, provisions, and obligations pertaining to partnership interests in the Converted Entity are contained in the Agreement of Limited Partnership for the Converted Entity.

4. This Plan has been submitted to and approved by a majority of the members of the Converting Entity in the manner provided by the TLLCA, and the partners of the Converted Entity in the manner provided by the TRPA.

5. The Conversion contemplated in this Plan is intended to qualify as a tax-free reorganization pursuant to Section 368 of the Internal Revenue Code of 1986, as amended. The issued and outstanding membership units of the Converting Entity will be converted into equivalent limited partnership units in the Converted Entity.

The undersigned being all the managers and a majority of the members of the Converting Entity, and the general and a majority of the limited partners of the Converted Entity, have executed this Plan of Conversion to be effective on the 1st day of September, 2002 (the "Effective Date").

CONVERTING ENTITY:



Stuart Lloyd
Manager and Member




Robert Kimmerle
Manager and Member



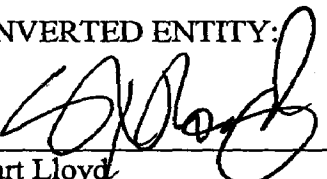
Ray Myers
Manager and Member

TCM General, LLC
Member

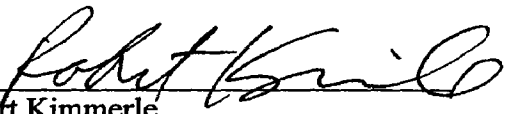
By: 

Stuart Lloyd, CEO


CONVERTED ENTITY:



Stuart Lloyd
Limited Partner

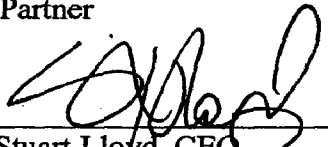


Robert Kimmerle
Limited Partner



Ray Myers
Limited Partner

TCM General, LLC
General Partner

By: 

Stuart Lloyd, CEO

EXHIBIT B

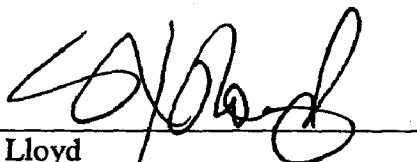
**JOINT WRITTEN CONSENT OF
THE MEMBERS AND MANAGERS
in lieu of a
SPECIAL MEETING
of
THIRD COAST MEDIA, LLC**

The undersigned, being all of the managers and a majority of the members of THIRD COAST MEDIA, LLC, a Texas limited liability company (hereinafter referred to as the "Company"), hereby waive notice of the time, place, date, and purpose of a special meeting of the managers and members of the Company and consent to and approve the following resolutions and each and every action effected thereby:

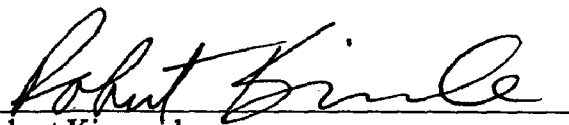
BE IT RESOLVED, that the managers of the Company shall be and they hereby are authorized and directed to take any and all actions necessary and required to institute the conversion of the organizational structure and identity of the Company from a Texas limited liability company into that of a Texas limited partnership; and that the CEO of the Company is authorized to execute all documents in connection therewith; and so be it

FURTHER RESOLVED, that all prior acts and/or steps taken by the managers and officers of the Company in furtherance of the conversion of the Company from a Texas limited liability company into a Texas limited partnership shall be and they hereby are ratified and approved in all respects.

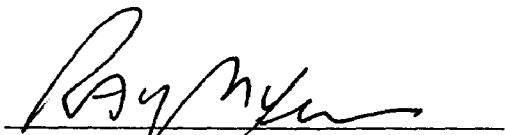
In testimony whereof witness our respective signatures effective as of the 28th day of September, 2002.



Stuart Lloyd
Manager and Member



Robert Kimmerle
Manager and Member



Ray Myers
Manager and Member

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THIRD COAST MEDIA, LP**

Pursuant to the provisions of Section 2.01 of the Texas Revised Limited Partnership Act, the undersigned hereby files its Certificate of Limited Partnership.

1. The name of the partnership is THIRD COAST MEDIA, LP.
2. The limited partnership's registered agent and office for service of process is Stuart Lloyd, 3400 Waterview Parkway, Suite 103, Richardson, Texas 75080.
3. The address of the principal office in the United States where the records of the limited partnership are to be kept or made available is the same as the mailing address and the street address of the sole General Partner set forth below:


TCM GENERAL, LLC
3400 Waterview Parkway
Suite 103, Richardson, Texas 75080

4. The limited partnership is being created and formed pursuant to the Plan of Conversion of Third Coast Media, LLC.
5. The converting entity is Third Coast Media, LLC, a Texas limited liability company, that was organized on April 12, 1999, whose address is 3400 Waterview Parkway, Suite 103, Richardson, Texas 75080.

IN WITNESS WHEREOF, the undersigned general partner of THIRD COAST MEDIA, LP, a Texas limited partnership, has executed this certificate effective as of the 1st day of September, 2002.

GENERAL PARTNER:

TCM GENERAL, LLC,
a Texas limited liability company

By: 
Stuart Lloyd, CEO

**LEGGETT
& CLEMONS**
Attorneys and Counselors

Dewey B. Leggett

Steve H. Clemons

Whitney A. Bowling

Jenny L. Martinez

September 9, 2003

via Express Mail/Overnight Delivery
Mail Stop Assignment Recordation Services
Director of the US Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Re: Third Coast Media, LLC Trademark Assignments

Dear Sir or Madam:

Enclosed please find the Recordation Form Cover Sheet and conveyance document regarding trademark assignments due to an owner name change from a limited liability company entity to a limited partnership entity.

Also enclosed is a check in the amount of \$165.00 to cover the recording of the trademark assignments for (6) trademark registrations that are owned by Third Coast Media LP at this time.

Thank you for your assistance. If you have any questions regarding this matter, please call me.

Very truly yours,
LEGGETT & CLEMONS, PLLC

By: 
Steve H. Clemons

SHC/jc
Enclosure

I hereby certify that this Recordation Form Cover Sheet, Attachments and Transmittal letter, are being deposited with the United States Postal Service, "Express Mail" service, as Express Mail No. EU441666505US in an envelope addressed to Mail Stop Assignment Recordation Services, Director of the US Patent and Trademark Office, P.O. Box 1450, Alexandria VA 22313-1450, on this 9th day of September, 2003.


Printed Name: Jane Cox

2745 Dallas North Parkway Suite 310 Plano, Texas 75093 www.leggettandclemons.com
Ph 214-473-8686 Fax 214-473-8685

RECORDED: 09/09/2003

TRADEMARK
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