

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Houston Oilers, Inc.		03/01/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Houston Oilers, LLC		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	1809126		
Registration Number:	1069143	HOUSTON OILERS	
Registration Number:	1810712	HOUSTON OILERS	
Registration Number:	2907565	LUV YA BLUE	
Registration Number:	1066433	OILERS	
Registration Number:	1066431	OILERS	
CORRESPONDENCE DATA			
Fax Number:	(212)697-7463		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-450-2000		
Email:	trademarkmatters@nfl.com		
Correspondent Name:	David M. Proper		
Address Line 1:	280 Park Avenue		
Address Line 2:	NFL Properties LLC		
Address Line 4:	New York, NEW YORK 10017		

CH \$165.00 1809126

NAME OF SUBMITTER:	David M. Proper
Signature:	/david m. proper/
Date:	06/09/2005
Total Attachments: 2 source=DECertConvHoustonOilers-Corp-LLC#page1.tif source=DECertConvHoustonOilers-Corp-LLC#page2.tif	

Delaware

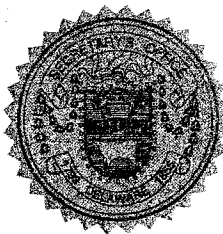
PAGE 1

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 "HOUSTON OILERS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "HOUSTON OILERS, INC." TO "HOUSTON OILERS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2004, AT 6:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2004, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3769306 8100V

040151465

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2960302

DATE: 03-01-04

TRADEMARK
REEL: 003099 FRAME: 0794


**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 Houston Oilers, Inc.
2. The date on which the original Certificate of Incorporation was filed with the Delaware Secretary of State is February 26, 2004.
3. The name of the limited liability company into which the corporation is hereby being converted is "Houston Oilers, LLC."
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
5. The time at which the conversion shall become effective is 11:59 p.m., Eastern Standard Time, on February 27, 2004.

IN WITNESS WHEREOF, the undersigned has duly caused this Certificate of Conversion to be executed by its duly authorized officer as of this 27th day of February, 2004.

HOUSTON OILERS, INC.



K. S. Adams, Jr.
President

998961.5

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:33 PM 02/27/2004
FILED 06:31 PM 02/27/2004
SRV 040151465 - 3769306 FILE

RECORDED: 06/09/2005

TRADEMARK
REEL: 003099 FRAME: 0795