

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/09/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sheffield Financial Corp.		11/26/2002	CORPORATION:

RECEIVING PARTY DATA

Name:	Sheffield Financial LLC
Street Address:	2554 Lewisville-Clemmons Road
City:	Clemmons
State/Country:	NORTH CAROLINA
Postal Code:	27012
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2029231	SIX PACK

CORRESPONDENCE DATA

Fax Number: (919)755-6096
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (919) 755-2109
 Email: mtepper@wcsr.com
 Correspondent Name: Maury M. Tepper, III
 Address Line 1: P.O. Box 831
 Address Line 4: Raleigh, NORTH CAROLINA 27602

ATTORNEY DOCKET NUMBER:	23841.0008.5
NAME OF SUBMITTER:	Maury M. Tepper, III
Signature:	/Maury M. Tepper, III/

CH \$40.00 2029231

Date:

08/30/2006

Total Attachments: 4

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Date Filed: 12/9/2002 11:14:00 AM
Elaine F. Marshall
North Carolina Secretary of State

**LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION
INCLUDING ARTICLES OF CONVERSION**

Pursuant to §57C-2-21, 57C-9A-01 and 57C-9A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Organization including Articles of Conversion for the purpose of forming a limited liability company.

1. The name of the limited liability company is: Sheffield Financial LLC. The limited liability company is being formed pursuant to a conversion of another business entity.
2. The name of the converting business entity is: Sheffield Financial Corp. and the organization and internal affairs of the converting business are governed by the laws of the state of North Carolina. A plan of conversion has been approved by the converting business entity as required by law.
3. The converting business entity is a domestic corporation.
4. The name and address of the sole organizer executing these articles of organization are as follows:

Kenneth G. Carroll
2530 Meridian Parkway
Suite 400
Durham, NC 27713

5. The street address and county of the initial registered office of the limited liability company is:

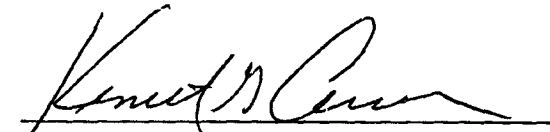
2554 Lewisville-Clemmons Road
Clemmons, NC 27012
Forsyth County
6. The mailing address **if different from the street address** of the initial registered office is:

P.O. Box 1704
Clemmons, NC 27012
7. The name of the initial registered agent is: Von Jackson Snow
8. Check one of the following:

(i) Member-managed LLC: all of the members by virtue of their status as members shall be managers of this limited liability company.

- X (ii) Manager-managed LLC: except as provided by N.C.G.S. §57C-3-20(a), the members of this limited liability company shall not be managers by virtue of their status as members.
9. To the full extent from time to time permitted by law, no person who is serving or who has served as a manager of the limited liability company shall be personally liable in any action for monetary damages for breach of his or her duty as a manager, whether such action is brought by or in the right of the limited liability company or otherwise. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Organization inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a manager of the limited liability company with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or risen, prior to such amendment, repeal or adoption.
10. These articles will be effective upon filing.

This the 20th day of November, 2002.


Kenneth G. Carroll, Organizer

PLAN OF CONVERSION

THIS PLAN OF CONVERSION is made by Sheffield Financial Corporation, a North Carolina domestic corporation, as of the 25th day of November, 2002.

A. ENTITIES PARTICIPATING IN CONVERSION.

SHEFFIELD FINANCIAL, LLC, a North Carolina limited liability company ("Sheffield, LLC"), will be the resulting limited liability company. SHEFFIELD FINANCIAL CORPORATION, a North Carolina domestic corporation ("Sheffield Corp."), will be the converting business entity. Sheffield LLC and Sheffield Corp. are hereinafter referred to collectively as the "Constituent Entities."

B. TERMS AND CONDITIONS OF THE CONVERSION.

1. Until the time when the conversion becomes effective as specified in paragraph B.5 below (the "Effective Time"), Sheffield Corp. shall continue to conduct its business without material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business.
2. At the Effective Time, the corporate existence of Sheffield Corp. will cease, and the corporate existence of Sheffield LLC will commence.
3. As of the Effective Time, the liabilities and assets of every nature of Sheffield Corp. shall become those of Sheffield LLC by operation of law.
4. The Articles of Organization, including the Articles of Conversion contained therein, which shall be filed with the North Carolina Secretary of State's Office at the Effective Time shall be the Articles of Organization of Sheffield LLC until otherwise amended as provided by law.
5. The conversion shall be effective upon filing (the "Effective Time").

C. CONVERSION OF INTERESTS.

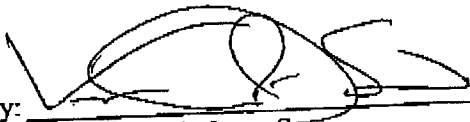
As of the Effective Time, the outstanding shareholder interests of Sheffield Corp. will be converted into a like amount of membership interests of Sheffield LLC.

D. APPROVAL OF CONVERSION

With regard to Sheffield Corp., this Plan of Conversion has been approved in accordance with the laws of the State of North Carolina.

IN WITNESS WHEREOF, this Plan of Conversion has been signed by the
President of Sheffield Corp., as of the 25th day of November, 2002.

SHEFFIELD FINANCIAL CORPORATION

By: 
Name: Von Jackson Snow
Title: President

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RECORDED: 08/30/2006

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