

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion
EFFECTIVE DATE:	12/31/2001

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cal-Nel, Inc.		12/07/2001	CORPORATION: TEXAS

**RECEIVING PARTY DATA**

Name:	A-1 Homes Group, L.P.
Composed Of:	COMPOSED OF A-1 Champion GP, Inc.
Street Address:	3800 E. 42nd Street
Internal Address:	Suite 604
City:	Odessa
State/Country:	TEXAS
Postal Code:	79762
Entity Type:	LIMITED PARTNERSHIP: TEXAS

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2757946	A - 1 HOMES
Registration Number:	2110382	HOMES OF AMERICA
Registration Number:	1313998	A-1

**CORRESPONDENCE DATA**

Fax Number: (214)661-4899  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 214.953.6818  
 Email: daltmdept@bakerbotts.com  
 Correspondent Name: Valerie Verret  
 Address Line 1: 2001 Ross Avenue  
 Address Line 2: Suite 600  
 Address Line 4: Dallas, TEXAS 75201

CH \$90.00 2757946

ATTORNEY DOCKET NUMBER:	076764.0108
NAME OF SUBMITTER:	Valerie Verret
Signature:	/Valerie Verret/
Date:	12/18/2006
Total Attachments: 5 source=076764 Articles of Conversion#page1.tif source=076764 Articles of Conversion#page2.tif source=076764 Articles of Conversion#page3.tif source=076764 Articles of Conversion#page4.tif source=076764 Articles of Conversion#page5.tif	

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**ARTICLES OF CONVERSION**

**Corporations Section**

Pursuant to the provisions of article 5.17 of the Texas Business Corporation Act and section 2.15 of the Texas Revised Limited Partnership Act, the undersigned converting entity certifies the following articles of conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act and the Texas Revised Limited Partnership Act.

1. The following Plan of Conversion was approved and adopted in accordance with the provisions of article 5.03 of the Texas Business Corporation Act providing for the conversion of Cal-Nel, Inc., a corporation incorporated under the Texas Business Corporation Act, to A-1 Homes Group, L.P., a Texas limited partnership:

See Plan of Conversion attached hereto as Exhibit A and incorporated as a part hereof by reference.

2. An executed plan of conversion is on file at the principal place of business of the converting entity at 3800 E. 42<sup>nd</sup> St., Suite 604, Odessa, Texas 79762 and, from and after the conversion, an executed plan of conversion will be on file at the principal place of business of the converted entity at 3800 E. 42<sup>nd</sup> St., Suite 604, Odessa, Texas 79762.

3. A copy of the plan of conversion will be furnished by the converting entity (prior to the conversion) or by the converted entity (after the conversion) on written request and without cost to any shareholder or member of the converting entity or the converted entity.

4. The approval of the plan of conversion was duly authorized by all action required by the laws under which Cal-Nel, Inc. is incorporated and by its constituent documents. The number of outstanding shares of each class or series of stock of Cal-Nel, Inc. entitled to vote, with other shares or as a class, on the plan of conversion are as follows:

<u>Number of Shares Outstanding</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>
1,000	Common Stock	Not Applicable

5. The number of shares voted for and against the plan of conversion, respectively, and as to each class entitled to vote as a class, the number of shares of each such class voted for and against the plan of merger, respectively, are as follows:


<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>	
		<u>Voted For</u>	<u>Voted Against</u>
1,000	0	Not Applicable	

6. Two copies of the certificate of limited partnership of A-1 Homes Group, L.P. which is to be created pursuant to the plan of conversion are being filed with the secretary of state with the articles of conversion.

7. The conversion will become effective on December 31, 2001 at 11:59:00 p.m. in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act and Section 2.12 of the Texas Revised Limited Partnership Act.

Dated: December 7, 2001.

CAL-NEL, INC.

By:   
 \_\_\_\_\_  
 John J. Collins, Jr. Its Vice President

**EXHIBIT A**

**PLAN OF CONVERSION  
OF  
CAL-NEL, INC.  
INTO  
A-1 HOMES GROUP, L.P.**

This Plan of Conversion (the "Plan") is entered into pursuant to Article 5.17(C) of the Texas Business Corporation Act ("TBCA") for the conversion (the "Conversion") of Cal-Nel, Inc., a Texas corporation (the "Converting Entity"), into A-1 Homes Group, L.P., a Texas limited partnership (the "Converted Entity").

1. The Converting Entity is continuing its existence in the organizational form of the Converted Entity.

2. The Converted Entity shall be a limited partnership organized pursuant to Section 2.15 of the Texas Revised Limited Partnership Act ("TRLPA"). The effective time of the Conversion shall be 11:59 p.m. (Austin time) on December 31, 2001 (the "Effective Time") and shall thereafter conduct business as a limited partnership.

3. At the Effective Time and without any further action on the part of any shareholder of the Converting Entity, each shareholder of the Converting Entity shall have an interest as a partner of the Converted Entity equal to its percentage ownership of capital stock of the Converting Entity immediately prior to the Effective Time, as follows: A-1 Champion GP, Inc., a Michigan corporation, shall become the General Partner of the Converted Entity, owning a 1% general partner interest, and Champion Retail, Inc., a Michigan corporation, shall become the sole Limited Partner of the Converted Entity, owning a 99% limited partner interest.

4. In accordance with Internal Revenue Service Revenue Ruling 84-111, it is intended that the conversion of the Converting Entity set forth herein be treated as a contribution of all the Converting Entity's properties to the Converted Entity in consideration for the issuance of equity interests in the Converted Entity, followed by a liquidation of the Converting Entity and a distribution of Converted Entity partnership interests to the Converting Entity's shareholders.

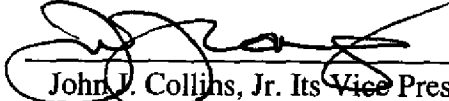
5. Attached hereto as Exhibit A and incorporated herein by this reference are the certificate of limited partnership and the limited partnership agreement of the Converted Entity.

6. The Converted Entity shall be responsible for payment of all fees and franchise taxes as may be due or required by law relating to the Converted Entity.

7. The conversion shall be effective at the Effective Time.

CAL-NEL, INC.

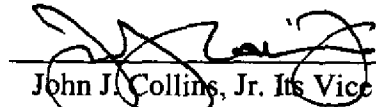
By:

  
\_\_\_\_\_  
John J. Collins, Jr. Its Vice President

The undersigned hereby consents to becoming  
General Partner of the Converted Entity as set forth  
above.

A-1 CHAMPION GP, INC.

By:

  
\_\_\_\_\_  
John J. Collins, Jr. Its Vice President

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
A-1 HOMES GROUP, L.P.**

The undersigned General Partner, desiring to form a limited partnership (the "Partnership"), pursuant to Section 2.15 of the Texas Revised Limited Partnership Act (the "Act"), hereby duly executes this Certificate of Limited Partnership, to be effective as of 11:59 p.m. on December 31, 2001.

1. The name of the Partnership is A-1 Homes Group, L.P.
2. The address of the registered office of the Partnership is 350 North St. Paul Street, Dallas, Texas 75201, and the name of the registered agent for service of process whose business office address will be the same as the registered office address is CT Corporation System.
3. The duration of the Partnership shall be perpetual.
4. The address of the principal office of the Partnership where its partnership records are to be kept or made available under Section 1.07 of the Act is 3800 E. 42<sup>nd</sup> St., Suite 604, Odessa, Texas 79762.
5. The name, the mailing address, and the street address of the business or residence of the sole general partner of the Partnership is as follows:

<b>NAME</b>	<b>MAILING AND STREET ADDRESS</b>
A-1 Champion GP, Inc.	2701 Cambridge Ct., Suite 300, Auburn Hills, Michigan 48326

6. This certificate of limited partnership shall be effective at 11:59 p.m. on December 31, 2001, as set forth in that certain Plan of Conversion providing for the conversion of Cal-Nel, Inc. into the Partnership.

7. The Partnership is being formed by the conversion of Cal-Nel, Inc., a Texas corporation incorporated on March 3, 1998 and having its address at 3800 E. 42<sup>nd</sup> St., Suite 604, Odessa, Texas 79762.

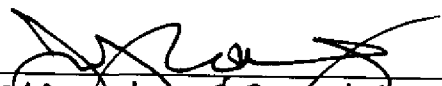
EXECUTED the 7th day of December, 2001.

GENERAL PARTNER

A-1 Champion GP, Inc.

By:

Its:

  
VP/ Secretary & General Counsel