

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Locke Turf Corp.		04/24/2007	CORPORATION: WISCONSIN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Locke Turf LLC		
<b>Street Address:</b>	655 West Ryan Street		
<b>Internal Address:</b>	P.O. Box 157		
<b>City:</b>	Brillion		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	54110-0157		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: WISCONSIN		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2662391	LOCKE	
Registration Number:	2486222	VICTORY	
Registration Number:	2590390	V REEL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(414)978-8675		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	414 277 5675		
<b>Email:</b>	msl@quarles.com		
<b>Correspondent Name:</b>	Marta S. Levine		
<b>Address Line 1:</b>	Quarles & Brady LLP		
<b>Address Line 2:</b>	411 East Wisconsin Avenue		
<b>Address Line 4:</b>	Milwaukee, WISCONSIN 53202		
<b>NAME OF SUBMITTER:</b>	Marta S. Levine		
<b>Signature:</b>	/MartaLevine/		

CH \$90.00 2662391

Date:

05/04/2007

**Total Attachments: 6**

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**RECEIVED**

APR 26 2007

**WISCONSIN  
DFI**

Sec. 179.76(3) & (5),  
180.1161(3) & (5),  
181.1161(3) & (5) and  
183.1207(3) & (5),  
Wis. Stats.

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



**CERTIFICATE OF CONVERSION**

**1. Before conversion:**

Company Name: LOCKE TURF CORP.
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes  No

If yes, the entity is required to file a report with the Wisconsin Department of Revenue under section 73.14 of the Wisconsin Statutes. (See instructions.)

\* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

**3. After conversion:**

Company Name: LOCKE TURF LLC	STATE OF WISCONSIN FILED APR 27 2007 DEPARTMENT OF FINANCIAL INSTITUTIONS
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

**FILING FEE - \$150.00** Use of this form is mandatory.

DFI/CORP/1000(R06/06)

4. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process): STEWART M. WITKOV	Registered Office: 655 WEST RYAN STREET P. O. BOX 157 BRILLION, WI 54110-0157
Additional Entry for a <b>Limited Partnership only</b> →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process): STEWART M. WITKOV	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 655 WEST RYAN STREET P. O. BOX 157 BRILLION, WI 54110-0157
Additional Entry for a <b>Limited Partnership only</b> →	Record Office:

8. Executed on APRIL 24, 2007 (date) by the business entity **PRIOR TO ITS CONVERSION**.

*Stewart M. Witkov*  
(Signature)

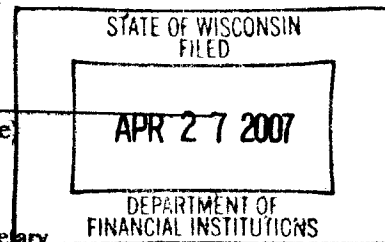
Mark (X) below the title of the person executing the document.

For a **limited partnership**  
Title:  General Partner

For a **limited liability company**  
Title:  Member OR  Manager

STEWART M. WITKOV  
(Printed Name)

For a **corporation**  
Title:  President OR  Secretary  
or other officer title  
VICE PRESIDENT OF FINANCE



**INSTRUCTIONS** (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

<p>Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.</p>		
<p><b>Mailing Address:</b> Department of Financial Institutions Division of Corporate &amp; Consumer Services P O Box 7846 Madison WI 53707-7846</p>	<p><b>Physical Address for Express Mail:</b> Department of Financial Institutions Division of Corporate &amp; Consumer Services 345 W. Washington Ave - 3<sup>rd</sup> Fl. Madison WI 53703</p>	<p>Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818</p>

**NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

Exhibit A

**PLAN OF CONVERSION  
OF  
LOCKE TURF CORP.**

The terms and conditions of the conversion of Locke Turf Corp., a Wisconsin corporation, into Locke Turf LLC, a Wisconsin limited liability company, (the "Conversion") are as follows:

**ARTICLE I**

**CONVERSION; EFFECTIVE TIME**

At the Effective Time of the Conversion (as hereinafter defined), Locke Turf Corp. shall be converted into Locke Turf LLC, a Wisconsin limited liability company, which shall be the converted business entity (the "Converted Entity"). The Effective Time of the Conversion shall be at 11:59 p.m. on April 28, 2007.

**ARTICLE II**

**CONVERSION OF STOCK**

The shares of stock of Locke Turf Corp. which are issued and outstanding or in the treasury of Locke Turf Corp. shall, at the Effective Time of the Conversion, be collectively converted into the sole membership interest of the Converted Entity.

**ARTICLE III**

**ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT**

A copy of the Articles of Organization of the Converted Entity is attached hereto as Annex I. Immediately following the Effective Time of the Conversion, the sole member of the Converted Entity shall adopt an Operating Agreement to govern the operations of the Converted Entity.

**ARTICLE IV**

**EFFECT OF CONVERSION**

The effect of the Conversion shall be as provided in Section 180.1161(4) of the Wisconsin Business Corporation Law and Section 183.1207(4) of the Wisconsin Limited Liability Company Act.

\* \* \* \* \*

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**TRADEMARK  
REEL: 003535 FRAME: 0926**

Annex I

ARTICLES OF ORGANIZATION  
OF  
LOCKE TURF LLC

The limited liability company is organized under the provisions of the Wisconsin Limited Liability Company Act, Chapter 183 of the Wisconsin Statutes.

## ARTICLE I

Name

The name of the limited liability company is Locke Turf LLC.

## ARTICLE II

Registered Office and Agent

The street address of the initial registered office of the limited liability company is 655 West Ryan Street, P.O. Box 157, Brillion, WI 54110-0157 and the name of the registered agent at such office is Stewart M. Witkov.

## ARTICLE III

Management

Management of the limited liability company shall be vested in its members.

\* \* \* \* \*

This document was drafted by:

Michael Lappin  
Quarles & Brady LLP  
411 East Wisconsin Avenue  
Milwaukee, WI 53202-4497

QBMKE60816142

Fee simple ownership interest  Yes  No (for DFI use only)  
CERTIFICATE OF CONVERSION

┌  
SUSAN LAPINSKI  
QUARLES & BRADY LLP  
411 EAST WISCONSIN AVENUE  
MILWAUKEE, WI 53202-4497

└  
▲ Enter your return address within the bracket above.

Phone number during the day: ( 414 ) 277 - 5189

**INSTRUCTIONS** (Cont'd)

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is **optional**.
5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.
6. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.
7. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.
8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.