

**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
The Marmon Group, Inc.		05/21/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	The Marmon Group LLC
Street Address:	181 West Madison Street
Internal Address:	26th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60602
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Serial Number:	78274029	MHT
Registration Number:	3247921	
Registration Number:	3093837	
Registration Number:	3093838	MARMON HIGHWAY TECHNOLOGIES
Registration Number:	2683171	MARMON RETAIL SERVICES
Registration Number:	1748794	THE MARMON GROUP
Registration Number:	1766128	M MARMON
Registration Number:	1545850	M MARMON
Registration Number:	1534864	THE MARMON GROUP

**CORRESPONDENCE DATA**

Fax Number: (312)236-7516  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 312.368.4000

CH \$240.00 78274029

Email: ch.tm@dlapiper.com  
Correspondent Name: Thomas W. Ryan  
Address Line 1: PO Box 64807  
Address Line 4: Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	243132-2001
-------------------------	-------------

NAME OF SUBMITTER:	Thomas W. Ryan
--------------------	----------------

Signature:	/Thomas W. Ryan/
------------	------------------

Date:	07/24/2007
-------	------------

**Total Attachments: 2**  
source=the marmon group llc cert of conversion#page1.tif  
source=the marmon group llc cert of conversion#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 "THE MARMON GROUP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THE MARMON GROUP, INC." TO "THE MARMON GROUP LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 2007, AT 11:18 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JUNE, A.D. 2007.

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

2113177 8100V  
070598561



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5697056

DATE: 05-22-07

TRADEMARK  
REEL: 003587 FRAME: 0035

**CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO  
A LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 18-214 OF THE  
DELAWARE LIMITED LIABILITY COMPANY ACT**

This Certificate of Conversion to Limited Liability Company is being executed on the 21st day of May, 2007.

It is certified as follows:

1. The name of the corporation immediately prior to the filing of this Certificate of Conversion is The Marmon Group, Inc.
2. The date of filing of the original Certificate of Incorporation of The Marmon Group, Inc. with the Delaware Secretary of State is December 29, 1986.
3. The name of the limited liability company as set forth in the Certificate of Formation is The Marmon Group LLC.
4. This Certificate of Conversion shall be effective on June 1, 2007.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the day and year first above written.

By: Karen M. McElligatt  
Name: Karen M. McElligatt  
Title: Authorized Person