

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion Effective 05/21/2007		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
C2C Holdings, LLC		05/21/2007	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	C2C Holdings, Inc.		
<b>Street Address:</b>	P.O. Box 15		
<b>City:</b>	Rockland		
<b>State/Country:</b>	DELAWARE		
<b>Postal Code:</b>	19732		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	78854170	CRADLE TO CRADLE	
Serial Number:	78854175	CRADLE TO CRADLE	
Serial Number:	78854178	CRADLE TO CRADLE	
Serial Number:	78854181	CRADLE TO CRADLE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(703)413-2220		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	703-413-3000		
<b>Email:</b>	tmdocket@oblon.com, bdarville@oblon.com		
<b>Correspondent Name:</b>	Brian B. Darville		
<b>Address Line 1:</b>	1940 Duke Street		
<b>Address Line 4:</b>	Alexandria, VIRGINIA 22308		
<b>ATTORNEY DOCKET NUMBER:</b>	295543US43		
<b>NAME OF SUBMITTER:</b>	Brian B. Darville		

CH \$115.00 78854170

Signature:

/Brian B. Darville/

Date:

09/18/2007

Total Attachments: 3

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# Delaware

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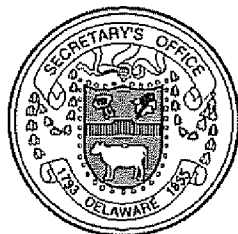
*The First State*

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 LIMITED LIABILITY COMPANY UNDER THE NAME OF "C2C HOLDINGS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "C2C HOLDINGS, LLC" TO "C2C HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 2007, AT 11:01 O'CLOCK A.M.

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

3863835 8100V

070590388



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5691412

DATE: 05-21-07

TRADEMARK  
REEL: 003623 FRAME: 0329

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY  
TO A CORPORATION  
PURSUANT TO  
SECTIONS 103 AND 265  
OF THE DELAWARE GENERAL CORPORATION LAW  
AND  
SECTION 18-216  
OF THE DELAWARE LIMITED LIABILITY COMPANY ACT

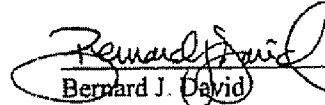
C2C HOLDINGS, LLC, a Delaware limited liability company (the "*Company*"), does hereby certify to the following facts relating to the conversion of the Company into C2C HOLDINGS, INC., a Delaware corporation (the "*Conversion*"):

1. The name of the Company immediately prior to filing this Certificate of Conversion is C2C Holdings, LLC.
2. The date the Company's Certificate of Formation was filed in the State of Delaware is October 5, 2004.
3. The name of the corporation into which the Company shall be converted pursuant to this Certificate of Conversion is C2C Holdings, Inc.
4. The conversion shall be effective upon the filing of this Certificate of Conversion.
5. The Conversion has been approved in accordance with the provisions of Section 18-216 of the Delaware Limited Liability Act and Section 265 of the Delaware General Corporation Law.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of May 21, 2007.

C2C HOLDINGS, LLC

  
Bernard J. David  
Manager

368731 v1/RE

RECORDED: 09/18/2007

TRADEMARK  
REEL: 003623 FRAME: 0331