

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
Rodgers Instruments LLC		05/27/2009	LIMITED LIABILITY COMPANY: OREGON

RECEIVING PARTY DATA

Name:	Rodgers Instruments Corporation
Street Address:	1300 NE 25th Avenue
City:	Hillsboro
State/Country:	OREGON
Postal Code:	97124
Entity Type:	CORPORATION: OREGON

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	1624562	RODGERS
Registration Number:	1623559	RODGERS
Registration Number:	1719447	PARALLEL DIGITAL IMAGING
Registration Number:	2180197	RODGERS ORGAN DESIGNER
Registration Number:	2587907	INSIGNIA
Registration Number:	2617746	TRILLIUM
Registration Number:	2911233	ALLEGIANT
Registration Number:	2911235	ALLEGIANT
Registration Number:	3248098	RODGERS ORGAN ARCHITECT
Registration Number:	3248099	ROA
Registration Number:	3276624	TRILLIUM MASTERPIECE SERIES

CORRESPONDENCE DATA

Fax Number: (503)778-2200

900137850

**TRADEMARK
 REEL: 004016 FRAME: 0610**

OP \$290.00 1624562

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (503) 778-2137
Email: trademarks@lanepowell.com
Correspondent Name: Lisa M. Davis
Address Line 1: 601 SW 2nd Avenue, Suite 2100
Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	16398.2
NAME OF SUBMITTER:	Lisa M. Davis
Signature:	/lisa m. davis/
Date:	07/02/2009

Total Attachments: 5
source=Articles of Conversion LLC to Corporation#page1.tif
source=Articles of Conversion LLC to Corporation#page2.tif
source=Articles of Conversion LLC to Corporation#page3.tif
source=Articles of Conversion LLC to Corporation#page4.tif
source=Articles of Conversion LLC to Corporation#page5.tif

665940-87

FILED

MAY 27 2009

OREGON
SECRETARY OF STATE

ARTICLES OF CONVERSION
FOR
THE CONVERSION OF
RODGERS INSTRUMENTS LLC
INTO
RODGERS INSTRUMENTS CORPORATION

Delayed Effective Time and Date: This document becomes effective at 12:01 a.m. (Pacific Daylight Savings Time), on May 29, 2009, even though it is being filed with the Secretary of State of Oregon before that time and date.

Pursuant to ORS 60.470 through 60.478 and pursuant to ORS 63.467 through 63.479, the undersigned entity (i) has duly adopted the following Articles of Conversion, for the purpose of converting Rodgers Instruments LLC, an Oregon limited liability company, into Rodgers Instruments Corporation, an Oregon corporation, and (ii) submits the following Articles of Conversion for filing, pursuant to ORS 60.476 and ORS 63.476:

Article 1: The name of this entity before conversion is Rodgers Instruments LLC, which is an Oregon limited liability company.

Article 2: The name of this entity after conversion is Rodgers Instruments Corporation, which is an Oregon corporation.

Article 3: The following Plan of Conversion ("Plan") has been duly approved, in accordance with applicable Oregon law, by the unanimous written consent of all managers of Rodgers Instruments LLC, and by the written consent of the sole member and owner of Rodgers Instruments LLC, in which that sole member and owner voted in favor of the Plan, and no vote was cast against the Plan, and such approval is the only approval required:

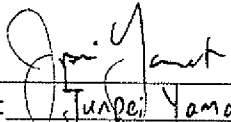
1. Rodgers Instruments LLC, an Oregon limited liability company ("Old LLC Entity"), is being converted ("Conversion") into Rodgers Instruments Corporation, an Oregon corporation ("Newly Created Corporation").
2. Old LLC Entity has only one member as its sole owner. On the Conversion becoming effective: (i) that sole member and owner will automatically and immediately become the sole shareholder of Newly Created Corporation; (ii) all of that sole member's ownership interests in Old LLC Entity will automatically and immediately be converted into 10,000,000 common shares of Newly Created Corporation, and those common shares will be the only issued and outstanding common shares of Newly Created Corporation immediately after the Conversion; and (iii) the initial directors of the board of directors of Newly Created Corporation will be the following persons: Ikutaro Kakehashi, Hidekazu Tanaka, Dennis Houlihan, and Duane Kuhn.

3. The sole member and owner of Old LLC Entity has given its written consent and approval to: (a) the conversion of Old LLC Entity into Newly Created Corporation; (b) this Plan of Conversion; (c) the conversion of all of the sole member's ownership interests in Old LLC Entity into 10,000,000 common shares of Newly Created Corporation; and (d) the Articles of Incorporation for Newly Created Corporation, which are attached hereto as **Exhibit A** and are incorporated herein by this reference.

Article 4: These Articles of Conversion have been duly approved, in accordance with applicable Oregon law, by the unanimous written consent of all managers of Rodgers Instruments LLC, and by the written consent of the sole member and owner of Rodgers Instruments LLC, in which that sole member and owner has voted in favor of these Articles of Conversion, and no vote was cast against these Articles of Conversion, and such approval is the only approval required.

The undersigned entity has duly executed these Articles of Conversion as of May 20, 2009.

Rodgers Instruments LLC,
an Oregon limited liability company

By: 
Name: Junpei Yamato
Title: Secretary & General Counsel

Person to contact about this filing: Jennifer Rollins (503.224.7112).

Please indicate on our registration that we do not want any mail solicitation.

EXHIBIT A
TO THE
ARTICLES OF CONVERSION
FOR
THE CONVERSION OF
RODGERS INSTRUMENTS LLC
INTO
RODGERS INSTRUMENTS CORPORATION

.....

ARTICLES OF INCORPORATION
OF
RODGERS INSTRUMENTS CORPORATION

Delayed Effective Time and Date: This document becomes effective at 12:01 a.m. (Pacific Daylight Savings Time), on May 29, 2009, even though it is being filed with the Secretary of State of Oregon before that time and date.

ARTICLE 1

The name of this corporation is **RODGERS INSTRUMENTS CORPORATION**.

ARTICLE 2

2.1 Authorized Shares. The total number of shares, with no par value, that this corporation is authorized to issue is one hundred million (100,000,000), of which (i) eighty million (80,000,000) are common shares, and (ii) twenty million (20,000,000) are preferred shares, with the preferences, limitations, and relative rights of the preferred shares to be designated later, as described hereinbelow.

2.2 Common Shares. Each holder of common shares has unlimited voting rights and is entitled to one vote for each common share held on all matters as to which holders of common shares may be entitled to vote. Except for and subject to the preferences, limitations, and relative rights expressly granted from time to time after the date hereof to the holders of preferred shares, the holders of common shares have exclusively all other rights of shareholders of this corporation, including, but not limited to, the right to receive the net assets of this corporation on dissolution. Any or all holders of common shares may enter into one or more agreements, with or without this corporation, to restrict any of their respective rights, including, but not limited to, any voting rights and any distribution rights.

2.3 Preferred Shares. Preferred shares may be issued from time to time in one or more series. This corporation's board of directors ("Board") is authorized (i) to provide from time to time by resolution for the issuance of preferred shares in any series designated by the Board, (ii) to establish the total number of preferred shares to be included in each series, (iii) to fix the preferences, limitations, and relative rights of preferred shares in each series, and (iv) to

file with the Oregon Secretary of State an amendment to this corporation's articles of incorporation describing the preferences, limitations, and relative rights of preferred shares prior to the issuance thereof. The Board's authority includes, but is not limited to, the power to determine:

- (a) The distinctive designation of, and number of preferred shares within, each series;
- (b) Distributions, including, but not limited to, dividend rates and payment priorities, and whether dividends cumulate;
- (c) Voting rights, conditions, and restrictions;
- (d) Conversion privileges and rates, and adjustments to those rates;
- (e) Redemption rights, prices, and sinking fund requirements; and
- (f) Dissolution and liquidation preferences and payment priorities.

ARTICLE 3

This corporation's President is Ikutaro Kakehashi, the corporation's Secretary is Junpei Yamato, and their mailing address is 1300 NE 25th Avenue, Hillsboro, Oregon 97124.

ARTICLE 4

This corporation's registered office is 1300 NE 25th Avenue, Hillsboro, Oregon 97124, and the registered agent at that address is Tony Schmidt.

ARTICLE 5

Notices should be mailed to Junpei Yamato, 5100 S. Eastern Avenue, Los Angeles, California 90040.

ARTICLE 6

To the fullest extent permitted by law, no director or officer of this corporation is personally liable to this corporation or any of its shareholders for any monetary damages for conduct as a director or officer of this corporation. No amendment or repeal of this Article or the Oregon Business Corporation Act will adversely affect any right of any person with respect to any act or omission occurring before the amendment or repeal.

ARTICLE 7

To the fullest extent permitted by law, this corporation must indemnify any person who was or is a party or is threatened to be made a party to any legal proceeding against any and all claims, liabilities, damages, costs, expenses, and attorneys' fees (whether incurred at trial, on appeal, or otherwise) incurred by the person because he or she was or is (i) a director or officer of this corporation, (ii) a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974, as amended, with respect to any employee benefit plan of this corporation, or (iii) at this corporation's request a director, officer, member, manager, partner, trustee, employee, agent, or

665940-87

fiduciary for any employee benefit plan of any corporation, limited liability company, partnership, joint venture, trust, or other entity. That indemnification obligation will continue for any person who has stopped acting in any of those capacities and will inure to the benefit of that person's successors, assigns, heirs, executors, and administrators. This corporation may authorize and provide indemnification to any of this corporation's employees or agents who are not directors or officers. This corporation must pay for or reimburse the reasonable expenses incurred by any person who was or is a party to any legal proceeding before the final disposition of the legal proceeding. The determination and authorization of all indemnification must be made as provided by law. The indemnification referred to in this Article is in addition to and not in lieu of any other right to which the indemnified person may be entitled. No amendment or repeal of this Article or the Oregon Business Corporation Act will adversely affect any right of any person with respect to any indemnification right arising before the amendment or repeal.

ARTICLE 8

Any action permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by either (i) shareholders having not less than the minimum number of votes that would be necessary to take the action at a meeting at which all shareholders entitled to vote on the action were present and voted, or (ii) all shareholders entitled to vote on the action. Any action taken under this Article must be evidenced by one or more written consents describing the action taken, signed by the required number of shareholders entitled to vote on the action, and delivered to this corporation for inclusion in its corporate records. This corporation's bylaws may contain other terms and conditions that are not inconsistent with this Article and that relate to the manner and form of taking the action.