

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Andrew Harper, Inc.		12/31/2010	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Andrew Harper, LLC		
<b>Street Address:</b>	600 Congress Ave.		
<b>Internal Address:</b>	Suite 1400		
<b>City:</b>	Austin		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78701		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: TEXAS		
<b>PROPERTY NUMBERS Total: 10</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3390915	ANDREW HARPER	
Registration Number:	3384155		
Registration Number:	3140541	ANDREW HARPER TRAVEL	
Registration Number:	3128505	ANDREW HARPER SIGNATURE TOURS	
Registration Number:	2576526	THE ANDREW HARPER COLLECTION	
Registration Number:	2006557	ANDREW HARPER'S Q CLUB	
Registration Number:	1869509	ANDREW HARPER'S	
Registration Number:	1329520	ANDREW HARPER'S HIDEAWAY REPORT	
Registration Number:	1256369		
Registration Number:	1257521	THE HIDEAWAY REPORT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(512)480-5878		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			

CH \$265.00 3390915

Phone: 512-480-5600  
Email: trademarks@gdhm.com  
Correspondent Name: Diana Borden  
Address Line 1: 401 Congress Ave.  
Address Line 2: Suite 2200  
Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER:	A21884.1
NAME OF SUBMITTER:	Diana Borden
Signature:	/dkb/
Date:	01/06/2011

Total Attachments: 7  
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## Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Andrew Harper, LLC  
Filing Number: 801363939

Certificate of Conversion

December 31, 2010

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 04, 2011.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

**CERTIFICATE OF CONVERSION  
CONVERTING  
ANDREW HARPER, INC.  
INTO  
ANDREW HARPER, LLC**

**FILED**  
In the Office of the  
Secretary of State of Texas

DEC 31 2010

**Corporations Section**

1. The name of the converting corporation is Andrew Harper, Inc.  
  
The jurisdiction of formation of the corporation is Texas.  
  
The date of formation of the corporation is June 30, 2005.  
  
The file number issued to the corporation by the Secretary of State is 800512748.
2. The corporation named above is converting to a limited liability company. The name of the limited liability company is Andrew Harper, LLC.  
  
The limited liability company will be formed under the laws of Texas.
3. In lieu of attaching the Plan of Conversion, the corporation certifies that:
  - a. A signed Plan of Conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is: 1601 Rio Grande, Suite 410, Austin, Texas 78701.
  - b. A signed Plan of Conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is: 1601 Rio Grande, Suite 410, Austin, Texas 78701.
  - c. A copy of the Plan of Conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.
4. The converted entity is a Texas limited liability company. The Certificate of Formation of the Texas limited liability company is attached hereto as **Exhibit A**.
5. The Plan of Conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.
6. In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Date: December 31, 2010.

Andrew Harper, Inc.

By:   
Gregory Marchbanks, President

**EXHIBIT A**

**CERTIFICATE OF FORMATION**

**FILED**  
In the Office of the  
Secretary of State of Texas

**OF**

**DEC 31 2010**

**ANDREW HARPER, LLC**

**Corporations Section**

**ARTICLE I.**

The name of the filing entity being formed is Andrew Harper, LLC.

**ARTICLE II.**

The type of filing entity being formed is a limited liability company.

**ARTICLE III.**

The purpose for which the limited liability company is formed is to transact any and all lawful business for which a limited liability company may be formed under the Texas Business Organizations Code.

**ARTICLE IV.**

The address of the initial registered office of the limited liability company is 350 North St. Paul Street, Suite 2900, Dallas, Texas 75201, and the name of the initial registered agent at such address is CT Corporation.

**ARTICLE V.**

The name and address of the organizer is as follows:

Name:

Address:

Gregory Marchbanks

1601 Rio Grande, Suite 410, Austin, Texas  
78701

**ARTICLE VI.**

The limited liability company is to be managed by managers. The number of managers shall be fixed from time to time by, or in the manner provided in, the Company Agreement to be entered into by and among the members of the limited liability company. There shall initially be seven managers, and the name and address of each person who is to serve as an initial manager is:

<u>Name:</u>	<u>Address:</u>
R. Steven Hicks	1601 Rio Grande, Suite 410, Austin, Texas 78701
Robert H. Atkinson	1601 Rio Grande, Suite 410, Austin, Texas 78701
John D. Cullen	1601 Rio Grande, Suite 410, Austin, Texas 78701
Lew Little, Jr.	1601 Rio Grande, Suite 410, Austin, Texas 78701
James R. Huffines	1601 Rio Grande, Suite 410, Austin, Texas 78701
James J. Kozlowski	1601 Rio Grande, Suite 410, Austin, Texas 78701
Robert Myer	1601 Rio Grande, Suite 410, Austin, Texas 78701

**ARTICLE VII.**

No current or former manager shall be liable to the limited liability company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except that this Article does not eliminate or limit the liability of a manager to the extent the manager is found liable for:

- (1) a breach of the manager's duty of loyalty to the limited liability company or its members;

(2) an act or omission not in good faith that constitutes a breach of duty of the manager to the limited liability company or an act or omission that involves intentional misconduct or a knowing violation of the law;

(3) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or

(4) an act or omission for which the liability of the manager is expressly provided by an applicable statute.

Any repeal or modification of this Article by the members of the limited liability company shall be prospective only and shall not adversely affect any limitation on the liability of a current or former manager of the limited liability company existing at the time of such repeal or modification.

#### **ARTICLE VIII.**

To the fullest extent permitted by law, the limited liability company shall indemnify and hold harmless each member, manager and officer of the limited liability company and their respective officers, directors, shareholders, managers, members, employees, agents, subsidiaries and assigns (each, a "Covered Person") from and against any and all losses, claims, demands, liabilities, expenses, judgments, fines, settlements and other amounts arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative (each a "Claim"), in which the Covered Person may be involved, or threatened to be involved, as a party or otherwise, which relates to or arises out of the limited liability company or its property, business or affairs; provided, however, that a Covered Person shall not be entitled to indemnification with respect to (a) any Claim with respect to which the Covered Person has engaged in fraud, willful misconduct, bad faith or gross negligence or (b) any Claim initiated by a Covered Person unless that Claim (or part thereof) was brought to enforce that Covered Person's rights to indemnification hereunder. The limited liability company shall pay in advance of the final disposition of any such Claim expenses incurred by a Covered Person in defending that Claim if, but only if, that Covered Person so requests and delivers to the limited liability an undertaking by or on behalf of that Covered Person to repay amounts so advanced if it ultimately is determined that the Covered Person is not entitled indemnification under this Section 12.2.

#### **ARTICLE IX.**

Any action required by the Texas Business Organizations Code to be taken at any annual or special meeting of members of the limited liability company, or any action which may be taken at any annual or special meeting of members of the limited liability company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all members entitled to vote on the action were present and voted.



**ARTICLE X.**

In accordance with the provisions of Section 3.005 of the Texas Business Organizations Code, the limited liability company is being created pursuant to a plan of conversion dated December 31, 2010 by and between Andrew Harper, Inc., a Texas corporation formed on June 30, 2005, whose address is 1601 Rio Grande, Suite 410, Austin, Texas 78701, as the converting entity, and the limited liability company as the converted entity.