

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		CHANGE OF NAME	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
U.S. Lumber Group, Inc.		02/08/2011	CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	U.S. Lumber Group, LLC		
Street Address:	2160 Satellite Blvd; Ste. 450		
City:	Duluth		
State/Country:	GEORGIA		
Postal Code:	30097		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3739128	U.S. LUMBER	
Registration Number:	3721440	U.S. LUMBER	
CORRESPONDENCE DATA			
Fax Number:	(205)254-1999		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	205-254-1036		
Email:	tryan@maynardcooper.com		
Correspondent Name:	C. Brandon Browning		
Address Line 1:	1901 Sixth Avenue North; Ste 2400		
Address Line 4:	Birmingham, ALABAMA 35203		
ATTORNEY DOCKET NUMBER:	10561-0001		
NAME OF SUBMITTER:	C. Brandon Browning		
Signature:	/cbbrowning/		
Date:	02/23/2011		

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Total Attachments: 3

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**CERTIFICATE OF CONVERSION
OF
U.S. LUMBER GROUP, INC.
TO BECOME A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 14-2-1109.3 OF
THE GEORGIA BUSINESS CORPORATION CODE**

Article I.

The name of the entity making the election under Section 14-2-1109.3 of the Georgia Business Corporation Code (the "Code") is U.S. Lumber Group, Inc., a corporation organized under the laws of the State of Georgia (the "Corporation").

Article II.

The Corporation elects to become a Delaware limited liability company (the "Delaware LLC") pursuant to Section 14-2-1109.3 of the Code and Section 18-214 of the Delaware Limited Liability Company Act, and the name of the Delaware LLC shall be U.S. Lumber Group, LLC.

Article III.

This certificate shall become effective on at 11:59 pm Eastern Standard Time on the date of its filing.

Article IV.

This Certificate of Conversion and Plan of Conversion in the form required by Section 14-2-1109.3 of the Code has been adopted and approved by the board of directors and the sole shareholder of the Corporation pursuant to Section 14-2-1109.3 of the Code.

Article V.

All of the now outstanding shares of common stock of the Corporation shall be converted into membership units of the Delaware LLC.

Article VI.

The authority of the Corporation's registered agent to accept service on its behalf is revoked as of the effective time of the conversion and the Georgia Secretary of State is irrevocably appointed as the agent for service of process on the Delaware LLC in any proceeding to enforce an obligation of the Corporation arising prior to the effective time of the conversion.

State of Georgia
Expedite Conversion 3 Page(s)



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Article VII.

The mailing address of the Delaware LLC for service of process is:

2160 Satellite Blvd.
Suite 450
Duluth, GA 30097.

The Georgia Secretary of State shall be notified of any change in the Delaware LLC's mailing address.

(signature page follows)

IN WITNESS WHEREOF, this Certificate of Conversion of U.S. Lumber Group, Inc. to become a Delaware limited liability company pursuant to Section 14-2-1109.3 of the Georgia Business Corporation Code has been executed this February 8, 2011.

U.S. LUMBER GROUP, INC.

By: C. Lawrence Newton III
C. Lawrence Newton, III
Its Chief Executive Officer

2011 FEB -9 PM 12:46
SECRETARY OF STATE
CORPORATIONS DIVISION