

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | CHANGE OF NAME |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------|----------|----------------|----------------------|
| Byrider Franchising, Inc. | | 04/26/2011 | CORPORATION: INDIANA |

RECEIVING PARTY DATA

| | |
|------------------------|------------------------------------|
| Name: | Byrider Franchising, LLC |
| Street Address: | 12802 Hamilton Crossing Boulevard |
| City: | Carmel |
| State/Country: | INDIANA |
| Postal Code: | 46032 |
| Entity Type: | LIMITED LIABILITY COMPANY: INDIANA |

PROPERTY NUMBERS Total: 9

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------------------------|
| Registration Number: | 2814243 | YOU GET THE CREDIT. YOU GET THE CAR. |
| Registration Number: | 3312312 | GOOD CARS FOR PEOPLE WHO NEED CREDIT |
| Registration Number: | 3329255 | J.D.TO THE RESCUE |
| Registration Number: | 1839624 | CNAC - CARNOW ACCEPTANCE COMPANY |
| Registration Number: | 2227947 | J.D.BYRIDER |
| Registration Number: | 1536757 | CNAC CARNOW ACCEPTANCE COMPANY |
| Registration Number: | 1986354 | J.D. BYRIDER |
| Registration Number: | 2536326 | J.D. BYRIDER |
| Registration Number: | 2539885 | CNAC |

CORRESPONDENCE DATA

Fax Number: (312)845-5554
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-845-1301
 Email: ronald.duvernay@ropesgray.com
 Correspondent Name: Matthew R. Godfrey

900193019

TRADEMARK
REEL: 004550 FRAME: 0226

CH \$240.00 2814243

Address Line 1: 111 South Wacker Drive, 46th Floor
Address Line 2: Ropes & Gray LLP
Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER: 108712-0003-001

NAME OF SUBMITTER: Matthew R. Godfrey

Signature: /m godfrey/

Date: 05/27/2011

Total Attachments: 6
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ARTICLES OF CONVERSION
OF
BYRIDER FRANCHISING, INC.,
AN INDIANA CORPORATION
INTO
BYRIDER FRANCHISING, LLC,
AN INDIANA LIMITED LIABILITY COMPANY

INDIANA SECRETARY OF STATE
RECEIVED

2011 APR 26 AM 11:54

The undersigned, acting as a duly authorized officer of BYRIDER FRANCHISING, INC., an Indiana for-profit corporation, (the "Corporation"), in compliance with the Indiana Business Corporation Law (the "Act") and desiring to effect a conversion of the Corporation into an Indiana limited liability company (the "Conversion"), hereby sets forth the following facts:

ARTICLE I
Converted Corporation

- A. The name of the corporation being converted is "BYRIDER FRANCHISING, INC."
- B. The Corporation is an Indiana for-profit corporation existing pursuant to the provisions of the Act.

ARTICLE II
Surviving Entity

- A. The name of the Indiana limited liability company following the Conversion is "BYRIDER FRANCHISING, LLC" (the "Surviving Entity").
- B. The Surviving Entity shall be an Indiana limited liability company existing pursuant to the provisions of the Indiana Business Flexibility Act.

ARTICLE III
Plan of Conversion

The Plan of Conversion is set forth as Exhibit A to these Articles of Conversion.

ARTICLE IV
Effective Time

The effective time of the Conversion shall be on the date that these Articles of Conversion are filed with the Indiana Secretary of State.

ARTICLE V
Approval of Plan of Conversion

A. Approval by the Shareholders: The Board of Directors and the sole shareholder of the Corporation, by joint written consent dated as of _____, 2011, adopted and approved the Plan of Conversion and authorized the Conversion contemplated thereby.


B. Compliance with Legal Requirements: The manner of the adoption of the Plan of Conversion and the consent by which it was adopted, constitute full legal compliance with the provisions of the Act and the Corporation's Articles of Incorporation.

ARTICLE VI
Articles of Organization

As required by IND. CODE § 23-1-38.5-13(a)(4), the Articles of Organization of the Surviving Entity are attached hereto as Exhibit B.

IN WITNESS OF WHEREOF, the undersigned, being a duly authorized officer of the Corporation, executes these Articles of Conversion and verifies that the statements contained herein are true, this 25 day of April, 2011.

BYRIDER FRANCHISING, INC.

By:  JAMES F. DeVoe, Jr.
James F. DeVoe, Jr.
(printed)
Its: Chief Executive Officer

**PLAN OF ENTITY CONVERSION
OF
BYRIDER FRANCHISING, INC.
TO AN INDIANA LIMITED LIABILITY COMPANY**

The Board of Directors and the sole Shareholder of BYRIDER FRANCHISING, INC. (the “**Corporation**”) have adopted and approved this Plan of Entity Conversion (this “**Plan**”) to convert the Corporation from an Indiana for-profit corporation to an Indiana limited liability company named “BYRIDER FRANCHISING, LLC,” in accordance with IND. CODE § 23-1-38.5-10 *et seq.*

The terms of the Plan are as follows:

1. Conversion. The Corporation shall be converted into an Indiana limited liability company (the “**Surviving Entity**”) in accordance with IND. CODE § 23-1-38.5-10 *et seq.* (the “**Conversion**”).
2. Effective Time. The effective time of the Conversion shall be 11:59 p.m. Eastern Standard Time on the date that Articles of Conversion relating to this Plan of Entity Conversion are filed with the Indiana Secretary of State (the “**Effective Time**”).
3. Name. The name of the Surviving Entity shall be “BYRIDER FRANCHISING, LLC”.
4. Address. The address of the principal office of the Surviving Entity shall be:

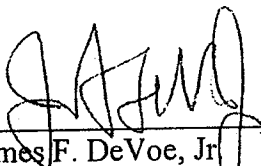
12802 Hamilton Crossing Blvd.
Carmel, IN 46032
5. Directors. As of the Effective Time, each person serving as a director of the Corporation prior to the Conversion shall be deemed to have resigned from such position automatically and without the need for any other action. As of the Effective Time, the Surviving Entity shall be managed by its Members.
6. Cancellation of Shares of Stock and Issuance of Capital Units. As of the Effective Time, each issued and outstanding share of common stock of the Corporation shall automatically and by operation of law be converted into one capital unit of the Surviving Entity, representing 100% of the issued and outstanding capital units thereof, and no other payment shall be made with respect thereto, and all certificates evidencing ownership of the shares of common stock of the Corporation shall be deemed to be surrendered and cancelled and thereafter shall be void and of no further force or effect.

7. Effects of Conversion. As of the Effective Time, in accordance with IND. CODE § 23-1-38.5-15:
- (a) the title to all real and personal property, both tangible and intangible, of the Corporation shall remain in the Surviving Entity without reversion or impairment;
 - (b) the liabilities of the Corporation shall remain the liabilities of the Surviving Entity;
 - (c) any action or proceeding pending against the Corporation shall continue against the Surviving Entity as if the conversion had not occurred;
 - (d) the Surviving Entity shall be considered to (i) be an Indiana limited liability company for all purposes; (ii) be the same legal entity without interruption as the Corporation that existed before the conversion; and (iii) have been organized on the date that the Corporation was originally incorporated.
8. Articles of Conversion; Filing. As soon as practicable after the date hereof, the Corporation's Officers shall prepare and deliver to the Indiana Secretary of State Articles of Conversion in appropriate form, and shall make all other filings or recordings as may be required under the Indiana Business Corporation Law in connection with the Conversion. Upon filing the Articles of Conversion with the Secretary of State, the Conversion shall be complete and the resulting Surviving Entity shall operate pursuant to such Articles of Conversion, its Articles of Organization and the provisions of the Indiana Business Flexibility Act.
9. Articles of Incorporation and Articles of Organization. As of the Effective Time, the Corporation's Articles of Incorporation shall be cancelled by operation of law, and the Articles of Organization of the Surviving Entity, in the form attached hereto as Exhibit A, shall be substituted therefor, subject always to the right of the Surviving Entity to amend such Articles of Organization in accordance with the laws of the State of Indiana and the terms and conditions of such Articles of Organization. Such Articles of Organization shall be attached to the Articles of Conversion filed with the Indiana Secretary of State as required by IND. CODE § 23-1-38.5-13(a)(4), and shall constitute the Articles of Organization of the Surviving Entity.
10. Bylaws and Operating Agreement. As of the Effective Time, the Bylaws of the Corporation shall be cancelled by operation of law. The management and operation of the Surviving Entity shall be determined pursuant to the terms and conditions of the Operating Agreement of the Surviving Entity, initially in the form of Exhibit B, attached hereto, subject always to the right of the Surviving Entity to alter, amend or repeal the Operating Agreement in accordance with the laws of the State of Indiana, and the terms and conditions of the Articles of Organization and the Operating Agreement.

11. Further Documents. If at any time prior to or after the Effective Time the Corporation or the Surviving Entity shall consider or be advised that any further assignment, conveyance, assurance or other action is necessary or desirable to vest in the Surviving Entity the title to any property or right of the Corporation or otherwise to carry out the purposes of the Conversion, the proper officers and directors of the Corporation shall execute and make all such proper assignments or assurances and take such other actions; and the Members and other proper officers of the Surviving Entity are hereby authorized, in the name and on behalf of the Corporation or otherwise, to do any of the foregoing.
12. Approval. This Plan of Conversion was adopted and approved by the Joint Written Consent of the Board of Directors and the sole Shareholder of the Corporation, with the Board of Directors' recommendation that the sole Shareholder approve the Plan of Entity Conversion, on the date hereof, and has been executed by the Corporation in evidence thereof.

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Corporation, executes this Plan of Entity Conversion, this 25 day of April, 2011.

BYRIDER FRANCHISING, INC.

By: 
Name: James F. DeVoe, Jr.
Its: Chief Executive Officer

ARTICLES OF ORGANIZATION
OF
BYRIDER FRANCHISING, LLC

Pursuant to the provisions of the Indiana Business Flexibility Act, Indiana Code § 23-18-1-1 *et seq.* (the "Act"), the limited liability company named below is hereby formed by the undersigned individual, acting as the sole organizer thereof, by the adoption and filing of these Articles of Organization providing as follows:

Section 11. **Name.** The name of the limited liability company is Byrider Franchising, LLC (the "Company").

Section 12. **Registered Office and Agent.** The street address of the Company's registered office in Indiana is 12802 Hamilton Crossing Blvd, Carmel, Indiana 46032, and the name of the Company's registered agent at that office is Jeffrey B. Higgins.

Section 13. **Duration.** The period of existence of the Company is perpetual until dissolution of the Company in accordance with the provisions of its Operating Agreement or the Act.

Section 14. **Management.** The Company shall be managed by its members.

Section 15. **Purpose.** The Company shall engage in such lawful and permitted business activities as may from time to time be authorized by the members of the Company in accordance with the Act.

Executed as of the 25 day of April, 2011.



Jeffrey B. Higgins., Organizer