

Attorney Docket No. 4027-00300

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

TRADEMARKS ONLY

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies) Pritchett LLC.</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State- <input checked="" type="checkbox"/> Other Limited Liability Corporation</p> <p>Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Pritchett, LP. Internal Address: Street Address: 5800 Granite Parkway, Suite 450 City/State/Zip: Plano, Texas 75024</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State- <input type="checkbox"/> Other _____</p>
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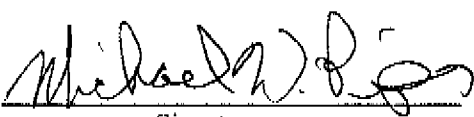
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other -- Execution Date: December 31, 2002</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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4. Application number(s) or registration number(s):		<input type="checkbox"/> Mark if additional numbers attached
<p>A. Trademark Application No.(s) 76/219,404 for the mark EM&A</p>	<p>B. Trademark Registration No.(s): 2,679,858 for the mark EPIP 2,756,856 for the mark METHODLINE</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Michael W. Piper CONLEY ROSE, P.C. 5700 Granite Parkway, Suite 330 Plano, TX 75024</p>	<p>6. Total number of applications and registration involved:</p> <p>7. Total fee (37 CFR 3.41) \$ 90.00</p> <p><input checked="" type="checkbox"/> Withdraw from Deposit Account No. 50-1515</p> <p><input checked="" type="checkbox"/> Any deficiencies or overpayments are authorized to be charged to or credited to deposit account</p> <p>8. Deposit Account Number: <u>50-1515</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael W. Piper		9/2/2004
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments and document: 3

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PLAN OF CONVERSION

This Plan of Conversion ("Plan") is adopted as of the 31st day of December, 2002, to be effective at 12:01 a.m. on January 1, 2003, for the purpose of converting Pritchett, LLC, a Texas limited liability company, into a Texas limited partnership to be named "Pritchett, LP."

WITNESSETH:

Pritchett, LLC desires to continue its existence in the organizational form of a limited partnership governed by the Texas Revised Limited Partnership Act ("TRLPA") pursuant to a conversion in accordance with the provisions hereof (the "Conversion") of Pritchett, LLC into a Texas limited partnership to be named "Pritchett, LP."

PLAN:

1. **Conversion.** At the Effective Time (as defined in Section 5 below), Pritchett, LLC, a Texas limited liability company (the "Converting Entity"), shall be converted into a limited partnership organized under Texas law and governed by the TRLPA and named "Pritchett, LP" (the "Converted Entity") in accordance with this Plan and in compliance with the Texas Limited Liability Company Act (the "TLLCA") and the TRLPA, and the Conversion shall have the effect provided for in the TLLCA and the TRLPA. Pursuant to the Conversion, the Converting Entity shall continue its existence in the organizational form of the Converted Entity and shall continue to possess all of the rights, privileges, immunities, powers and franchises possessed by the Converting Entity prior to the Conversion.
2. **Partnership Agreement.** The Agreement of Limited Partnership of the Converted Entity shall be as set forth on Exhibit A attached hereto.
3. **Certificate of Limited Partnership.** Attached hereto as Exhibit B is the Certificate of Limited Partnership of the Converted Entity.
4. **Conversion of the Membership and Other Ownership Interests of the Converting Entity.** At the Effective Time, by virtue of the Conversion and without any action on the part of the holders thereof, the Membership Interests and any other rights of owners of the Converting Entity issued and outstanding immediately before the Effective Time shall be converted into partnership interests as general partner or limited partner as is specified in Exhibit A hereto, and reflecting "Sharing Ratios" in the Converted Entity of the same percentage as owned in the Converting Entity, as set forth with specificity in Exhibit A hereto.
5. **Effective Time.** The Conversion will become effective at 12:01 a.m. on January 1, 2003, which is the effective date of the Articles of Conversion filed with the Texas Secretary of State in accordance with the TLLCA and the TRLPA to effect the Conversion (the "Effective Time").
6. **Taxes and Fees.** Commencing at the Effective Time, the Converted Entity will be responsible for the payment of all fees and franchise taxes required by law to be paid by the

Converting Entity, and the Converted Entity will be obligated to pay such fees and franchise taxes if the same are not timely paid.


IN WITNESS WHEREOF, upon authorization of the Managers and Members of the Converting Entity, the undersigned has caused this Plan to be executed effective as of the date first written above.

PRITCHETT, LLC

By: 
Price Pritchett, *Sole Manager*

CONSENTED TO BY ALL MEMBERS:

PRITCHETT GP, INC.

By: 
Price Pritchett, *President*

PRITCHETT HOLDINGS, LP

By: Pritchett GP, Inc.,
Its general partner

By: 
Price Pritchett, *President*

FAX TRANSMITTAL COVER SHEET

CONLEY ROSE, P.C.
5700 Granite Parkway, Suite 330
Plano, Texas 75024-6616
Fax Number: (972) 731-2289
Telephone Number: (972) 731-2288

PLEASE DELIVER THE FOLLOWING PAGES IMMEDIATELY TO:

NAME: Assignment Recordation Services

FAX: 9 1 703 306 5995

FROM: Michael W. Piper

DATE: September 2, 2004

RE:

REMARKS:

Total Number of Pages (Including This One): 5

IF YOU DO NOT RECEIVE ALL THE PAGES,
PLEASE CALL 972-731-2288 AS SOON AS POSSIBLE

This facsimile and the information it contains is intended to be a confidential communication only to the person or entity to whom it is addressed. If you have received this facsimile in error, please notify us by telephone at the above telephone number and return the original to this office by mail.