

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	conversion of Colorado limited partnership to Texas limited liability company

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Southern Folger Detention Equipment Company		01/02/2006	LIMITED PARTNERSHIP: COLORADO

RECEIVING PARTY DATA

Name:	Southern Folger Detention Equipment Company, LLC
Composed Of:	COMPOSED OF Phelps-Tointon, Inc., a Delaware corporation, and SSC, LLC, a Colorado limited liability company
Street Address:	4534 South Presa
City:	San Antonio
State/Country:	TEXAS
Postal Code:	78223
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	1000943	ADAM
Registration Number:	1168032	FA
Registration Number:	2252748	FA
Registration Number:	2306882	FA
Registration Number:	2251019	FA
Registration Number:	1012069	FOLGER ADAM
Registration Number:	2327623	FOLGER ADAM
Registration Number:	2222488	FOLGER ADAM
Registration Number:	2266274	FOLGER ADAM
Registration Number:	2262304	LEVERTRAK
Registration Number:	1582227	MAXI-MOGUL
Registration Number:	2227858	MAXI-MOGUL

CH \$390.00 1000943

Registration Number:	2760943	WILLIAM BAYLEY
Registration Number:	2997935	FA
Serial Number:	78458319	FOLGER ADAM

CORRESPONDENCE DATA

Fax Number: (303)866-0200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (303) 866-0412
Email: Jan.Steiert@hro.com
Correspondent Name: Jan N. Steiert
Address Line 1: 1700 Lincoln Street, Suite 4100
Address Line 4: Denver, COLORADO 80203

ATTORNEY DOCKET NUMBER:	13390-00270
NAME OF SUBMITTER:	Jan N. Steiert
Signature:	/Jan N. Steiert/
Date:	05/10/2006

Total Attachments: 2
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FILED
In the Office of the
Secretary of State of Texas
JAN 02 2006
Corporations Section

ARTICLES OF CONVERSION

for

SOUTHERN FOLGER DETENTION EQUIPMENT COMPANY
a Colorado Limited Partnership

to

SOUTHERN FOLGER DETENTION EQUIPMENT COMPANY, LLC
a Texas Limited Liability Company

Pursuant to the Texas Business Corporation Act and the Colorado Corporations and Associations Act, the undersigned converting entity certifies the following articles of conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act, the Texas Revised Limited Partnership Act, and the Colorado Corporations and Associations Act.

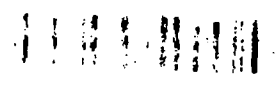
1. A plan of conversion was approved and adopted in accordance with the provisions of article 5.03 of the Texas Business Corporation Act providing for the conversion of Southern Folger Detention Equipment Company, a Colorado limited partnership to Southern Folger Detention Equipment Company, LLC, a Texas limited liability company organized under the Texas Limited Liability Company Act.

2. An executed plan of conversion is on file at the principal place of business of the converting entity at 4634 South Presa, San Antonio, Texas, and, from and after the conversion, an executed plan of conversion will be on file at the principal place of business of the converted entity at the same address.

3. A copy of the plan of conversion will be furnished by the converting entity (prior to the conversion) or by the converted entity (after the conversion) on written request and without cost to any partner or member of the converting entity or the converted entity.

4. The approval of the plan of conversion was duly authorized by all action required by the laws of Colorado, under which Southern Folger Detention Equipment Company is organized, and by its constituent documents.

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5. The respective interests voted for and against the plan of conversion, respectively, as follows:

	Interests Voted For Conversion	Interests Voted Against Conversion	Interests Not Voted
Phelps-Tointon, Inc., a Delaware corporation	99%	99%	0%
SSC, LLC, a Colorado limited liability company	1%	1%	0%
Total	100%	100%	0%

6. Southern Folger Detention Equipment Company, LLC, a Texas limited liability company, will be responsible for the payment of all fees and franchise taxes and will be obligated to pay such fees and taxes if they are not timely paid.

Executed: 12/29/05

CONVERTING ENTITY:

Southern Folger Detention Equipment Company,
a Colorado limited partnership

By: Phelps-Tointon, Inc., general partner

By: Travis W. Gillmore
Travis W. Gillmore, Vice-President