

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		Certificate of Conversion	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Robert D. Rash & Associates, Inc.		07/16/2003	CORPORATION: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Rash & Associates, L.P.		
<b>Street Address:</b>	4501 Rowlett Rd.		
<b>City:</b>	Rowlett		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75088		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: TEXAS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2771183	RASH & ASSOCIATES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(917)777-4104		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-735-3000		
<b>Email:</b>	kellie.weilbrenner@skadden.com		
<b>Correspondent Name:</b>	Skadden, Arps, Slate, Meagher & Flom LLC		
<b>Address Line 1:</b>	Four Times Square		
<b>Address Line 2:</b>	Attn: Jennifer Ward, Esq.		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	098940/0001		
<b>NAME OF SUBMITTER:</b>	Jennifer Ward		
<b>Signature:</b>	/Jennifer Ward/		
<b>Date:</b>	07/02/2009		

CH \$40.00 2771183

Total Attachments: 5

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## Office of the Secretary of State

### CERTIFICATE OF CONVERSION OF

Rash & Associates, L.P.  
Filing Number: 800225634

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

of  
ROBERT D. RASH & ASSOCIATES, INC.  
Filing Number: 44014200

Converting it to

Rash & Associates, L.P.

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 07/16/2003

Effective: 07/16/2003



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State

**ARTICLES OF CONVERSION  
OF  
ROBERT D. RASH & ASSOCIATES, INC.**

FILED  
In the Office of the  
Secretary of State of Texas

JUL 16 2003

July 16, 2003

Corporations Section

Pursuant to Article 5.18 of the Texas Business Corporation Act, Robert D. Rash & Associates, Inc. (the "Corporation"), a Texas corporation, adopts these Articles of Conversion (these "Articles"), and in so doing the undersigned hereby certifies that:

1. the Corporation is a Texas corporation, which, by the filing of these Articles, is being converted to a Texas limited partnership, named Rash & Associates, L.P. ("Rash");
2. a Plan of Conversion (the "Plan") setting forth the terms and conditions of the conversion of the Corporation to Rash has been authorized, approved and adopted by all actions required of the Corporation pursuant to the laws under which it was formed and by its constituent documents;
3. an executed copy of the Plan is on file at the principal place of business of the Corporation located at 4501 Rowlett Rd., Rowlett, Texas 75088, and an executed copy of the Plan will be on file at the principal place of business of Rash located at 4501 Rowlett Rd., Rowlett, Texas 75088, after the conversion;
4. a copy of the Plan will be furnished by the Corporation prior to the conversion, or by Rash after the conversion, to a shareholder of the Corporation or partner of Rash, as the case may be, without cost, upon receipt of a written request from such shareholder or partner;
5. the number of outstanding shares of each class or series of stock of the Corporation entitled to vote on the adoption of the Plan, and how the shares were voted, are as follows:

Number of Shares Outstanding	Class or Series	Total Number of Shares voted for	Total Number of Shares voted against
26,870	Common	26,870	-0-

6. Exhibit A attached hereto is a true and correct copy of the Certificate of Account Status of the Corporation evidencing that the Corporation is in good standing for the purpose of conversion as of the date provided therein, and Rash will be liable for any franchise taxes owed by the Corporation.

**IN WITNESS WHEREOF, the undersigned has executed these Articles as of, although not necessarily on, the date first written above.**

**ROBERT D. RASH & ASSOCIATES, INC.,  
a Texas corporation**

By: *John G. Nichols*  
**John G. Nichols, Vice President**

**Exhibit A**

**Certificate of Account Status**  
**(attached)**



**TEXAS COMPTROLLER OF PUBLIC ACCOUNTS**  
CAROLE KEETON STRAYHORN • COMPTROLLER • AUSTIN, TEXAS 78774

July 16, 2003

**CERTIFICATE OF ACCOUNT STATUS**

THE STATE OF TEXAS  
COUNTY OF TRAVIS

I, Carole Keeton Strayhorn, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

**ROBERT D RASH & ASSOCIATES INC**

is, as of this date, in good standing with this office having no franchise tax reports or payments due at this time. This certificate is valid through the date that the next franchise tax report will be due May 17, 2004.

This certificate does not make a representation as to the status of the corporation's Certificate of Authority, if any, with the Texas Secretary of State.

This certificate is valid for the purpose of conversion when the converted entity is subject to franchise tax as required by law. This certificate is not valid for the purpose of dissolution, merger, or withdrawal.

GIVEN UNDER MY HAND AND  
SEAL OF OFFICE in the City of  
Austin, this 16th day of  
July, 2003 A.D.

Carole Keeton Strayhorn  
Texas Comptroller

Taxpayer number: 15716176415  
File number: 0044014200

Form 05-304 (Rev. 02-03/14)