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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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RECEIVED
ASSIGNMENT
OCT 11 2002
P.T.O.

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

1. Name of conveying party(ies):
Pengo Corporation

Individual Association
 General Partnership Limited Partnership
 Corporation-Delaware Other

Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other -

Execution Date: October 1, 2002

2. Name and Address of receiving party(ies):

Name: Pengo Manufacturing, L.L.C.
 Internal Address: Suite 310
 Street Address: 101 E. Main Street
 City: McMinnville State: TN Zip: 37110 Country: U.S.A.

Individual(s) Citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation- State
 Other: Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No. the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark registration No.(s)
 See Exhibit A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Roger Knapp
 Internal Address: Sidley Austin Brown & Wood LLP
 Street Address: 717 North Harwood St., Suite 3400
 City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved: 15

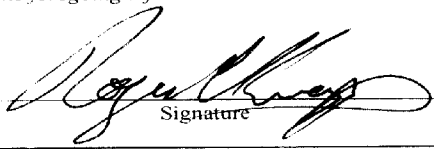
7. Total fee (37 CFR 3.41).....\$390

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 18-1260

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.

Roger Knapp  October 9, 2002
 Name of Person Signing Signature Date
 Total number of pages comprising cover sheet 5

OMB No. 0651-0011 (exp. 4/94) Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignment
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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01 FC:481 40.00 CH
 02 FC:482 350.00 CH

TRADEMARK
 REEL: 002596 FRAME: 0797

EXHIBIT A

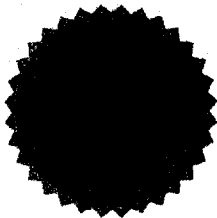
<u>MARK</u>	<u>REG. NO.</u>	<u>STATUS</u>
TRI FLOW	2,057,297	Registered
AGGRESSOR	2,063,111	Registered
RIDGE BREAKER (& DESIGN)	2,141,866	Registered
ROCK RIPPER	1,865,171	Registered
RIBD-RUBR-LOK	1,820,996	Registered
ROCK RIPPER (& DESIGN)	1,865,169	Registered
TUF-GO	1,759,491	Registered
BIDENT	899,176	Expired
PENGO (& DESIGN)	936,981	Renewed
RUBBER LOCK	817,354	Renewed
RUBR-LOK	816,957	Renewed
PENGO (STYLIZED)	678,840	Renewed
DRIVLUG	722,821	Cancelled
PENGO SERVICE FROM POLE TO POLE (& DESIGN)	678,841	Expired
PENGO SERVICE FROM POLE TO POLE (& DESIGN)	678,791	Expired

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "PENGO CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PENGO CORPORATION" TO "PENGO MANUFACTURING, L.L.C.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2002, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3438703 8100V

AUTHENTICATION: 2014948

020610293

DATE: 10-02-02

TRADEMARK
REEL: 002596 FRAME: 0799

CERTIFICATE OF CONVERSION

OF

PENGO CORPORATION
(a Delaware corporation)

INTO

PENGO MANUFACTURING, L.L.C.
(a Delaware limited liability company)

**Pursuant to Section 266 of the General Corporation Law of the State of Delaware and
Section 18-214 of the Limited Liability Company Act of the State of Delaware**

Pengo Corporation, a Delaware corporation (the "Corporation"), desires to convert into Pengo Manufacturing, L.L.C., a Delaware limited liability company (the "Company"), pursuant to Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Limited Liability Company Act of the State of Delaware (the "Conversion"), and the Corporation hereby certifies on behalf of itself and the Company as follows:

FIRST: The name of the Corporation is Pengo Corporation. The name under which the Corporation was originally incorporated is Pengo Corporation.

SECOND: The Corporation's certificate of incorporation was filed with the Secretary of State of the State of Delaware on September 24, 2001.

THIRD: The name of the limited liability company into which the Corporation shall be converted is Pengo Manufacturing, L.L.C., which such name is set forth in the Company's Certificate of Formation filed with the Secretary of State of the State of Delaware in accordance with Section 214(b) of the Limited Liability Company Act of the State of Delaware.

FOURTH: The Conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the Corporation has, on behalf of itself and the Company, caused this Certificate of Conversion to be executed by its duly authorized officer this 1st day of October, 2002.

PENGO CORPORATION

By: TX. Fritsch

Name: Thomas X. Fritsch

Title: Secretary