

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Vesta Consumer Credit Services, Inc.		05/01/2007	CORPORATION: OREGON
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Vesta Credit Solutions, LLC		
<b>Street Address:</b>	11950 SW Garden Place		
<b>City:</b>	Portland		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	97223		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: OREGON		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1811235	PROFILE	
Registration Number:	3084134	CAS	
Registration Number:	3094684	CUSTOMER ACQUISITION SYSTEM	
Serial Number:	78796087	EDM	
Serial Number:	78796082	ENHANCED DECISION MANAGEMENT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(206)359-9000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	206-359-8000		
<b>Email:</b>	pctrademarks@perkinscoie.com		
<b>Correspondent Name:</b>	James L. Vana of Perkins Coie LLP		
<b>Address Line 1:</b>	1201 Third Avenue, Suite 4800		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98101		
<b>ATTORNEY DOCKET NUMBER:</b>	35302-4000		

CH \$140.00 1811235

NAME OF SUBMITTER:	James L. Vana
Signature:	/James L. Vana/
Date:	06/12/2007
Total Attachments: 7 source=VestaChangeName#page1.tif source=VestaChangeName#page2.tif source=VestaChangeName#page3.tif source=VestaChangeName#page4.tif source=VestaChangeName#page5.tif source=VestaChangeName#page6.tif source=VestaChangeName#page7.tif	



Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327

Phone:(503)986-2200  
Fax:(503)378-4381  
www.filinginoregon.com

Registry Number: 412553-99  
Type: DOMESTIC LIMITED LIABILITY COMPANY

Next Renewal Date: 02/08/2008

DOUGLAS M FIELDHOUSE  
11950 SW GARDEN PL  
PORTLAND OR 97223-8248

### Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

**Document**

ARTICLES OF CONVERSION

**Filed On**

05/01/2007

**Jurisdiction**

OREGON

**Name**

VESTA CREDIT SOLUTIONS, LLC

**Registered Agent**

DOUGLAS M FIELDHOUSE  
11950 SW GARDEN PL  
PORTLAND OR 97223-8248



Phone: (503) 986-2200  
Fax: (503) 378-4381

Articles of Conversion—Business Entities

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingInOregon.com

**FILED**

**MAY 01 2007**

REGISTRY NUMBER: 412553-99

OREGON  
SECRETARY OF STATE

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION

Vesta Consumer Credit Services, Inc.

2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION

Oregon corporation

3) NAME OF BUSINESS ENTITY AFTER CONVERSION

Vesta Credit Solutions, LLC

4) TYPE OF BUSINESS ENTITY AFTER CONVERSION

Oregon limited liability company

5)  A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

6) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

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\_\_\_\_\_  
\_\_\_\_\_  
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\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

7) EXECUTION

Signature

Printed Name

Title

Douglas M. Fieldhouse

President

8) CONTACT NAME (To resolve questions with this filing.)

DAYTIME PHONE NUMBER (Include area code.)

Lesia Hays, Paralegal

503.727.2155

**FEEES**

Required Processing Fee \$50  
Confirmation Copy (Optional) \$5  
Processing Fees are nonrefundable.

Please make check payable to  
"Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

## PLAN OF CONVERSION

This PLAN OF CONVERSION (the "Plan") is made and entered into as of May 1, 2007, by Vesta Consumer Credit Services, Inc., an Oregon corporation ("Vesta").

### RECITALS

A. Vesta is a corporation duly formed and validly existing in accordance with the Oregon Business Corporation Act.

B. The Board of Directors and sole shareholder of Vesta have determined that it is in the best interests of Vesta to convert Vesta from an Oregon corporation into an Oregon limited liability company upon the terms and subject to the conditions set forth herein.

C. The Board of Directors and sole shareholder of Vesta have determined that the name of the entity after conversion shall be Vesta Credit Solutions, LLC (the "LLC").

### PLAN

NOW, THEREFORE, in consideration of the terms hereof, Vesta does hereby agree to the Conversion, as defined below, on the terms and conditions herein provided, as follows:

#### 1. NAME AND TYPE OF BUSINESS ENTITY

1.1 Pre-Conversion. The name and type of the business entity before the conversion is Vesta Consumer Credit Services, Inc., an Oregon corporation.

1.2 Post-Conversion. The name and type of the business entity after the conversion is Vesta Credit Solutions, LLC, an Oregon limited liability company.

#### 2. TERMS AND CONDITIONS

2.1 Conversion. Vesta shall be converted into the LLC (the "Conversion") effective as of 12:01 a.m. on May 1, 2007 (the "Effective Time").

2.2 Succession. At the Effective Time, the LLC shall succeed to all of the rights, titles, interests, privileges, powers and property and obligations, liabilities and duties of Vesta, as more fully set forth in the Oregon Limited Liability Company Act and the Oregon Business Corporation Act.

2.3 Conversion of Ownership. At the Effective Time, each share of common stock, \$.001 par value per share, of Vesta shall be converted into 100 common membership units of the LLC.

**3. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS**

3.1 Articles of Organization and Limited Liability Company Agreement. Prior to or at the Effective Time, Vesta shall file with the Oregon Secretary of State, Corporation Division, Articles of Organization in substantially the form and substance attached hereto as Exhibit A, and shall approve a Limited Liability Company Agreement, which shall be the Limited Liability Company Agreement of the LLC immediately after the conversion.

3.2 Officers. The persons serving as officers of Vesta as of the Effective Time shall, at and after the Effective Time, be the officers of the LLC immediately after the conversion.


**4. MISCELLANEOUS**

4.1 Successors. This Plan shall bind and inure to the benefit of the parties hereto, and their respective heirs, executors, administrators, personal representatives, and successors and assigns.

4.2 Governing Law. The parties intend that this Agreement shall be governed by and construed and enforced in accordance with the laws of the state of Oregon applicable to contracts made and wholly performed within Oregon by persons domiciled in Oregon, without reference to rules governing conflicts of law.

IN WITNESS WHEREOF, this PLAN OF CONVERSION is hereby executed as of the date and year first written above.

VESTA CONSUMER CREDIT SERVICES, INC.

By   
Name: Douglas M. Fieldhouse  
Title: President

**EXHIBIT A**  
**ARTICLES OF ORGANIZATION**

**ARTICLES OF ORGANIZATION  
OF  
VESTA CREDIT SOLUTIONS, LLC**

The undersigned natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Oregon Limited Liability Company Act, adopts the following Articles of Organization:

**ARTICLE 1. NAME**

The name of the company is **Vesta Credit Solutions, LLC** (hereinafter, the "Company").

**ARTICLE 2. DURATION**

The period of the Company's duration shall be perpetual.

**ARTICLE 3. REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Company and the address of its registered office are as follows:

Douglas M. Fieldhouse  
11950 SW Garden Place  
Portland, Oregon 97223-8248

**ARTICLE 4. NOTICES**

The address where the State of Oregon Corporation Division may mail notices to the Company is:

11950 SW Garden Place  
Portland, Oregon 97223-8248

**ARTICLE 5. ORGANIZER**

The name and address of the organizer are:

Marco Materazzi  
1120 NW Couch Street, Tenth Floor  
Portland, Oregon 97209

**ARTICLE 6. MANAGEMENT**

The Company will be member-managed.



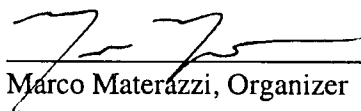
## ARTICLE 7. LIMITATION OF MEMBER LIABILITY

To the fullest extent that the Oregon Limited Liability Company Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of a member, a member of the Company shall not be liable to the Company or its other members for any monetary damages for conduct as a manager of the Company. Any amendment to or repeal of this Article or amendment to the Oregon Limited Liability Act shall not adversely affect any right or protection of a member of the Company for or with respect to any acts or omissions of such member occurring prior to such amendment or repeal.

## ARTICLE 8. INDEMNIFICATION

To the fullest extent not prohibited by law, the Company: (i) shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Company), by reason of the fact that the person is or was a member of the Company, and (ii) may indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Company), by reason of the fact that the person is or was an employee or agent of the Company. This Article shall not be deemed exclusive of any other provisions for the indemnification of members, employees, or agents that may be included in any statute, bylaw, agreement, resolution of members or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Company. For purposes of this Article, "Company" shall mean the Company organized hereunder and any successor Company thereof.

The undersigned organizer has executed these Articles of Organization this 30th day of April, 2007.

  
\_\_\_\_\_  
Marco Materazzi, Organizer