Delaware Division of Corporations 401 Federal Street – Suite 4 Dover, DE 19901 Phone: 302-739-3073

> Certificate of Conversion from a Delaware Statutory Trust to a Non-Delaware Entity

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Conversion from a Delaware Statutory Trust to a Non-Delaware Entity. The fee to file the Certificate of Conversion is \$550.00. You will receive a certified copy of your document. Expedited services are available please contact our office concerning these fees. Please make any check payable to "Delaware Secretary of State".

In order to process your request in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. For your convenience a cover sheet is available at the following link. http://corp.delaware.gov/filingmemo.pdf. Please make sure you thoroughly complete all information requested on these forms. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State Division of Corporations

Rev 09/05

STATE OF DELAWARE **CERTIFICATE OF CONVERSION** FROM A DELAWARE STATUTORY TRUST TO A NON-DELAWARE ENTITY **PURSUANT TO SECTION 3821 OF** THE STATUTORY TRUST CODE

1.) The name of the Statutory Trust is______

(If changed, the name under which it's certificate of trust was originally filed:_____)

2.) The date of filing of its original certificate of trust with the Secretary of State is _____

3.) The jurisdiction in which the business form, to which the statutory trust shall be converted, is organized, formed or created is ______.

4.) The conversion has been approved in accordance with this section;

5.) The statutory trust may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the statutory trust arising while it was a statutory trust of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

6.) The address to which a copy of the process shall be mailed to by the Secretary of State is_____

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this _____day of ______, A.D._____.

By: ______ Trustee(s)

Name: _____

Print or Type