

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Y & R Properties, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies)
Name: Y&R Properties, L.P.
Internal Address: _____
Street Address: 1001 Front Street
City: San Francisco State: CA Zip: 94111

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Delaware
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Conversion

Execution Date: 12/31/2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 76062358

B. Trademark Registration No.(s) 2674378; 2475365;
 2433385; 2415723

Additional number(s) attached Yes No


5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Joy J. Wildes, Esq.
 Internal Address: DAVIS & GILBERT LLP
 Street Address: 1740 Broadway
 City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 502293

DO NOT USE THIS SPACE

9. Signature.
 Joy J. Wildes  4/2/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

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 "Y&R PROPERTIES, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "Y&R PROPERTIES, INC." TO "Y&R PROPERTIES, L.P.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1532913

2825682 8100V

010676080

DATE: 12/31/01
TRADEMARK
REEL: 002633 FRAME: 0569

(MCN) 12.31.01 8:56/ST. 8:55/NO. 4861863800 P 2

CERTIFICATE OF CONVERSION**CONVERTING****Y&R PROPERTIES, INC.**
(A Delaware Corporation)STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/31/2001
010676080 - 2825682**TO****Y&R PROPERTIES, L.P.**
(A Delaware Limited Partnership)

Y&R PROPERTIES, INC., the corporation that is converting to a Delaware limited partnership (the "Converting Corporation"), and Y&R PROPERTIES, L.P., the continuing Delaware limited partnership (the "Partnership"), hereby certify that:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "Y&R Properties, Inc."
2. Date and Jurisdiction of Organization of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was organized are as follows:

<u>Date</u>	<u>Jurisdiction</u>
November 25, 1997	Delaware
3. Name of Converted Limited Partnership. The name of the Delaware limited partnership to which the Converting Corporation has been converted and the name set forth in the Certificate of Limited Partnership of the Partnership filed in accordance with Section 17-217(b) of the Delaware Revised Uniform Limited Partnership Act is "Y&R Properties, L.P."
4. Approval of Conversion. The conversion of the Converting Corporation to the Partnership has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware and 17-217 of the Delaware Revised Uniform Limited Partnership Act.
5. Effective Time. This Certificate shall be effective at 9:00 a.m. on December 31, 2001.

(MON) 12. 31. 01 8:57/37. 8:55/NO. 4661663900 F 4

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion as of December 31, 2001.

Y&R PROPERTIES, INC.

By: _____
Name: Robert Horjus
Title: President

Y&R PROPERTIES, L.P.

By: YOUNG & RUBICAM, INC., its general partner

By: Mary Ellen Howe
Name: Mary Ellen Howe
Title: Vice President

(MCN) 12.31.01 9:57/ST. 9:55/NO. 4661863600 P 3

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of
as of December 31, 2001.

Y&R PROPERTIES, INC.

By: Robert Horjus
Name: Robert Horjus
Title: President

Y&R PROPERTIES, L.P.

By: YOUNG & RUBICAM, INC., its general
partner

By: _____
Name: Mary Ellen Howe
Title: Vice President

Delaware

PAGE 2

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 LIMITED PARTNERSHIP OF "Y&R PROPERTIES, L.P." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2825682 8100V

AUTHENTICATION: 1532913

010676080

TRADEMARK

DATE: 12-31-01
REEL: 002633 FRAME: 0573

(MON) 12/31/01 8:57/ST. 8:55/NO. 4861863800 F 5

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
Y&R PROPERTIES, L.P.**

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/31/2001
010676080 - 2825682

This Certificate of Limited Partnership is being executed as of December 31, 2001,

for the purpose of forming a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Del. C. §§ 17-101 et seq.

The undersigned does hereby certify as follows:

1. Name. The name of the partnership is Y&R Properties, L.P. (the "Partnership").

2. Registered Office and Registered Agent. The Partnership's registered office in the State of Delaware is located at 9 East Lookerman Street, Dover, DE 19901. The registered agent of the Partnership for service of process at such address is National Registered Agents, Inc.

3. Name and Address of the General Partner. The name and address of the sole General Partner are as follows:

Young & Rubicam Inc.
285 Madison Avenue
New York, NY 10017

4. Conversion. The Partnership has been converted to a Delaware limited partnership pursuant to Section 17-217 of the Delaware Revised Uniform Limited Partnership Act. The Partnership constitutes a continuation of the existence of the converted other entity in the form of a Delaware limited partnership.

5. Effective Time. This Certificate shall be effective on 9:00 a.m. on December 31, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day and year first above written.

GENERAL PARTNER:

YOUNG& RUBICAM INC.

By: Mary Ellen Howe
Name: Mary Ellen Howe
Title: Vice President