

01-31-2003



Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇨ ⇨ ⇨

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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): 1-29-03
Main Event Entertainment 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: Main Event Entertainment, L.P.
Internal Address: _____
Street Address: 2625 Josey Lane, Suite 100
City: Carrollton State: TX Zip: 75007
 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: 11/25/02

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 2,327,143
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John A. Thomas, Esq.
Internal Address: _____
Street Address: 13355 Noel Road, Suite 2200
City: Dallas State: TX Zip: 75240-1518

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
John A. Thomas
Name of Person Signing

John A. Thomas
Signature

12/27/02
Date

Total number of pages including cover sheet, attachments, and document: 4

FINANCE SECTION
DEC 29 9 50 AM '02
RECORDS

01/30/2003 LMUELLER 00000067 2327143
01 FC:R521 40.00 DP

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

TRADEMARK
REEL: 002661 FRAME: 0910

**CERTIFICATE OF CONVERSION
OF
MAIN EVENT ENTERTAINMENT PROPERTIES, INC.**

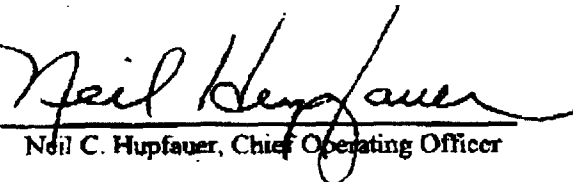
The undersigned, Neil C. Hupfauer, Chief Operating Officer of MAIN EVENT ENTERTAINMENT PROPERTIES, INC., certifies in accordance with Section 266 of the Delaware General Corporation Law as follows:

- 1 The name of the corporation being converted is MAIN EVENT ENTERTAINMENT PROPERTIES, INC.
- 2 The date of filing of its original Certificate of Incorporation was January 8, 1998.
- 3 The original name of the corporation as set forth in the Certificate of Incorporation is MAIN EVENT ENTERTAINMENT PROPERTIES, INC.
- 4 The name of the limited partnership to which the corporation shall be converted is MAIN EVENT ENTERTAINMENT, LP.
- 5 The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of MAIN EVENT ENTERTAINMENT PROPERTIES, INC., the 25th day of November, 2002, effective as of Thursday, November 28, 2002, at 12:01 a.m.

**MAIN EVENT ENTERTAINMENT
PROPERTIES, INC.**

By:


Neil C. Hupfauer, Chief Operating Officer

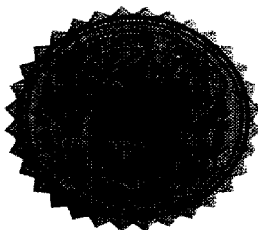
Delaware

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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 "MAIN EVENT ENTERTAINMENT PROPERTIES, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "MAIN EVENT ENTERTAINMENT PROPERTIES, INC." TO "MAIN EVENT ENTERTAINMENT, LP", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2002, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2002, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2843488 8100V

AUTHENTICATION: 2114303

020730187

DATE: 11-27-02
TRADEMARK

RECORDED: 01/29/2003

REEL: 002661 FRAME: 0912