

FORM PTO-1594 (Modified)
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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TM05/REV03

RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS / SERVICE MARKS ONLY

01YA-106908

Tab settings

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

World Poker Tour, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware Limited Liability Company

Additional names(s) of conveying party(ies) Yes No

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

Name: WPT Enterprises, Inc.

Internal Address: _____

Street Address: 1041 N. Formosa Ave, Formosa Bldg. #99

City: West Hollywood State: CA ZIP: 90046

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: July 28, 2004

4. Application number(s) or registration numbers(s):

A. Trademark / Service Mark Application No.(s)

Please see attached Exhibit "A"

Additional numbers

B. Trademark / Service Mark Registration No.(s)

Please see attached "Exhibit A"

Yes No

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

Name: Susan Hwang, Esq.

Internal Address: _____

Sheppard, Mullin, Richter & Hampton LLP

Street Address: 333 South Hope Street, 48th Floor

City: Los Angeles State: CA ZIP: 90071

6. Total number of applications and registrations involved:.....

46

7. Total fee (37 CFR 3.41):.....\$ \$1,165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-1853

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.

Susan Hwang

Name of Person Signing



Signature

August 23, 2004

Date

Total number of pages including cover sheet, attachments, and

5

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

Mail Stop Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 002929 FRAME: 0809

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CH \$1165.00 191853 78130221

EXHIBIT A**Pending Applications:**

| | Serial No.: | Filing Date: | Mark: | Class: |
|-----|-------------|--------------|--|--------|
| 1. | 78/130,221 | 05/21/02 | BATTLE OF CHAMPIONS | 41 |
| 2. | 78/180,449 | 10/31/02 | WORLD POKER TOUR WPT & Design | 41 |
| 3. | 78/180,461 | 10/31/02 | WORLD POKER TOUR WPT & Design | 41 |
| 4. | 78/180,456 | 10/31/02 | WORLD POKER TOUR & Design | 41 |
| 5. | 78/181,317 | 11/04/02 | WORLD POKER TOUR | 25 |
| 6. | 78/181,314 | 11/04/02 | WORLD POKER TOUR | 21 |
| 7. | 78/181,340 | 11/04/02 | WORLD POKER TOUR | 28 |
| 8. | 78/181,310 | 11/04/02 | WORLD POKER TOUR | 09 |
| 9. | 78/360,720 | 02/01/04 | WORLD BLACKJACK TOUR | 41 |
| 10. | 78/363,778 | 02/06/04 | EUROPEAN POKER TOUR | 41 |
| 11. | 78/363,682 | 02/06/04 | GET INTO THE GAME | 41 |
| 12. | 78/363,669 | 02/06/04 | WPT MANAGEMENT | 35 |
| 13. | 78/363,664 | 02/06/04 | WORLD POKER TOUR MANAGEMENT | 35 |
| 14. | 78/363,659 | 02/06/04 | THE GREAT AMERICAN CARD GAME HAS FINALLY FOUND A HOME | 41 |
| 15. | 78/363,646 | 02/06/04 | POKER WALK OF FAME | 41 |
| 16. | 78/363,751 | 02/06/04 | POKER TOUR OF THE CHAMPIONS | 41 |
| 17. | 78/363,740 | 02/06/04 | WORLD BACKGAMMON TOUR | 41 |
| 18. | 78/363,776 | 02/06/04 | ASIAN POKER TOUR | 41 |
| 19. | 78/363,756 | 02/06/04 | THE NAME OF THE GAME IS NO LIMIT TEXAS HOLD'EM | 41 |
| 20. | 78/363,783 | 02/06/04 | LATIN AMERICAN POKER TOUR | 41 |
| 21. | 78/363,738 | 02/06/04 | WPT CAM | 09 |
| 22. | 78/363,708 | 02/06/04 | WORLD BACCARAT TOUR | 41 |
| 23. | 78/377,684 | 03/03/04 | A CHIP AND A CHAIR | 25 |

| | | | | |
|-----|------------|----------|-------------------------------|----|
| 24. | 78/377,691 | 03/03/04 | SHUFFLE UP AND DEAL | 25 |
| 25. | 78/377,701 | 03/03/04 | LADIES' NIGHT | 41 |
| 26. | 78/377,706 | 03/03/04 | HOLLYWOOD HOME GAME | 41 |
| 27. | 78/388,683 | 03/22/04 | IT'S ABOUT THE POKER | 25 |
| 28. | 78/390,341 | 03/24/04 | I'M ALL IN | 28 |
| 29. | 78/390,344 | 03/24/04 | BAD BOYS OF POKER | 41 |
| 30. | 78/390,339 | 03/24/04 | I'M ALL IN | 25 |
| 31. | 78/391,000 | 03/25/04 | WORLD HORSE RACING TOUR | 41 |
| 32. | 78/391,953 | 03/26/04 | WORLD POKER TOUR & Design | 25 |
| 33. | 78/391,952 | 03/26/04 | WPT WORLD POKER TOUR & Design | 28 |
| 34. | 78/391,951 | 03/26/04 | WORLD POKER TOUR & Design | 28 |
| 35. | 78/391,947 | 03/26/04 | WORLD POKER TOUR | 25 |
| 36. | 78/391,954 | 03/26/04 | WPT WORLD POKER TOUR & Design | 25 |
| 37. | 78/394,368 | 03/31/04 | HOLLYWOOD HOME GAME | 25 |
| 38. | 78/394,364 | 03/31/04 | LADIES' NIGHT | 25 |
| 39. | 78/403,573 | 04/16/04 | WPT POKER CORNER | 41 |
| 40. | 78/419,346 | 05/14/04 | WPT | 21 |
| 41. | 78/419,347 | 05/14/04 | WPT | 25 |
| 42. | 78/419,348 | 05/14/04 | WPT | 41 |
| 43. | 78/419,344 | 05/14/04 | WPT | 09 |
| 44. | 78/427,348 | 05/28/04 | GLOBAL POKER TOUR | 41 |

Federal Registrations

| | Reg. No.: | Reg. Date: | Mark: | Class: |
|----|-----------|------------|------------------|--------|
| 1. | 2,783,420 | 11/11/03 | WORLD POKER TOUR | 41 |
| 2. | 2,783,439 | 11/11/03 | WORLD POKER TOUR | 41 |

FROM CORPORATION TRUST WILM. TEAM #2

(WED) 7. 28' 04 18:13/ST. 18:12/NO. 4863796508 P 3

Delaware

PAGE 1

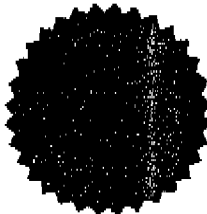
The First State

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 LIMITED LIABILITY COMPANY UNDER THE NAME OF "WORLD POKER TOUR, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "WORLD POKER TOUR, LLC" TO "WPT ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2004, AT 5:33 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3497992 8100V

040554236

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3261669

DATE: 07-28-04

TRADEMARK
REEL: 002929 FRAME: 0812

FROM CORPORATION TRUST WILM TEAM #2

(WED) 7. 28' 04 16:39/ST. 16:38/NO. 4863796488 P 2

WORLD POKER TOUR, LLC

**CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW**

* * * * *

1. The date on which the limited liability company was first formed is March 1, 2002.
2. The name of the limited liability company immediately prior to filing this Certificate of Conversion is World Poker Tour, LLC.
3. The name of the corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) is WPT Enterprises, Inc.
4. The limited liability company herein being converted is duly organized and existing under the laws of the State of Delaware.

Dated: July 28, 2004

WORLD POKER TOUR, LLC

By: /s/ W. Todd Steele
 Name: W. Todd Steele
 Title: Chief Financial Officer

*State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:38 PM 07/28/2004
 FILED 05:33 PM 07/28/2004
 SRV 040554236 - 3497992 FILE*