

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
William Morris Agency, Inc.		11/30/2004	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	William Morris Agency, LLC		
<b>Street Address:</b>	151 El Camino Drive		
<b>City:</b>	Beverly Hills		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90212		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1811051	XXXX	
Registration Number:	1811052	WILLIAM MORRIS AGENCY	
Registration Number:	2508370	WMA	
Registration Number:	2307188	WILLIAM MORRIS AGENCY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(415)268-7522		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	bmoylan@mofo.com		
<b>Correspondent Name:</b>	Douglas L. Hendricks		
<b>Address Line 1:</b>	Morrison & Foerster LLP, 425 Market St.		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94105-2482		
<b>ATTORNEY DOCKET NUMBER:</b>	24692-2400000		
<b>NAME OF SUBMITTER:</b>	Douglas L. Hendricks		
<b>Signature:</b>	/Douglas L. Hendricks/		

CH \$115.00 1811051

Date:

12/16/2005

**Total Attachments: 2**

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CERTIFICATE OF CONVERSION

CONVERTING

WILLIAM MORRIS AGENCY (DELAWARE), INC.  
(A Delaware Corporation)

TO

WILLIAM MORRIS AGENCY, LLC  
(A Delaware Limited Liability Company)

This Certificate of Conversion is being filed for the purpose of converting William Morris Agency (Delaware), Inc., a Delaware corporation (the "Converting Entity"), to a Delaware limited liability company to be named "William Morris Agency, LLC" (the "Company") pursuant to Section 18-214 of the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Delaware LLC Act"), and Section 266 of the General Corporation Law of the State of Delaware, 8 Del. C. §§ 101 et seq. (the "DGCL").

The undersigned, as an authorized person of the Converting Entity and the Company, does hereby certify as follows:

1. Name of Converting Entity. The name of the Converting Entity when incorporated and immediately prior to the filing of this Certificate of Conversion was "William Morris Agency (Delaware), Inc."

2. Date and Jurisdiction of Incorporation of Converting Entity. The date on which, and the jurisdiction where, the Converting Entity was incorporated, which jurisdiction has not changed, are as follows:

<u>Date</u>	<u>Jurisdiction</u>
November 30, 2004	Delaware

3. Name of Continuing Limited Liability Company. The name of the Delaware limited liability company to which the Converting Entity is being converted and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware LLC Act is "William Morris Agency, LLC".

4. Approval of Conversion. The conversion of the Converting Entity to the Company has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the Delaware LLC Act.

la-757626

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of December 9, 2004.

**WILLIAM MORRIS AGENCY (DELAWARE),  
INC.**



Irving J. Weisraub  
Executive Vice President and Chief Financial  
Officer

ln-757626