

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/21/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
William Morris Agency, Inc.		12/09/2004	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	William Morris Agency (Delaware), Inc.
Street Address:	151 El Camino Drive
City:	Beverly Hills
State/Country:	CALIFORNIA
Postal Code:	90212
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1811051	XXXX
Registration Number:	1811052	WILLIAM MORRIS AGENCY
Registration Number:	2307188	WILLIAM MORRIS AGENCY
Registration Number:	2508370	WMA

CORRESPONDENCE DATA

Fax Number: (415)268-7522
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: dpung@mofo.com
 Correspondent Name: Jennifer Lee Taylor
 Address Line 1: Morrison & Foerster LLP, 425 Market St.
 Address Line 4: San Francisco, CALIFORNIA 94105-2482

ATTORNEY DOCKET NUMBER:	24692-24000.00
NAME OF SUBMITTER:	Jennifer Lee Taylor

TRADEMARK

CH \$115.00 1811051

Signature:

/Jennifer Lee Taylor/

Date:

05/18/2007

Total Attachments: 6

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Delaware

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The First State

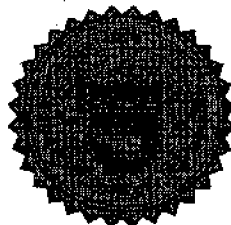
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WILLIAM MORRIS AGENCY, INC.", A NEW YORK CORPORATION, WITH AND INTO "WILLIAM MORRIS AGENCY (DELAWARE), INC." UNDER THE NAME OF "WILLIAM MORRIS AGENCY (DELAWARE), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 11:59 O'CLOCK A.M.

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

3883883 8100M

040926085



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3566781

DATE: 12-21-04

TRADEMARK
REEL: 003545 FRAME: 0575

CERTIFICATE OF OWNERSHIP AND MERGER
OF
WILLIAM MORRIS AGENCY, INC.
(a New York corporation)
INTO
WILLIAM MORRIS AGENCY (DELAWARE), INC.
(a Delaware corporation)

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Pursuant to Section 253 of the Delaware General Corporation Law, William Morris Agency, Inc., a New York corporation (the "Corporation"), which will merge with and into William Morris Agency (Delaware), Inc., a Delaware corporation ("William Morris DE"), with William Morris DE surviving, hereby certifies as follows:

FIRST: That the Corporation was organized pursuant to the provisions of the Business Corporation Law of the State of New York on the 31st day of January, 1918.

SECOND: That 100% of the outstanding shares of the capital stock of William Morris DE is owned by the Corporation.

THIRD: That the Corporation's Board of Directors, by a majority vote at special meeting duly held on December 9, 2004, has determined to merge the Corporation with and into William Morris DE, and did adopt the resolutions attached hereto as Exhibit A.

FOURTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with Section 907 of the Business Corporation Law of the State of New York.

[The signature page is the next page.]

Dated as of December 9, 2004

WILLIAM MORRIS AGENCY, INC.
(a New York corporation)



Irving J. Weinraub
Executive Vice President and Chief Financial
Officer

EXHIBIT A
RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
WILLIAM MORRIS AGENCY, INC.

WHEREAS, William Morris Agency, Inc., a New York corporation (the "Corporation") wishes to reincorporate as a Delaware corporation ("Reincorporation") and then immediately convert into a Delaware limited liability company;

WHEREAS, the Corporation, as the owner of all of the issued and outstanding shares of the only class of stock of William Morris Agency (Delaware), Inc., a Delaware corporation ("William Morris DE"), wishes to effect such Reincorporation by merging into William Morris DE pursuant to Section 253 of the Delaware General Corporation Law, with William Morris DE as the surviving entity (the "Merger");

WHEREAS, after review of the form, terms and conditions of the Agreement and Plan of Merger (the "Merger Agreement") to be entered in by the Corporation in connection with the Merger, the Board of Directors (the "Board") has determined that such terms and conditions are just and reasonable to the Corporation and its shareholders;

WHEREAS, the Board deems it desirable and in the best interest of the Corporation to effect the Merger; and

WHEREAS, the Board has determined that the Merger is fair to the Corporation's shareholders from a financial point of view and in the best interests of the shareholders of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Merger, in accordance with the terms and conditions of the Merger Agreement, be and it hereby is, authorized, ratified and approved;

RESOLVED FURTHER, that the form, terms and conditions of the Merger Agreement, and each of them, be and hereby is, in all respects, authorized, ratified, and approved;

RESOLVED FURTHER, that the Board hereby recommends that the Corporation's shareholders approve and authorize the Merger and the transactions contemplated thereby in accordance with the terms and conditions of the Merger Agreement;

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to obtain the approval of the Merger, in accordance with the terms and conditions of the Merger Agreement, by the Corporation's shareholders;

RESOLVED FURTHER, that subject to the approval of the Corporation's shareholders, the officers and directors of the Corporation be, and hereby are, authorized and directed to execute such Merger Agreement with such additions, deletions or other modifications thereto as they shall, in their discretion, deem necessary or appropriate, such determination to be evidenced conclusively by the execution and delivery thereof;

RESOLVED FURTHER, that subject to the approval of the Corporation's shareholders, the officers of the Corporation be, and they hereby are, authorized and directed to file with the Secretary of State of the State of New York a Certificate of Merger of the Corporation reviewed by the Board to effect the purposes of the foregoing resolutions; and that the officers and directors of the Corporation be, and hereby are, authorized and directed to execute and file with the Secretary of State of the State of New York such Certificate of Merger with such additions, deletions or other modifications thereto as they shall, in their discretion, deem necessary or appropriate, such determination to be evidenced conclusively by the execution and delivery thereof;

RESOLVED FURTHER, that subject to the approval of the Corporation's shareholders, the officers of the Corporation be, and they hereby are, authorized and directed to execute and file with the Secretary of State of the State of Delaware, for and on behalf of the Corporation, a Certificate of Ownership and Merger with respect to the Merger in accordance with Section 253 of the Delaware General Corporation Law;

RESOLVED FURTHER, that the Corporation, as the sole shareholder of William Morris DE, hereby ratifies and approves the Merger, in accordance with the terms and conditions of the Merger Agreement;

RESOLVED FURTHER, that each share of outstanding Class A Common Stock held by the shareholders of the Corporation will be converted into one share of Class A Common Stock of William Morris DE, and each share of outstanding Class B Common Stock held by the shareholders of the Corporation will be converted into one share of Class B Common Stock of William Morris DE pursuant to the Merger; and each share of capital stock of William Morris DE held by the Corporation immediately prior to the Merger will be cancelled pursuant to the Merger;

RESOLVED FURTHER, that notwithstanding the approval of the Merger by the shareholders of the Corporation, these resolutions of the Board of Directors of the Corporation may be terminated at any time prior to the effective time of the Merger;

RESOLVED FURTHER, that these resolutions of the Board of Directors of the Corporation may, to the fullest extent permitted by law, be amended or modified any time prior to the effective time of the Merger;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them acting singly hereby is, authorized, empowered and directed to take all such further actions and to execute and deliver, in the name and on behalf of the Corporation and under its corporate seal or otherwise, any and all such further documents and instruments, and to pay all such expenses, as any such officer may deem necessary or advisable to carry out the purposes of each of the foregoing resolutions and the transactions contemplated thereby; and that the taking of each such action, the execution and delivery of each such document or instrument, and the payment of each of such expenses shall be conclusive evidence of its necessity or advisability; and

RESOLVED FURTHER, that to the extent that any of the actions authorized by the foregoing resolutions have heretofore been commenced or completed, the same are in all respects hereby approved, ratified and confirmed.