

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ITC Distribution, Inc.		03/30/2002	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	ITC Distribution, LLC		
Street Address:	9333 Wilshire Boulevard		
City:	Beverly Hills		
State/Country:	CALIFORNIA		
Postal Code:	90210		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2948166	RANDALL & HOPKIRK	
Registration Number:	2948167	RANDALL & HOPKIRK	
CORRESPONDENCE DATA			
Fax Number:	(949)760-9502		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(310) 551-3450		
Email:	efiling@kmob.com		
Correspondent Name:	Jonathan A. Hyman		
Address Line 1:	2040 Main Street, Fourteenth Floor		
Address Line 2:	c/o Knobbe Martens Olson & Bear LLP		
Address Line 4:	Irvine, CALIFORNIA 92614		
ATTORNEY DOCKET NUMBER:	TAW12.001TUS/002TUS		
NAME OF SUBMITTER:	Jonathan A. Hyman		
Signature:	/jhh/		

CH \$65.00 2948166

Date:

09/28/2007

Total Attachments: 3

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**CERTIFICATE OF CONVERSION TO
LIMITED LIABILITY COMPANY OF
ITC DISTRIBUTION, INC. TO ITC DISTRIBUTION, L.L.C.**

This Certificate of Conversion to Limited Liability Company, dated as of May 30, 2002 has been duly executed and is being filed to convert ITC Distribution, Inc., a Delaware corporation (the "Corporation"), into ITC Distribution, L.L.C., a Delaware limited liability company (the "LLC"), under the Delaware Limited Liability Company Act (6 Del. C. §18-214) and under the Delaware General Corporation Law (8 Del. C. §266).

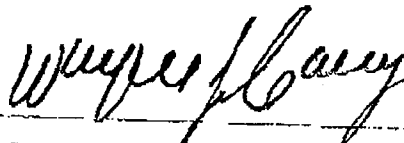
1. The Corporation was first incorporated in Delaware effective July 31, 1958 under the name Independent Television Corporation. Through two amendments to the Certificate of Incorporation, the Corporation's name was first changed to ITC Entertainment, Inc. and then to ITC Distribution, Inc.
2. The Corporation's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was ITC Distribution, Inc.
3. The name of the LLC as set forth in its Certificate of Formation, filed in accordance with 6 Del. C. §18-214(b) simultaneously with this Certificate of Conversion, is ITC Distribution, L.L.C.
4. The conversion of the Corporation to the LLC shall be effective at the close of business in Delaware on May 31, 2002.
5. The conversion has been approved in accordance with the provisions of 6 Del. C. §18-214 and 8 Del. C. §266.

15385 25/160199v1

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 05/30/2002
020341994 - 0526330*

**TRADEMARK
REEL: 003630 FRAME: 0219**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Conversion to Limited Liability Company as of the date first-above written.



Wayne J. Carey
Assistant Secretary

CERTIFICATE OF FORMATION

OF

ITC DISTRIBUTION, L.L.C.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 05/30/2002
020341994 - 0526330

This Certificate of Formation of ITC Distribution, L.L.C. (the "LLC"), is being duly executed and filed by the undersigned, as an authorized person, to form, through a conversion from a corporation pursuant to 6 Del. C. §18-214 and 8 Del. C. §266, a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.)

FIRST: The name of the limited liability company formed hereby is ITC Distribution, L.L.C.

SECOND: The name of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company.

THIRD: The address of the registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

FOURTH: The effective time of this Certificate of Formation shall be at the close of business in Delaware on May 31, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of May 30, 2002.

BY: 

NAME: Wayne J. Carey
Authorized Person

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