

**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>
The Bear Stearns Companies Inc.		07/16/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Bear Stearns Companies LLC		
<b>Street Address:</b>	383 Madison Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10179		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2638788	BEARPRIME	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)355-3333		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-813-8800		
<b>Email:</b>	jnici@goodwinprocter.com		
<b>Correspondent Name:</b>	GOODWIN PROCTER LLP Attn: Janis Nici		
<b>Address Line 1:</b>	620 Eighth Avenue		
<b>Address Line 2:</b>	The New York Times Building		
<b>Address Line 4:</b>	New York, NEW YORK 10018		
<b>ATTORNEY DOCKET NUMBER:</b>	100144-187512		
<b>NAME OF SUBMITTER:</b>	Janis Nici		
<b>Signature:</b>	/janis nici/		
<b>Date:</b>	10/09/2008		

CH \$40.00 2638788

**Total Attachments: 4**

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# 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 CORPORATION UNDER THE NAME OF "THE BEAR STEARNS COMPANIES INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THE BEAR STEARNS COMPANIES INC." TO "THE BEAR STEARNS COMPANIES LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 2008, AT 10:01 O'CLOCK A.M.



2069460 8100V

080788873

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6730591

DATE: 07-16-08

TRADEMARK  
REEL: 003867 FRAME: 0606

# Delaware

PAGE 2

*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 CERTIFICATE OF FORMATION OF "THE BEAR STEARNS COMPANIES LLC" FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 2008, AT 10:01 O'CLOCK A.M.



2069460 8100V

080788873

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6730591

DATE: 07-16-08

TRADEMARK  
REEL: 003867 FRAME: 0607

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO  
A LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 18-214  
OF THE LIMITED LIABILITY  
COMPANY ACT**

- 1.) The name of the corporation immediately prior to filing this Certificate is The Bear Stearns Companies Inc.
- 2.) The date the Certificate of Incorporation was filed on is August 21, 1985.
- 3.) The jurisdiction of the corporation immediately prior to filing this Certificate is Delaware.
- 4.) The name of the limited liability company as set forth in the Certificate of Formation is The Bear Stearns Companies LLC.
- 5.) The conversion has been approved in accordance with the provisions of Section 18-214.

By:   
Authorized Person

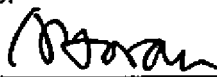
Name: Anthony J. Horan  
Print or Type Signature

**STATE of DELAWARE**  
**LIMITED LIABILITY COMPANY**  
**CERTIFICATE of FORMATION**  
*of*  
**THE BEAR STEARNS COMPANIES LLC**

**First:** The name of the limited liability company is The Bear Stearns Companies LLC.

**Second:** The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

**In Witness Whereof,** the undersigned has executed this Certificate of Formation of The Bear Stearns Companies LLC this 6<sup>th</sup> day of July, 2008.

By:   
Authorized Person  
Name: Anthony J. Horan