

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion of owner entity from limited partnership to limited liability company		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TerraTopia Productions, L.P.		10/14/2011	LIMITED PARTNERSHIP: CALIFORNIA
RECEIVING PARTY DATA			
Name:	TerraTopia Productions, LLC		
Street Address:	1 Maiden Lane		
City:	Fairfax		
State/Country:	CALIFORNIA		
Postal Code:	94930		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1940161	TERRATOPIA	
Registration Number:	2084330	TERRATOPIA	
Serial Number:	85115891	TERRATOPIA	
CORRESPONDENCE DATA			
Fax Number:	(415)882-3232		
Phone:	(415)882-3200		
Email:	tmparalegal@owe.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Gregory N. Owen		
Address Line 1:	455 Market Street, Suite 1910		
Address Line 4:	San Francisco, CALIFORNIA 94105		
ATTORNEY DOCKET NUMBER:	TERRA 90001		
NAME OF SUBMITTER:	Gregory N. Owen		

Signature:	/Gregory N. Owen/
Date:	03/16/2012
Total Attachments: 1 source=Terratopia.doc#page1.tif	



State of California
Secretary of State

LLC-1A

File # 201130210624

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OCT 14 2011

Limited Liability Company
Articles of Organization - Conversion

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

TERRATOPIA PRODUCTIONS, LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY HILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

ONE MANAGER MORE THAN ONE MANAGER ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE CITY STATE ZIP CODE

1 MAIDEN LANE FAIRFAX CA 94930

5. NAME OF AGENT FOR SERVICE OF PROCESS (Item 5: Enter the name of the agent for service of process. The agent may be an individual residing in California or a corporation that has filed a certificate pursuant to California Corporations Code section 1505. Item 6: If the agent is an individual, enter the agent's business or residential address in California. Item 7: If the converting entity is a California limited partnership, enter the mailing address of the individual or corporate agent. Check the box and omit the mailing address if the agent's mailing address is the same as the address in item 6.)

VICKI DOBBS BECK

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA CITY STATE ZIP CODE

1 MAIDEN LANE FAIRFAX CA 94930

7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS CITY STATE ZIP CODE

THE MAILING ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IS THE SAME AS THE AGENT'S BUSINESS OR RESIDENTIAL ADDRESS IN ITEM 6

Converting Entity Information

8. NAME OF CONVERTING ENTITY

TERRATOPIA PRODUCTIONS, L.P.

9. FORM OF ENTITY 10. JURISDICTION 11. CA SECRETARY OF STATE FILE NUMBER, IF ANY

LIMITED PARTNERSHIP CALIFORNIA 200013600001

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE	AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS
PARTNERSHIP INTEREST - GENERAL PARTNERS	100%
PARTNERSHIP INTEREST - LIMITED PARTNERS	100%

Additional Information

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

DATE 7/14/11

Vicki Dobbs Beck
SIGNATURE OF AUTHORIZED PERSON

VICKI DOBBS BECK, GENERAL PARTNER
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Steve Beck
SIGNATURE OF AUTHORIZED PERSON

STEVE BECK, GENERAL PARTNER
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON