

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion to LLC

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lucasfilm Ltd.		12/18/2012	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Lucasfilm Ltd. LLC
Street Address:	One Letterman Drive Bldg. B
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94129
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 114

Property Type	Number	Word Mark
Registration Number:	2588678	ANAKIN SKYWALKER
Registration Number:	2782578	ATTACK OF THE CLONES
Registration Number:	2823789	ATTACK OF THE CLONES
Serial Number:	85977593	BOUNTY HUNTER
Registration Number:	1296148	C-3PO
Registration Number:	1899935	C-3PO
Registration Number:	3687506	
Registration Number:	4298357	THE CLONE WARS
Registration Number:	2957227	THE CLONE WARS
Registration Number:	1303681	DARTH VADER
Registration Number:	1272312	DARTH VADER
Registration Number:	2643277	DROID
Registration Number:	2684002	DROID
Serial Number:	77845682	DROID

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Registration Number:	2795112	EPISODE III
Serial Number:	77392343	THE FORCE
Registration Number:	3694161	GENERAL GRIEVOUS
Registration Number:	4298609	GWIZ
Registration Number:	3298465	H
Registration Number:	2613133	
Registration Number:	3325179	HYPERSPACE
Registration Number:	3490867	HYPERSPACE
Serial Number:	85691672	ILM
Registration Number:	2460070	ILM
Registration Number:	2588788	ILM
Registration Number:	2810844	ILM
Registration Number:	3875360	ILM
Registration Number:	1382750	ILM
Registration Number:	1918634	INDIANA JONES
Registration Number:	1920740	INDIANA JONES
Registration Number:	2110906	INDIANA JONES
Registration Number:	1899890	INDIANA JONES
Registration Number:	1341020	INDIANA JONES
Registration Number:	2187973	INDIANA JONES
Registration Number:	2805231	INDIANA JONES
Registration Number:	3825557	INDIANA JONES
Registration Number:	3750745	INDIANA JONES
Registration Number:	4096666	INDIANA JONES AND THE KINGDOM OF THE CRY
Registration Number:	3951130	INDIANA JONES AND THE KINGDOM OF THE CRY
Registration Number:	3981650	INDIANA JONES AND THE STAFF OF KINGS
Registration Number:	2482575	INDIANAJONES
Registration Number:	1402541	INDUSTRIAL LIGHT & MAGIC
Registration Number:	3559004	INDUSTRIAL LIGHT & MAGIC
Registration Number:	3518191	
Registration Number:	2802766	JANGO FETT
Registration Number:	3674514	JAVVA THE HUTT
Registration Number:	2823661	JEDI
Registration Number:	3794988	JEDI
Registration Number:	3368034	JEDI TRAINING ACADEMY

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REEL: 005037 FRAME: 0516

	1812736	LUCAS ARTS
Registration Number:	2607172	LUCAS BOOKS
Registration Number:	2488054	
Registration Number:	3497051	LUCAS LICENSING
Registration Number:	3139394	LUCAS ONLINE
Registration Number:	2823644	LUCAS ONLINE
Registration Number:	3633161	LUCAS ONLINE
Registration Number:	3613876	
Registration Number:	2331643	LUCASARTS
Registration Number:	3949140	LUCASARTS
Registration Number:	3681512	LUCASARTS
Serial Number:	74141966	LUCAS ARTS
Registration Number:	2331642	LUCASARTS ENTERTAINMENT COMPANY
Registration Number:	3765462	LUCASFILM
Registration Number:	2698216	LUCASFILM
Registration Number:	2639887	LUCASFILM
Registration Number:	3759341	LUCASFILM ANIMATION
Registration Number:	3687505	
Registration Number:	3522487	LUCASFILM LTD
Serial Number:	85312768	MAY THE 4TH BE WITH YOU
Registration Number:	3867986	MUTT WILLIAMS
Registration Number:	2574001	OBI-WAN KENOBI
Registration Number:	2547514	OBI-WAN KENOBI
Registration Number:	3750746	QUINLAN VOS
Registration Number:	1898157	R2-D2
Registration Number:	3773551	
Serial Number:	85484363	RED TAILS
Registration Number:	3794982	REVENGE OF THE SITH
Registration Number:	4301630	SITH
Registration Number:	2729615	SKYWALKER
Serial Number:	74474824	SKYWALKER RANCH
Registration Number:	1927049	SKYWALKER RANCH
Registration Number:	2433528	SKYWALKER SOUND
Registration Number:	2514316	SKYWALKER SOUND
Registration Number:	2621715	SKYWALKER SOUND

	3399560	SKYWALKER SOUND
Registration Number:	2607544	
Registration Number:	2585390	
Registration Number:	3785573	SKYWALKER VINEYARDS
Registration Number:	2483325	STAR WARS
Registration Number:	2487817	STAR WARS
Registration Number:	1879105	STAR WARS
Registration Number:	2485494	STAR WARS
Registration Number:	2487815	STAR WARS
Registration Number:	2390157	STAR WARS
Registration Number:	2534386	STAR WARS
Registration Number:	2476028	STAR WARS
Registration Number:	2591820	STAR WARS
Registration Number:	2534385	STAR WARS
Serial Number:	73487823	STAR WARS
Registration Number:	2543173	STAR WARS
Registration Number:	4286500	STAR WARS
Registration Number:	2565479	STAR WARS
Registration Number:	1279481	STAR WARS
Registration Number:	2598203	STAR WARS
Registration Number:	2573978	STAR WARS
Registration Number:	3503765	STAR WARS
Serial Number:	85238341	STAR WARS DETOURS
Registration Number:	3538703	STAR WARS REPUBLIC COMMANDO
Registration Number:	3785058	STAR WARS THE BOUNTY HUNTERS
Registration Number:	4257889	STAR WARS THE CLONE WARS
Registration Number:	3794989	VADER
Registration Number:	4246352	WOOKIEE
Registration Number:	3716938	YODA
Registration Number:	4281743	YOUNG INDIANA JONES

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: trademarks@disney.com

TRADEMARK
REEL: 005037 FRAME: 0518

Correspondent Name: Barbara Quinn
Address Line 1: The Walt Disney Company
Address Line 2: 500 South Buena Vista Street
Address Line 4: Burbank, CALIFORNIA 91521

ATTORNEY DOCKET NUMBER:	LUCASFILM MISC.
NAME OF SUBMITTER:	Ann Savary
Signature:	//008AnnSavary//008
Date:	05/30/2013

Total Attachments: 2
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State of California Secretary of State

LLC-1A File #

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

DEC 18 2012

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.)

Lucasfilm Ltd. 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-KILLEA 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

One Letterman Drive, Building B

CITY

San Francisco

STATE

CA

ZIP CODE

94129

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.)

David J. Anderman

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

One Letterman Drive, Building B

CITY

San Francisco

STATE

CA

ZIP CODE

94129

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

Lucasfilm Ltd.

9. FORM OF ENTITY

Corporation

10. JURISDICTION

California

11. CA SECRETARY OF STATE FILE NUMBER, IF ANY

C0826382

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

Common Stock, 1,000 shares

More than 50%

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.

December 18, 2012

DATE

SIGNATURE OF AUTHORIZED PERSON

Steve Condiotti, Vice President

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

Steve Condiotti, Chief Financial Officer

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

RECORDED - FILED



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 18 2012

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

TRADEMARK

REEL: 005037 FRAME: 0521

RECORDED: 05/30/2013