

Form PTO-1594 (Rev 03/01) OMB No 0651-0027 (exp 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Y & R Properties, L.P.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Conversion

Execution Date: 12/31/2001

2. Name and address of receiving party(ies)

Name: Y&R Properties

Internal Address:

Street Address: 1001 Front Street

City: San Francisco State: CA Zip: 94111

- Individual(s) citizenship, Association, General Partnership Delaware, Limited Partnership, Corporation-State, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No (s) 76062358

B. Trademark Registration No.(s) 2674378; 2475365; 2433385; 2415723

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Joy J. Wildes, Esq.

Internal Address: DAVIS & GILBERT LLP

Street Address: 1740 Broadway

City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41). \$ 140

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

502293

DO NOT USE THIS SPACE

9. Signature.

Joy J. Wildes Name of Person Signing

Joy J. Wildes Signature

4/2/03 Date

Total number of pages including cover sheet, attachments, and document 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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 LIMITED PARTNERSHIP UNDER THE NAME OF "Y&R PROPERTIES, L.P." TO A DELAWARE GENERAL PARTNERSHIP, CHANGING ITS NAME FROM "Y&R PROPERTIES, L.P." TO "Y&R PROPERTIES", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 10 O'CLOCK A.M.



2825682 8100V

010676082

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1532974

DATE: 12-31-01

TRADEMARK
REEL: 002633 FRAME: 0586

(MON) 12 31 01 8:57 AM 8:55 NO. 486,966800 3 7

CERTIFICATE OF CONVERSION

CONVERTING

Y&R PROPERTIES, L.P.
(A Delaware Limited Partnership)

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/31/2001
010676082 - 2825682

TO

Y&R PROPERTIES
(A Delaware General Partnership)

Y&R PROPERTIES, L.P., the limited partnership that is converting to a Delaware general partnership (the "Converting Limited Partnership"), and Y&R PROPERTIES, the continuing Delaware general partnership (the "General Partnership"), hereby certify that:

1. Name of Converting Partnership. The name of the Converting Limited Partnership immediately prior to the filing of this Certificate of Conversion was "Y&R PROPERTIES, L.P."

2. Date and Jurisdiction of Organization of Converting Partnership. The date on which, and the jurisdiction where, the Converting Limited Partnership is deemed organized are as follows:

<u>Date</u>	<u>Jurisdiction</u>
November 25, 1997	Delaware

3. Name of Converted General Partnership. The name of the Delaware general partnership to which the Converting Limited Partnership has been converted and the name set forth in the Statement of Partnership Existence filed in accordance with Sections 15-105, 15-303 and 15-901 of the Delaware Revised Uniform Partnership Act is "Y&R Properties"

4. Approval of Conversion. The conversion of the Converting Limited Partnership to the General Partnership has been approved in accordance with the provisions of Section 17-219 of the Delaware Revised Uniform Limited Partnership Act and Section 15-901 of the Delaware Revised Uniform Partnership Act.

5. Effective Time. This Certificate shall be effective at 10:00 a.m. on December 31, 2001.

(MCN) 12.31.01 8:58:57.8-55:NC 4861865800 F 9

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion as of December 31, 2001.

Y&R PROPERTIES, L.P.

By its general partner

YOUNG & RUBICAM INC.

By: Mary Ellen Howe
Name: Mary Ellen Howe
Title: Vice President

Y&R PROPERTIES

By: Robert Horgus
Name: Robert Horgus
Title: President

ECM

MON 12 31 01 8:59:37 AM NO. 4861865900 F 3

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion as of December 31, 2001.

Y&R PROPERTIES, L.P.

By its general partner

YOUNG & RUBICAM INC.

By: Mary E. Howe
Name: Mary Ellen Howe
Title: Vice President

Y&R PROPERTIES

By: _____
Name: Robert Horjus
Title: President