

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion to LLC

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Lucasfilm Entertainment Company Ltd.		11/30/2012	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	Lucasfilm Entertainment Company Ltd. LLC
<b>Street Address:</b>	One Letterman Drive
<b>Internal Address:</b>	Bldg. B
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94129
<b>Entity Type:</b>	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 166**

Property Type	Number	Word Mark
Serial Number:	85659447	501ST
Registration Number:	3710063	501ST LEGION
Registration Number:	2515736	A FORCE FOR YOUNG MINDS
Registration Number:	3843170	AHSOKA
Registration Number:	2798923	AN EMPIRE DIVIDED
Registration Number:	2818146	AN EMPIRE DIVIDED
Registration Number:	2498557	ANAKIN SKYWALKER
Serial Number:	85681722	
Registration Number:	2491394	ANAKIN'S SPEEDWAY
Registration Number:	1390034	ARTOO-DETOO (R2-D2)
Registration Number:	2784730	ATTACK OF THE CLONES
Registration Number:	2782577	ATTACK OF THE CLONES
Registration Number:	1131079	BANTHA

CH \$4165.00 85659447

Registration Number:	2488140	BATTLE DROID
Serial Number:	85402319	BATTLEFRONT
Registration Number:	3936432	BOBA FETT
Registration Number:	3953084	
Registration Number:	3364038	BOUNTY HUNTER
Serial Number:	85100438	BOUNTY HUNTER
Registration Number:	2471819	C-3PO
Registration Number:	1308136	C-3PO
Registration Number:	3823874	
Registration Number:	3090303	CHEWBACCA
Registration Number:	2854370	CLONE TROOPER
Registration Number:	3939491	
Registration Number:	4042718	CLONE WARS ADVENTURES
Registration Number:	2813835	THE CLONE WARS
Registration Number:	3729174	THE CLONE WARS
Registration Number:	3555220	THE CLONE WARS
Registration Number:	2840628	COUNT DOOKU
Registration Number:	1964283	DARK FORCES
Registration Number:	2540704	DARTH MAUL
Registration Number:	2398238	DARTH SIDIOUS
Registration Number:	1320786	DARTH VADER
Registration Number:	2454915	DARTH VADER
Registration Number:	3618322	
Registration Number:	3443878	
Registration Number:	3646330	
Registration Number:	3443879	
Registration Number:	3646331	
Registration Number:	2540863	DESTROYER DROID
Registration Number:	4225902	DROID
Registration Number:	2553167	DROID
Registration Number:	2513110	DROID
Registration Number:	2436756	DROID
Registration Number:	1362141	DROIDS
Registration Number:	3160462	EMPIRE AT WAR
Registration Number:	2430293	EPISODE I

	1299672	EWOK
Serial Number:	85711610	FIRST ASSAULT
Registration Number:	2488042	FORCE COMMANDER
Registration Number:	3590082	FORCE FX LIGHTSABER
Registration Number:	3786318	THE FORCE UNLEASHED
Registration Number:	2845081	THE FORCE
Registration Number:	2884498	THE FORCE
Registration Number:	3529014	THE FORCE
Registration Number:	3433203	FORCES OF CORRUPTION
Registration Number:	3658420	GALACTIC BATTLEFIELDS
Registration Number:	3568587	GENERAL GRIEVOUS
Registration Number:	2534384	GUNGAN
Registration Number:	2491258	THE GUNGAN FRONTIER
Registration Number:	1129348	HAMMERHEAD
Registration Number:	3982433	HOT SET
Registration Number:	3846999	IDROIDS
Registration Number:	3964026	IDROIDSMANIA
Serial Number:	77887958	IMOCAP
Registration Number:	2598202	JABBA THE HUTT
Registration Number:	2802767	JANGO FETT
Registration Number:	2559055	JAR JAR BINKS
Registration Number:	2488922	JAR JAR'S JOURNEY
Registration Number:	2858244	JEDI
Registration Number:	2595365	JEDI
Registration Number:	2235263	JEDI KNIGHT
Registration Number:	1134730	JEDI KNIGHT
Registration Number:	2897675	
Registration Number:	2478579	JEDI POWER BATTLES
Registration Number:	3237942	JUMP TO LIGHTSPEED
Registration Number:	2823910	KNIGHTS OF THE OLD REPUBLIC
Registration Number:	3230546	KOTOR
Registration Number:	1126220	LIGHTSABER
Registration Number:	2772052	LIGHTSABER
Registration Number:	3618320	
Registration Number:	3618321	

	2454916	LUKE SKYWALKER
Registration Number:	2791542	MACE WINDU
Serial Number:	77590835	MANIAC MANSION
Registration Number:	2450785	MILLENNIUM FALCON
Registration Number:	2556270	NABOO
Registration Number:	2589298	OBI-WAN
Registration Number:	2556268	OBI-WAN KENOBI
Serial Number:	85681799	
Registration Number:	4150396	THE OLD REPUBLIC
Registration Number:	2649752	THE PHANTOM MENACE
Registration Number:	2480366	THE PHANTOM MENACE
Registration Number:	2428899	PIT DROIDS
Registration Number:	2550226	QUI-GON JINN
Registration Number:	3555321	QUINLAN VOS
Registration Number:	2402326	R2-D2
Serial Number:	73450694	R2-D2
Registration Number:	3739729	
Registration Number:	2787215	RACER REVENGE
Registration Number:	1877727	REBEL ASSAULT
Registration Number:	3662015	
Registration Number:	3538577	REVENGE OF THE SITH
Registration Number:	2840876	ROGUE LEADER
Registration Number:	2356054	ROGUE SQUADRON
Registration Number:	2574002	SEBULBA
Registration Number:	1349664	SEE-THREEPIO (C-3PO)
Registration Number:	2556272	SENATOR PALPATINE
Registration Number:	2776153	SHAAK TI
Registration Number:	2625341	SITH
Registration Number:	3541773	SITH
Registration Number:	3143010	THE SITH LORDS
Registration Number:	3628759	THE SQUAD IS YOUR WEAPON
Registration Number:	2220076	STAR WARS
Registration Number:	2302499	STAR WARS
Registration Number:	2487816	STAR WARS
Registration Number:	1308747	STAR WARS

	73451233	STAR WARS
Registration Number:	2487818	STAR WARS
Registration Number:	1349713	STAR WARS
Registration Number:	1294655	STAR WARS
Registration Number:	3301078	STAR WARS
Serial Number:	73149856	STAR WARS
Registration Number:	1127229	STAR WARS
Registration Number:	3421906	STAR WARS
Serial Number:	85613835	STAR WARS 1313
Registration Number:	3030495	STAR WARS BATTLEFRONT
Registration Number:	3598834	STAR WARS BOUNTY HUNTER
Serial Number:	85238338	STAR WARS DETOURS
Registration Number:	3209641	STAR WARS EMPIRE AT WAR
Registration Number:	2792264	STAR WARS GALACTIC BATTLEFIELDS
Registration Number:	2820245	STAR WARS GALACTIC BATTLEFIELDS
Registration Number:	2807116	STAR WARS GALAXIES
Registration Number:	2817977	STAR WARS GALAXIES
Registration Number:	3474056	STAR WARS LETHAL ALLIANCE
Registration Number:	2366993	STAR WARS REBELLION
Registration Number:	3030496	STAR WARS REPUBLIC COMMANDO
Registration Number:	2843398	STAR WARS STARFIGHTER
Registration Number:	3729175	STAR WARS THE CLONE WARS
Registration Number:	4150395	STAR WARS THE OLD REPUBLIC
Serial Number:	85711618	STAR WARS:FIRST ASSAULT
Registration Number:	4218293	STARFIGHTER
Serial Number:	85037152	STARFIGHTER
Registration Number:	3921180	STORMTROOPER
Registration Number:	3443880	
Registration Number:	3646332	
Registration Number:	3443881	
Registration Number:	3646804	
Registration Number:	4289274	SWTOR
Registration Number:	2769612	TAUN WE
Registration Number:	3270346	THRILLVILLE
Registration Number:	1989011	TIE FIGHTER

	4257819	
Serial Number:	85666140	TOR
Registration Number:	1119345	TUSKEN RAIDER
Registration Number:	3720037	VADER
Registration Number:	2540706	WATTO
Registration Number:	3596493	WOOKIEE
Registration Number:	2562185	X-WING
Serial Number:	74517092	X-WING
Registration Number:	4257159	
Registration Number:	2247400	YODA
Registration Number:	2540705	YODA
Serial Number:	73386645	YODA
Registration Number:	2840629	ZAM WESELL

**CORRESPONDENCE DATA**

Fax Number: 8188486424  
*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  
 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:	06/10/2013

Total Attachments: 2  
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State of California Secretary of State

1511029 out

Limited Liability Company Articles of Organization - Conversion

LLC-1A File #

FILED In the Office of the Secretary of State of the State of California

NOV 30 2012 This Space For Filing Use Only

IMPORTANT - Read all instructions before completing this form.

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 Entertainment Company 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 [x] ALL LIMITED LIABILITY COMPANY MEMBER(S)

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

One Letterman Drive, Bldg. B San Francisco CA 94129

5. NAME OF AGENT FOR SERVICE OF PROCESS (Item 5: Enter the name of the agent for service of process. This 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 CITY STATE ZIP CODE

One Letterman Drive, Bldg. B San Francisco CA 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 Entertainment Company Ltd.

9. FORM OF ENTITY

Corporation

10. JURISDICTION

California

11. CA SECRETARY OF STATE FILE NUMBER, IF ANY

C1511029

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 EQUALLED 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. Class A Common Stock - 8 Shares Outstanding. Class B Common Stock - 8 Shares Outstanding. Series A Preferred Stock - 10,000,000 Shares Outstanding. Stock class 501.

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.

November 30, 2012

DATE

SIGNATURE OF AUTHORIZED PERSON

Steve Condiotti, Vice President

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

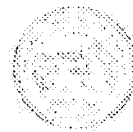
SIGNATURE OF AUTHORIZED PERSON

Steve Condiotti, Treasurer

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

LLC-1A (REV. 04/2010)

APPROVED BY SECRETARY OF STATE



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

DEC 18 2012 NP

Date: \_\_\_\_\_

*John Brown*

JOHN BROWN, Secretary of State

**TRADEMARK**