

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion from a corporation into a limited liability company		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
magazines.com, Inc.		11/20/2006	CORPORATION:

RECEIVING PARTY DATA	
Name:	magazines.com, LLC
Street Address:	325 Seaboard Lane
Internal Address:	Suite 150
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	3057694	BLOG MAGAZINE
Registration Number:	2757669	GARDENING MAGAZINE CLUB
Registration Number:	2592489	INSTANT START
Serial Number:	76011222	INTERACTIVE NEWSSTAND
Registration Number:	2604458	MAGAZINES.COM
Registration Number:	2548808	MAGAZINES.COM
Registration Number:	3091628	MAGAZINE BLOG
Registration Number:	2336839	MAGAZINE-OF-THE-MONTH CLUB
Serial Number:	78596085	MONORAIL
Registration Number:	2269355	MONORAIL
Registration Number:	2307445	N2MAGAZINES.COM
Registration Number:	2339422	NEWSLETTER-OF-THE-MONTH CLUB
Registration Number:	2709959	READY, SET, GO

CH \$365.00 3057694

Registration Number: 2307388 N2MAGAZINES.COM

CORRESPONDENCE DATA

Fax Number: (615)259-1470

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 615-259-1308

Email: haverly.rauen@arlaw.com

Correspondent Name: Haverly A. Rauen

Address Line 1: 424 Church Street

Address Line 2: Suite 2800

Address Line 4: Nashville, TENNESSEE 37219

ATTORNEY DOCKET NUMBER: 611782-1

NAME OF SUBMITTER: Haverly A. Rauen

Signature: /haverly a. rauen/

Date: 05/21/2007

Total Attachments: 2

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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 "MAGAZINES.COM, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MAGAZINES.COM, INC." TO "MAGAZINES.COM, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2006, AT 3:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2006, AT 1:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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061065289

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5214158

DATE: 11-21-06

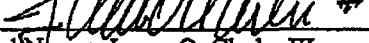
TRADEMARK
REEL: 003546 FRAME: 0263

**CERTIFICATE OF CONVERSION
OF MAGAZINES.COM, INC.
TO A DELAWARE LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 18-214 of the Delaware Limited Liability Company Act (the "Act"), Magazines.com, Inc., a Delaware corporation (the "Corporation"), hereby adopts the following Certificate of Conversion for the purpose of converting the Corporation into a limited liability company to be governed by and existing under the laws of the State of Delaware.

1. The Corporation was incorporated in the State of Delaware on December 16, 1999 under the name magazines.com Inc.
2. The Corporation's jurisdiction of incorporation immediately prior to the filing of this Certificate of Conversion is Delaware and the name of the Corporation immediately prior to the filing of this Certificate of Conversion is Magazines.com, Inc.
3. The name of the limited liability company as set forth in its Certificate of Formation is Magazines.com, LLC.
4. The conversion to a limited liability company shall be effective as of 1:01 a.m., Eastern Standard Time, on November 25, 2006.

IN WITNESS WHEREOF, this Certificate of Conversion has been executed by the undersigned this 20th day of November, 2006.

By: 
Printed Name: James O. Clarke III
Title: Authorized Person and CEO and President
of Magazines.com, Inc.

336671.07 7126-0003

*State of Delaware
Secretary of State
Division of Corporations
Delivered 03:47 PM 11/20/2006
FILED 03:08 PM 11/20/2006
SRV 061065289 - 3139064 FILE*