

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Schoology LLC		03/29/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Schoology, Inc.		
Street Address:	80 Broad Street, Suite 502		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10004		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3752806	SCHOOLGY	
CORRESPONDENCE DATA			
Fax Number:	(312)460-7577		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-460-5577		
Email:	jsutherland@seyfarth.com		
Correspondent Name:	Julia K. Sutherland		
Address Line 1:	131 South Dearborn St., Suite 2400		
Address Line 4:	Chicago, ILLINOIS 60610		
ATTORNEY DOCKET NUMBER:	69097-000001		
NAME OF SUBMITTER:	Julia K. Sutherland		
Signature:	/Julia K. Sutherland/		
Date:	04/14/2010		

CH \$40.00 3752806

Total Attachments: 2

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Delaware

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The First State

I, JEFFREY W. BULLOCK, 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 LIABILITY COMPANY UNDER THE NAME OF "SCHOOLOGY LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SCHOOLOGY LLC" TO "SCHOOLOGY, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2010, AT 3:32 O'CLOCK P.M.


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

4409950 8100V

100327692

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7899940

DATE: 03-30-10

TRADEMARK
REEL: 004185 FRAME: 0565

SCHOOLGY, INC.
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION

Pursuant to Section 18-216 of the Delaware Limited Liability Company Act and
Section 265 of the Delaware General Corporation Law

- FIRST: Schoology LLC was first formed on August 20, 2007 in the State of Delaware. Its jurisdiction immediately prior to its conversion to a domestic corporation hereunder was Delaware.
- SECOND: The name of the other entity immediately prior to the filing of this Certificate of Conversion was Schoology LLC.
- THIRD The name of the corporation as set forth in its Certificate of Incorporation filed in accordance with subsection (b) of Section 265 of the Delaware General Corporation Law is Schoology, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the 29 day of March, 2010.



Jeremy Neil Friedman
Managing Member of Schoology LLC