

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion to a Limited Partnership

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Traxis Partners LLC		09/20/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Traxis Partners LP
Composed Of:	COMPOSED OF Traxis Partners GP LLC, General Partner
Street Address:	600 Fifth Avenue, 26th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10020
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3067360	TRAXIS PARTNERS
Registration Number:	2951337	TRAXIS FUND LP
Registration Number:	2951336	TRAXISPARTNERS
Registration Number:	2951335	TRAXIS FUND ONSHORE LP
Registration Number:	2932742	TRAXIS PARTNERS
Registration Number:	3007795	TRAXIS FUND OFFSHORE LP
Registration Number:	2951334	TRAXIS PARTNERS LLC

CORRESPONDENCE DATA

Fax Number: (860)251-5311
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 860-251-5177
 Email: tdickman@goodwin.com
 Correspondent Name: Tasha Dickman, Paralegal Assistant

OP \$190.00 3067360

Address Line 1: One Constitution Plaza
Address Line 2: Shipman & Goodwin LLP
Address Line 4: Hartford, CONNECTICUT 06103-1919

ATTORNEY DOCKET NUMBER:	65355-04
NAME OF SUBMITTER:	Tasha Dickman
Signature:	/Tasha Dickman/
Date:	08/25/2010

Total Attachments: 4

source=Traxis Partners - Conversion LLC to LP8-24-10#page1.tif
source=Traxis Partners - Conversion LLC to LP8-24-10#page2.tif
source=Traxis Partners - Conversion LLC to LP8-24-10#page3.tif
source=Traxis Partners - Conversion LLC to LP8-24-10#page4.tif

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 LIABILITY COMPANY UNDER THE NAME OF "TRAXIS PARTNERS LLC" TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "TRAXIS PARTNERS LLC" TO "TRAXIS PARTNERS LP", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2007, AT 7:49 O'CLOCK P.M.

3354862 8100V

071038272



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6017879

DATE: 09-21-07

TRADEMARK
REEL: 004266 FRAME: 0623

TRAXIS PARTNERS LLC

CERTIFICATE OF CONVERSION

TO A LIMITED PARTNERSHIP

This Certificate of Conversion to a Limited Partnership by Traxis Partners LLC dated September 20, 2007, is being duly executed and filed by the general partner under the Delaware Revised Uniform Limited Partnership Act (6 Del C. § 17-217 et seq.).

The undersigned, being duly authorized to execute and file this Certificate of Conversion to a Limited Partnership, hereby certifies that:

FIRST: The jurisdiction where the Limited Liability Company formed is Delaware.

SECOND: The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.

THIRD: The date that the Limited Liability Company formed is February 9, 2001.

FOURTH: The name of the Limited Liability Company immediately prior to filing this Certificate of Conversion is Traxis Partners LLC.

FIFTH: The name of the Limited Partnership as set forth in the Certificate of Limited Partnership is Traxis Partners LP.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of the day and year first written above.

Traxis Partners GP LLC
its General Partner

By: /s/ Patrick DeGraca
Name: Patrick DeGraca
Title: Authorized Person

Delaware

PAGE 2

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 CERTIFICATE OF LIMITED PARTNERSHIP OF "TRAXIS PARTNERS LP" FILED IN THIS OFFICE ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2007, AT 7:49 O'CLOCK P.M.

3354862 8100V

071038272



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6017879

DATE: 09-21-07

TRADEMARK
REEL: 004266 FRAME: 0625

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TRAXIS PARTNERS LP

This Certificate of Limited Partnership of Traxis Partners LP (the "Partnership"), dated as of September 20, 2007, is being duly executed and filed by Traxis Partners GP LLC as the general partner of the Partnership (the "General Partner"), to form a limited partnership pursuant to Section 17-201 of the Delaware Revised Uniform Limited Partnership Act.

FIRST: The name of the limited partnership formed hereby is Traxis Partners LP.

SECOND: The address of the registered office of the Partnership in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

THIRD: The name and address of the registered agent for service of process on the Partnership in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

FOURTH: The name and business address of the General Partner of the Partnership is Traxis Partners GP LLC, 600 Fifth Avenue, 20th Floor, New York, New York 10020.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the date first above written.

GENERAL PARTNER:

TRAXIS PARTNERS GP LLC

By: /s/ Patrick DeGraca
Name: Patrick DeGraca
Title: Authorized Person