

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|-------------------------------------|--------------------------|-----------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Teaching Strategies, Inc. | | 02/03/2012 | CORPORATION: DISTRICT OF COLUMBIA |
| RECEIVING PARTY DATA | | | |
| Name: | Teaching Strategies, LLC | | |
| Street Address: | 7101 Wisconsin Avenue | | |
| Internal Address: | Suite 700 | | |
| City: | Bethesda | | |
| State/Country: | MARYLAND | | |
| Postal Code: | 20814 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 8 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 85276109 | BECAUSE PARENTING COUNTS | |
| Serial Number: | 77803070 | PARENTING COUNTS | |
| Serial Number: | 78462394 | PARENTING COUNTS | |
| Serial Number: | 77672295 | PARENTING COUNTS | |
| Serial Number: | 78488088 | PARENTING COUNTS | |
| Serial Number: | 78501441 | PARENTING COUNTS | |
| Serial Number: | 78501445 | PARENTING COUNTS | |
| Serial Number: | 77723017 | EMOTION COACHING | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (414)298-8097 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 4142981000 | | |

CH \$215.00 85276109

Email: tmadmin@reinhardtllaw.com
Correspondent Name: Michele Dietz
Address Line 1: 1000 North Water Street
Address Line 2: Suite 1800
Address Line 4: Milwaukee, WISCONSIN 53202

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|--------------------|---------------|
| NAME OF SUBMITTER: | Michele Dietz |
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|------------|-------|
| Signature: | /MLD/ |
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| Date: | 03/30/2012 |
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| Total Attachments: 2 source=Teaching Strategies Name Change Document#page1.tif source=Teaching Strategies Name Change Document#page2.tif |
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Delaware

PAGE 1

The First State

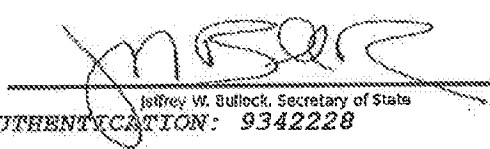
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DISTRICT OF COLUMBIA CORPORATION UNDER THE NAME OF "TEACHING STRATEGIES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TEACHING STRATEGIES, INC." TO "TEACHING STRATEGIES, LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 2012, AT 12:17 O'CLOCK P.M.

5104753 8100V

120121088

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9342228

DATE: 02-03-12

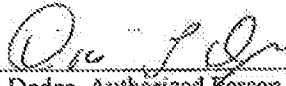
TRADEMARK
REEL: 004748 FRAME: 0725

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:23 PM 02/03/2012
FILED 12:17 PM 02/03/2012
SRV 120121088 - 5104763 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the corporation was first formed is the District of Columbia.
- 2.) The jurisdiction immediately prior to filing this Certificate is the District of Columbia.
- 3.) The date the corporation was first formed is May 5, 1988.
- 4.) The name of the corporation immediately prior to filing this Certificate is Teaching Strategies, Inc.
- 5.) The name of the limited liability company as set forth in the Certificate of Formation is Teaching Strategies, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
on the 3rd day of February, 2012


Diane Dodge, Authorized Person

2885386-1