

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
2TOR, Inc.		10/11/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	2U, Inc.
Street Address:	8201 Corporate Drive
Internal Address:	Suite 900
City:	Landover
State/Country:	MARYLAND
Postal Code:	20785
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9		
Property Type	Number	Word Mark
Serial Number:	85610564	YEAR ONLINE
Serial Number:	85610506	SEMESTER ONLINE
Registration Number:	3961091	GREAT UNIVERSITIES UNLEASHED
Serial Number:	77708287	YEAR ONLINE
Serial Number:	77708282	SEMESTER ONLINE
Registration Number:	3865553	MY TEACHER HERO
Registration Number:	3698219	A UNIVERSITY'S BEST FRIEND
Registration Number:	3698218	A GREAT UNIVERSITY'S BEST FRIEND
Registration Number:	3693925	2TOR

CORRESPONDENCE DATA	
Fax Number:	2155683439
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	(215) 568-3100

CH \$240.00 85610564

Email: trademarks@woodcock.com
Correspondent Name: Denise I. Mroz, Woodcock Washburn LLP
Address Line 1: 2929 Arch Street
Address Line 2: Cira Centre, 12th Floor
Address Line 4: Philadelphia, PENNSYLVANIA 19104-2891

ATTORNEY DOCKET NUMBER:	2TOR-0008
NAME OF SUBMITTER:	Denise I. Mroz
Signature:	/Denise I. Mroz/
Date:	10/18/2012

Total Attachments: 3
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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "2TOR, INC.", CHANGING ITS NAME FROM "2TOR, INC." TO "2U, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2012, AT 4:07 O'CLOCK P.M.

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

4527983 8100

121121018

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9911876

DATE: 10-12-12

TRADEMARK
REEL: 004883 FRAME: 0624

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
2TOR, INC.**

2TOR, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The name of the corporation is **2TOR, INC.**

SECOND: The date of the filing of the original Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware was April 2, 2008 under the name 2Tor Inc. and was last amended and restated by the Sixth Amended and Restated Certificate of Incorporation filed with the Secretary of the State of Delaware on April 3, 2012.

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending the Corporation's Amended and Restated Certificate of Incorporation as follows:

Article I will be amended to read in its entirety as follows:


"The name of this corporation is **2U, INC.** (the "*Corporation*")."

FOURTH: The amendment of the Amended and Restated Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

[SIGNATURE PAGE FOLLOWS]

The undersigned authorized officer of 2tor, Inc. has caused this Certificate of Amendment to be signed this 11th day of October, 2012.

2TOR, INC.

By 
Christopher Paucek
Chief Executive Officer and President