

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
The Collegiate Licensing Company		01/01/2013	CORPORATION: GEORGIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Collegiate Licensing Company, LLC		
<b>Street Address:</b>	1075 Peachtree Street, Suite 3300		
<b>City:</b>	Atlanta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30309		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: GEORGIA		
<b>PROPERTY NUMBERS Total: 27</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1578038	OFFICIALLY LICENSED COLLEGIATE PRODUCTS	
Registration Number:	1891318	THE COLLEGIATE LICENSING COMPANY	
Registration Number:	1891319	CLC	
Registration Number:	2043579	MORE THAN A LABEL	
Registration Number:	2059117	MORE THAN A LABEL OFFICIALLY LICENSED COLLEGIATE PRODUCTS	
Registration Number:	2071504	COLLEGIATE LICENSING COMPANY CLC	
Registration Number:	2607892	ICLC	
Registration Number:	3163116	COLLEGE VAULT	
Registration Number:	3221094	OFFICIALLY LICENSED COLLEGIATE PRODUCTS	
Registration Number:	3190259	COLLEGE COLORS DAY	
Registration Number:	2983676	THE YARD HBCU	
Registration Number:	2985892	THE YARD HBCU	
Serial Number:	77147331	H HOMECOMING	
Serial Number:	77374315	CHOOSE YOUR U	

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**TRADEMARK**

Registration Number:	2730556	THE COLLEGIATE EXCHANGE
Serial Number:	78634049	TEAMMATE
Registration Number:	3687577	THE QUAD
Serial Number:	78804620	THE QUAD
Registration Number:	3240935	COLLEGE COLORS DAY CLASSIC
Registration Number:	4091998	SECTION 101
Serial Number:	85525624	TWILIGHT & REASON
Serial Number:	85611551	STUDENT SECTION
Serial Number:	85764658	COLLEGE COLORS DAY
Serial Number:	85764674	CONNECTING PASSIONATE FANS TO COLLEGE BRANDS
Serial Number:	85492362	I COLLEGE HOOPS
Serial Number:	85507398	SATURDAYS SINCE
Serial Number:	85677549	SATURDAY RITUAL

**CORRESPONDENCE DATA**

Fax Number: 7709554491

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 770-956-0520

Email: mbridges@clc.com

Correspondent Name: Maria Bridges, Collegiate Licensing Co

Address Line 1: 1075 Peachtree St, Suite 3300

Address Line 4: Atlanta, GEORGIA 30309

NAME OF SUBMITTER:	Cory Moss
Signature:	/Cory Moss/
Date:	02/01/2013

**Total Attachments: 4**

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# STATE OF GEORGIA

**Secretary of State**  
**Corporations Division**  
**313 West Tower**  
**2 Martin Luther King, Jr. Drive**  
**Atlanta, Georgia 30334-1530**

## CERTIFICATE OF CONVERSION

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on **01/01/2013** converting

**COLLEGIATE LICENSING COMPANY**  
a Domestic Profit Corporation

to

**COLLEGIATE LICENSING COMPANY, LLC**  
a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on January 1, 2013



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp  
Secretary of State


**CERTIFICATE OF CONVERSION  
OF A CORPORATION  
TO A LIMITED LIABILITY COMPANY**

Collegiate Licensing Company, a Georgia corporation hereby elects to convert to a limited liability company pursuant to the provisions of Section 14-11-212 of the Official Code of Georgia Annotated and Section 14-2-1109.1 of the Official Code of Georgia Annotated, as amended, by filing this Certificate of Conversion and the attached articles of organization.

1. The name of the corporation making the election to become a limited liability company is **Collegiate Licensing Company**, a Georgia corporation.
2. Collegiate Licensing Company elects to become a Georgia limited liability company under the name: **Collegiate Licensing Company, LLC**.
3. The election by Collegiate Licensing Company to become a limited liability company shall be effective on **January 1, 2013**.
4. The election of Collegiate Licensing Company to become a limited liability company has been approved by the Board of Directors and Sole Shareholder of Collegiate Licensing Company as required by Section 14-2-1109.1 of the Official Code of Georgia Annotated.
5. Filed with this Certificate of Conversion are articles of organization in the form required by Section 14-11-204 of the Official Code of Georgia Annotated, that set forth a name for the limited liability company that satisfies the requirements of Section 14-11-207 of the Official Code of Georgia Annotated, and that shall be the articles of organization of the limited liability company formed pursuant to this election unless or until modified in accordance with the Georgia Limited Liability Company Act.
6. The sole shareholder of Collegiate Licensing Company shall receive one membership unit in Collegiate Licensing Company, LLC for each share of capital stock of Collegiate Licensing Company, LLC owned by the sole shareholder.

COLLEGIATE LICENSING COMPANY

By: \_\_\_\_\_

  
John H. Raleigh, Senior Vice President

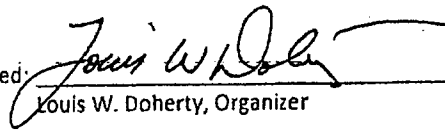
ARTICLES OF ORGANIZATION  
OF  
COLLEGIATE LICENSING COMPANY, LLC

I.

The name of the Limited Liability Company is: Collegiate Licensing Company, LLC

This December 21, 2012.

Signed:



Louis W. Doherty, Organizer

2012 DEC 26 AM 11:37  
CORPORATIONS DIVISION



Brian P. Kemp  
Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION  
237 Coliseum Drive  
Macon, Georgia 31217-3858  
(404) 656-2817

Registered agent, officer, entity status information via the Internet  
sos.georgia.gov/corporations

TRANSMITTAL INFORMATION  
GEORGIA LIMITED LIABILITY COMPANY

**IMPORTANT**

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: manu.nathan@imgworld.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	LLC Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank) Collegiate Licensing Company, LLC LLC Name (List exactly as it appears in articles)				
2.	Pattie Hardy				404-888-6488
	Name of person filing articles (certificate will be mailed to this person, at address below)			Telephone Number	
	1201 Peachtree Street, NE, Suite 1240				
	Address				
	Atlanta	GA	30361		
	City	State	Zip Code		
3.	1075 Peachtree Street, Suite 3300				
	Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box)				
	Atlanta	GA	30339		
	City	State	Zip Code		
4.	CT Corporation System				
	Name of LLC's Registered Agent in Georgia				
	1201 Peachtree Street, N.E.				
	Registered Office Street Address of LLC in Georgia (Post office box or mail drop not acceptable for registered office address)				
	Atlanta	Atlanta	GA	30339	
	City	County	State	Zip Code	
5.	Name and Address of each organizer (Attach additional sheets if necessary)				
	Louis W. Doherty	540 North Trade Street	Winston-Salem	NC	27101
	Organizer	Address	City	State	Zip Code
	Organizer	Address	City	State	Zip Code
6.	Mail the following items to the Secretary of State at the above address:				
	1) This transmittal form				
	2) Original and one copy of the Articles of Organization				
	3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.				
		Louis W. Doherty			December 21, 2012
	Member, Manager, Organizer or Attorney-in-fact (Circle one)	Authorized Signature			Date
	Request certificates and obtain entity information via the Internet: sos.georgia.gov/corporations				

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