

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Change of Entity State of Incorporation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Connolly, LLC		12/31/2013	LIMITED LIABILITY COMPANY: GEORGIA

RECEIVING PARTY DATA

Name:	Connolly, LLC
Street Address:	50 Danbury Road
City:	Wilton
State/Country:	CONNECTICUT
Postal Code:	06897
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3321720	BEYOND EXPECTATION
Registration Number:	3733592	CONNOLLY
Registration Number:	3743973	CONNOLLY HEALTHCARE
Registration Number:	3314788	DECIPHER
Registration Number:	3314787	RETRIEVER
Registration Number:	3030049	SPENDGUARD
Serial Number:	85684859	CONNOLLYCONNECT
Registration Number:	4292405	DISCOVERY CONNECT
Registration Number:	4333970	POWERBARS
Serial Number:	85640937	CONNOLLY INSIGHT

CORRESPONDENCE DATA

Fax Number: 2027995000

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

OP \$265.00 3321720

via US Mail.

Phone: 2027994000
Email: alberto.zacapa@dlapiper.com
Correspondent Name: Ryan Compton, DLA Piper LLP (US)
Address Line 1: 500 Eighth Street, NW
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	586707-000014
NAME OF SUBMITTER:	Ryan C. Compton
Signature:	/Ryan C. Compton/
Date:	01/17/2014

Total Attachments: 9

source=Georgia - Certificate of Conversion of Connolly, LLC into a Delaware LLC#page1.tif
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source=Georgia - Certificate of Conversion of Connolly, LLC into a Delaware LLC#page3.tif
source=Georgia - Certificate of Conversion of Connolly, LLC into a Delaware LLC#page4.tif
source=Delaware - copy of conversion certificate and new certificate of incorporation for Connolly, LLC#page1.tif
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STATE OF GEORGIA

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

CERTIFICATE OF CONVERSION

I, **Brian P. Kemp**, The Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that a CERTIFICATE OF CONVERSION has been filed on **December 26, 2013**, effective as of **December 31, 2013, 11:59 p.m.** converting

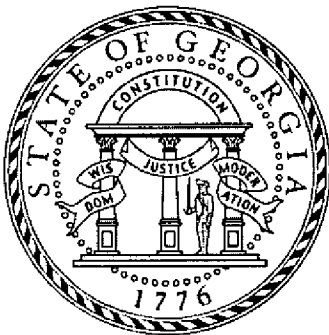
CONNOLLY, LLC
a **Limited Liability Company**

to

CONNOLLY, LLC
a **Delaware 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 December 31, 2013



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

Brian P. Kemp
Secretary of State

Tracking #: OTdfRC6u

CERTIFICATE OF CONVERSION
FROM A GEORGIA LIMITED LIABILITY COMPANY
TO A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 14-11-906
OF THE GEORGIA CODE


1. The name of the Georgia limited liability company that is being converted is Connolly, LLC.
2. Connolly, LLC, a Georgia limited liability company, is being converted to a Delaware limited liability company with the name Connolly, LLC.
3. This Certificate of Conversion will be effective on December 31, 2013 at 11:59 p.m. eastern time.
4. The Plan of Conversion has been approved as required by subsection (c) of Section 14-11-906 of the Georgia Code.
5. The authority of the registered agent of Connolly, LLC to accept service on its behalf is revoked as of the effective time of the conversion and the Secretary of State is irrevocably appointed as the agent for service of process on the resulting entity in any proceeding to enforce an obligation of the limited liability company arising prior to the effective time of such conversion, including the rights, if any of dissenting members.
6. Any process served on the Secretary of State of Georgia under Paragraph 5 may be mailed to: 50 Danbury Road, Wilton, CT 06897.
7. The Secretary of State will be notified of any change in the resulting entity's mailing address.

[Signature Page Follows]

US_ACTIVE-115682160.2

CONNOLLY, LLC

By: HELIOS HOLDING, INC., sole
Member and Manager

By: 
Name: Bob Olefsen
Title: Secretary

[Signature page to Certificate of Conversion – GA]



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
227 Columbus Drive
Macon, Georgia 31217
(404) 858-2817

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

APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR FOREIGN LIMITED LIABILITY COMPANY

2311 DEC 26 AM 11:20

SECRETARY OF STATE
CORPORATIONS DIVISION

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: _____

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

1.	Company, LLC Limited Liability Company Name upon filing	Name Reservation Number (Optional)
Date Business Commenced (Or Proposed) in Georgia (NOTE: If the date provided here is more than 30 days prior to the date the application is received by the Secretary of State, a \$1000 penalty must be paid; penalty is statutory and cannot be waived by Secretary of State.)		
2.	Carol Saltes - Reed Smith, LLP Name of filing person (certificates will be mailed to this person, at address below) 225 Fifth Avenue Address	Pittsburgh City
		Telephone Number PA 13872 State Zip Code
3.	Delaware Jurisdiction (Name state/country)	Date of Organization in home state
4.	50 Danbury Road Address of Principal Place of Business	Wilton CT 06897 City State Zip Code
5.	CT Corporation System Name of Registered Agent in Georgia 1201 Peachtree Street, N.E. Registered Office Street Address in Georgia (Post office box or mail drop not acceptable for registered office address)	Atlanta Fulton GA 30361 City County State Zip Code
6.	Helix Holding, Inc., 50 Danbury Road Manager's Name & Address (Person with responsibility for maintaining records)	Wilton CT 06897 City State Zip Code
7.	50 Danbury Road Address Where Limited Liability Company Records Are Maintained	Wilton CT 06897 City State Zip Code
8.	<p>NOTICE: Mail or deliver an original and one copy of this form and the filing fee of \$225.00 to the Secretary of State at the above address. Filing fees are NON-refundable.</p> <p>This application is signed by a person duly authorized to sign such instruments by the laws of the jurisdiction under which the foreign limited liability company is organized. The foreign limited liability company undertakes to keep its records at the address shown in #7 above until the registration in Georgia is canceled or withdrawn. The foreign limited liability company, in accordance with Title 14 of the Official Code of Georgia Annotated, appoints the Secretary of State as agent for service of process if no agent has been appointed in Georgia or, if appointed, the agent's authority has been revoked or the agent cannot be found or served by the exercise of reasonable diligence.</p> <p><i>Carol Saltes</i> Authorized Signature</p> <p>12/19/13 Date</p> <p>Request certificates and obtain entity information via the Internet: http://www.ga.gov/corporations</p>	

FORM 241

GAOS 1 - 04/12/013 Wilson River Drive

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 GEORGIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "CONNOLLY, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2013, AT 11:32 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.

5455975 8100V

131475985



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1014067

DATE: 12-26-13

TRADEMARK
REEL: 005196 FRAME: 0547


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

1. The jurisdiction where the Non-Delaware Limited Liability Company first formed is Georgia.
2. The jurisdiction immediately prior to filing this Certificate is Georgia.
3. The date the Non-Delaware Limited Liability Company first formed is July 24, 2012.
4. The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Connolly, LLC.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Connolly, LLC.
6. This Certificate of Conversion shall be effective at 11:59 p.m. eastern time on December 31, 2013.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 19
day of December, 2013.

CONNOLLY, LLC

By: 
Name: Jon Olefer
Title: Authorized Person

[Signature page to Certificate of Conversion - DE]

Delaware

PAGE 2

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 CERTIFICATE OF FORMATION OF "CONNOLLY, LLC" FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2013, AT 11:32 O'CLOCK A.M.

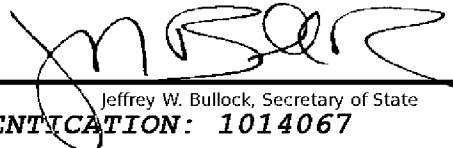
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 11:59 O'CLOCK P.M.

5455975 8100V

131475985



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1014067

DATE: 12-26-13

TRADEMARK
REEL: 005196 FRAME: 0550

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

• First: The name of the limited liability company is Connolly, LLC

• Second: The address of its registered office in the State of Delaware is _____
1209 Orange Street in the City of Wilmington
Zip Code 19801

The name of its Registered agent at such address is _____
The Corporation Trust Company

• Third: (Insert any other matters the members determine to include herein.)

This Certificate of Formation shall be effective at 11:59
p.m. eastern time on December 31, 2013.

In Witness Whereof, the undersigned have executed this Certificate of Formation this
19 day of December, 2013

By: [Signature]
Authorized Person(s)

Name: Jon Okeford
Typed or Printed