

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cable Holdings, LLC		12/31/2013	LIMITED LIABILITY COMPANY: MINNESOTA

RECEIVING PARTY DATA

Name:	ITT Educational Services, Inc.
Street Address:	13000 North Meridian Street
City:	Carmel
State/Country:	INDIANA
Postal Code:	46032
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	85950452	ON-DEMAND LEARNING

CORRESPONDENCE DATA

Fax Number: 3176377561
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 3176343456
 Email: docketdept@uspatent.com
 Correspondent Name: James M. Durlacher
 Address Line 1: 111 Monument Circle, Suite 3700
 Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER:	8300-41
NAME OF SUBMITTER:	Gail Mercer, Legal Assistant

Signature:	/Gail Mercer/
Date:	02/28/2014
Total Attachments: 2 source=8300-41 certificate of merger#page1.tif source=8300-41 certificate of merger#page2.tif	

STATE OF DELAWARE
CERTIFICATE OF MERGER
of
CABLE HOLDINGS, LLC
(a foreign limited liability company)
and
ITT EDUCATIONAL SERVICES, INC.
(a domestic corporation)

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST, the name of the surviving corporation is ITT Educational Services, Inc., a Delaware corporation, and the name of the limited liability company being merged into this surviving corporation is Cable Holdings, LLC, a Minnesota limited liability company.

SECOND, the Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD, the name of the surviving corporation is ITT Educational Services, Inc.

FOURTH, the merger is to become effective at 12:01 a.m. (Central Standard Time) on January 1, 2014.

FIFTH, the Agreement and Plan of Merger is on file at 13000 North Meridian Street, Carmel, Indiana 46032, the place of business of the surviving corporation .

SIXTH, a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH, the Restated Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

*[Remainder of page intentionally left blank;
signature page to follow.]*

[Signature page to Certificate of Merger]

IN WITNESS WHEREOF, ITT Educational Services, Inc., has caused this certificate to be signed by an authorized officer, the 31st day of December, 2013.

By:


Kevin M. Modany

Chairman and Chief Executive Officer