

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM304338

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Optimal, Inc.		12/31/2013	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Optimal, LLC		
<b>Street Address:</b>	100 Bush Street		
<b>Internal Address:</b>	Suite 780		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94104		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4022867	OPTIM.AL	
<b>Registration Number:</b>	4022206	XA.NET	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2128594000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	212-859-8000		
<b>Email:</b>	teas@ffhsj.com,jason.greenberg@friedfrank.com		
<b>Correspondent Name:</b>	Jason Greenberg		
<b>Address Line 1:</b>	One New York Plaza		
<b>Address Line 2:</b>	Fried Frank LLP		
<b>Address Line 4:</b>	New York, NEW YORK 10004		
<b>ATTORNEY DOCKET NUMBER:</b>	10026-337 GREENBERG		
<b>NAME OF SUBMITTER:</b>	Jason Greenberg		
<b>SIGNATURE:</b>	/JG/		
<b>DATE SIGNED:</b>	05/13/2014		
<b>Total Attachments: 6</b>			
source=Step 3 - Certificate of Conversion - Certificate of Formation#page1.tif			
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**TRADEMARK**

**REEL: 005278 FRAME: 0971**

# Delaware

PAGE 1

*The First State*

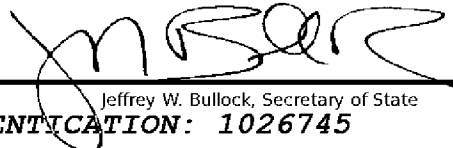
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "OPTIMAL, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "OPTIMAL, INC." TO "OPTIMAL, LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 3:50 O'CLOCK P.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 6 O'CLOCK P.M.

4593250 8100V

131495741



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1026745

DATE: 01-02-14

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 005278 FRAME: 0972

CERTIFICATE OF CONVERSION  
TO LIMITED LIABILITY COMPANY  
OF  
Optimal, Inc.  
TO  
Optimal, LLC

December 31, 2013

This Certificate of Conversion to Limited Liability Company, dated as of December 31, 2013, has been duly executed and is being filed by Optimal, Inc., a Delaware corporation (the "Corporation"), to convert the Corporation to Optimal, LLC, a Delaware limited liability company, under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) (the "DLLCA") and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

FIRST: The name of the Corporation immediately prior to filing this Certificate was Optimal, Inc., and the name of the Corporation under which it was originally incorporated was CPM Advisors, Inc.

SECOND: The Corporation filed its original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware and was first incorporated on August 28, 2008, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.

THIRD: The name of the limited liability company into which the Corporation shall be converted, as set forth in the Certificate of Formation of such limited liability company, shall be Optimal, LLC, and the jurisdiction of such limited liability company shall be Delaware.

FOURTH: The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.

FIFTH: The conversion shall be effective as of 6:00 p.m. (Eastern Time) on December 31, 2013 in accordance with the DGCL and the DLLCA.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion on the date first written above.

**Optimal, Inc.**

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

Name: Michael Garsin

Title: Vice President

*[Signature page to Certificate of Conversion]*

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**TRADEMARK**  
**REEL: 005278 FRAME: 0974**

# 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 "OPTIMAL, LLC" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 3:50 O'CLOCK P.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 6 O'CLOCK P.M.

4593250 8100V

131495741



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1026745

DATE: 01-02-14

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 005278 FRAME: 0975

CERTIFICATE OF FORMATION  
OF  
OPTIMAL, LLC

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Pursuant to the  
Delaware Limited Liability Company Act  
6 Del. C. § 18-101 *et seq.*

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December 31, 2013

The undersigned being duly authorized to execute and file this Certificate, does hereby certify as follows:

FIRST: The name of the limited liability company is Optimal, LLC (the "Company").

SECOND: The Company's registered office in the State of Delaware is located at 3500 South DuPont Highway, in the City of Dover, County of Kent, Delaware 19901. The registered agent of the Company for service of process at such address is Incorporating Services, Ltd.

THIRD: The name and address of the authorized person is Richard Goldstein, One New York Plaza, New York, New York 10004. The powers of the authorized person shall terminate upon the filing of this Certificate of Formation.

FOURTH: That this Certificate of Formation is to become effective as of 6:00 p.m. (Eastern Time) on December 31, 2013.

*{Signature Page Follows}*

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation on the date first written above.

/s/ Richard Goldstein  
Richard Goldstein, Authorized Person

*[Signature page to Certificate of Formation]*

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