

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM304708

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Prospectiv Direct, Inc.		04/10/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Prospectiv Direct, LLC		
<b>Street Address:</b>	40 Harvard Mills Square		
<b>Internal Address:</b>	Suite #1		
<b>City:</b>	Wakefield		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	01880		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 9</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4492395	EVERSAVE	
<b>Registration Number:</b>	3685295	EVERSAVE	
<b>Registration Number:</b>	4396181		
<b>Registration Number:</b>	4492398		
<b>Registration Number:</b>	3889869	SHARE THE SAVE	
<b>Serial Number:</b>	85946577	EVERSAVE PREMIUM	
<b>Serial Number:</b>	85828786	EVERSAVEMORE	
<b>Serial Number:</b>	85828776	EVERSAVEPLUS	
<b>Serial Number:</b>	85843884	SHARE THE SAVE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2124684888		
<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) 468-4800		
<b>Email:</b>	jkatz@dglaw.com		
<b>Correspondent Name:</b>	Jeffrey C. Katz		
<b>Address Line 1:</b>	1740 Broadway		
<b>Address Line 4:</b>	New York, NEW YORK 10019		
<b>ATTORNEY DOCKET NUMBER:</b>	000517-0154-113 (AGN JAC)		

CH \$240.00 4492395

<b>NAME OF SUBMITTER:</b>	Jeffrey C. Katz
<b>SIGNATURE:</b>	/Jeffrey C. Katz/
<b>DATE SIGNED:</b>	05/16/2014
<b>Total Attachments: 3</b> source=Conversion#page1.tif source=Conversion#page2.tif source=Conversion#page3.tif	

# 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 "PROSPECTIV DIRECT, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PROSPECTIV DIRECT, INC." TO "PROSPECTIV DIRECT, LLC", FILED IN THIS OFFICE ON THE TENTH DAY OF APRIL, A.D. 2014, AT 6:59 O'CLOCK P.M.

3040700 8100V

140457021



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1285245

DATE: 04-10-14

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

TRADEMARK  
REEL: 005281 FRAME: 0418

**CERTIFICATE OF CONVERSION**

**OF**

**PROSPECTIV DIRECT, INC.**

**TO**

**PROSPECTIV DIRECT, LLC**

(Pursuant to Section 266 of the General Corporation Law of the State of Delaware  
and Delaware Limited Liability Company Act Section 18-214)

**April 10, 2014**

The undersigned, being duly authorized to execute and file this Certificate of Conversion, hereby certifies that:

FIRST: The name of the corporation immediately prior to the filing of this Certificate of Conversion is Prospectiv Direct, Inc. (the "Corporation").

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 10, 1999.

THIRD: The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation, is Prospectiv Direct, LLC.

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

FIFTH: The conversion is to become effective on April 10, 2014 at 6:00 pm Eastern Time.

\* \* \* \* \*

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

By: /s/ Brian Fisher  
Name: Brian Fisher  
Title: Authorized Person

[Certificate of Conversion]