

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM305141

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
LEARN.COM, INC.		01/20/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	LEARN.COM LLC		
<b>Street Address:</b>	500 Oracle Parkway		
<b>City:</b>	Redwood City		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94065		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3591742	JOB SCORE	
<b>Registration Number:</b>	3286345	LEARNCENTER	
<b>Registration Number:</b>	3284403	LEARNCENTER	
<b>Registration Number:</b>	3576011	PEOPLECENTER	
<b>Registration Number:</b>	3591744	SKILL SCORE	
<b>Registration Number:</b>	3591743	TALENT SCORE	
<b>Registration Number:</b>	3645355	WORKFORCE PRODUCTIVITY	
<b>Registration Number:</b>	3631876	X	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4155760300		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	415-576-0200		
<b>Email:</b>	jhughes@kilpatricktownsend.com, choffman@kilpatricktownsend.com		
<b>Correspondent Name:</b>	John A. Hughes		
<b>Address Line 1:</b>	Two Embarcadero Center, 8th Floor		
<b>Address Line 2:</b>	KILPATRICK TOWNSEND & STOCKTON LLP		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94111		
<b>ATTORNEY DOCKET NUMBER:</b>	89864-850077		
<b>NAME OF SUBMITTER:</b>	John A. Hughes		

OP \$215.00 3591742

<b>SIGNATURE:</b>	/jah/
<b>DATE SIGNED:</b>	05/20/2014
<b>Total Attachments: 2</b> source=390 et seq 033264_TLEO__Learn_com_Certificate_of_Conversion_(Inc__to_LLC)_(DE_Evidence)_(PALIB2_5317645_2)#page1.tif source=390 et seq 033264_TLEO__Learn_com_Certificate_of_Conversion_(Inc__to_LLC)_(DE_Evidence)_(PALIB2_5317645_2)#page2.tif	

# Delaware

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*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 "LEARN.COM, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "LEARN.COM, INC." TO "LEARN.COM LLC", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2011, AT 4:55 O'CLOCK P.M.

3001701 8100V

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8528161

DATE: 01-31-11


TRADEMARK  
REEL: 005283 FRAME: 0956

**CERTIFICATE OF CONVERSION**  
**FROM A CORPORATION TO A LIMITED LIABILITY COMPANY**  
**PURSUANT TO SECTION 266**  
**OF THE DELAWARE GENERAL CORPORATION LAW**

The undersigned, being duly authorized to execute and file this Certificate of Conversion for the purposes of converting a Delaware corporation to a Delaware limited liability company pursuant to §266 of the Delaware General Corporation Law, does hereby certify as follows:

1. The name of the corporation is Learn.com, Inc.
2. The date on which the original Certificate of Incorporation was filed with the Secretary of State is February 10, 1999.
3. The name of the limited liability company into which the corporation is herein being converted is "Learn.com LLC."
4. The conversion has been approved in accordance with the provisions of §266 of the Delaware General Corporation Law.
5. The effective date of the conversion is January 1, 2011 for accounting purposes only.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Conversion on this 20<sup>th</sup> day of January, 2011.

  
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Jonathan Faddis, Secretary