

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM313137

| | |
|------------------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION |
| SEQUENCE: | 1 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------------|----------|----------------|-------------------------|
| The Hampton-Brown Company, Inc. | | 12/31/2010 | CORPORATION: CALIFORNIA |

RECEIVING PARTY DATA

| | |
|------------------------|---------------------------------------|
| Name: | The Hampton-Brown Company, LLC |
| Street Address: | 1 Lower Ragsdale Drive |
| City: | Monterey |
| State/Country: | CALIFORNIA |
| Postal Code: | 93940 |
| Entity Type: | LIMITED LIABILITY COMPANY: CALIFORNIA |

PROPERTY NUMBERS Total: 8

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------|
| Registration Number: | 4258064 | IN THE U.S.A. |
| Registration Number: | 3390443 | ONLINE COACH |
| Registration Number: | 3186451 | ALFARRIMA |
| Registration Number: | 3426928 | E TOOLS |
| Registration Number: | 4172112 | REACH INTO PHONICS |
| Registration Number: | 3865919 | INSIDE THE U.S.A. |
| Registration Number: | 3873842 | INSIDE THE U.S.A. |
| Registration Number: | 2952341 | ALPHACHANT |

CORRESPONDENCE DATA

Fax Number: 2129969579

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.

Phone: 2129961287

Email: trademarks@montagulaw.com

Correspondent Name: Thomas Walsh

Address Line 1: 1120 Avenue of the Americas, 4th Fl

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER: CENGAGE

TRADEMARK

REEL: 005338 FRAME: 0183

900297494

CH \$215.00 4258064

| | |
|---|---------------|
| NAME OF SUBMITTER: | Thomas Walsh |
| SIGNATURE: | /ThomasWalsh/ |
| DATE SIGNED: | 08/06/2014 |
| Total Attachments: 3 source=Conversion Doc (Inc to LLC)#page1.tif source=Conversion Doc (Inc to LLC)#page2.tif source=Conversion Doc (Inc to LLC)#page3.tif | |

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State of California Secretary of State

LLC-1A

File #

ENDORSED - FILED in the office of the Secretary of State of the State of California

DEC 28 2010

Limited Liability Company Articles of Organization - Conversion

This Space For Filing Use Only

IMPORTANT - Read all instructions before completing this form.

Converted Entity Information

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

The Hampton-Brown Company, LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

[X] ONE MANAGER

[] MORE THAN ONE MANAGER

[] ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE

1145 Seventeenth Street, NW

CITY Washington

STATE DC ZIP CODE 20038

6. NAME OF AGENT FOR SERVICE OF PROCESS (Item 8: Enter the name of the agent for service of process. The agent may be an individual residing in California or a corporation that has filed a certificate pursuant to California Corporations Code section 1608. Item 8: If the agent is an individual, enter the agent's business or residential address in California. Item 7: If the converting entity is a California limited partnership, enter the mailing address of the individual or corporate agent. Check the box and omit the mailing address if the agent's mailing address is the same as the address in Item 6.)

Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service

8. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

CITY

STATE CA ZIP CODE

7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS

2730 Gateway Oaks Drive, Suite 100

CITY Sacramento

STATE CA ZIP CODE 95833

[] THE MAILING ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IS THE SAME AS THE AGENT'S BUSINESS OR RESIDENTIAL ADDRESS IN ITEM 6.

Converting Entity Information

8. NAME OF CONVERTING ENTITY

The Hampton-Brown Company, Inc.

9. FORM OF ENTITY

Corporation

10. JURISDICTION

California

11. CA SECRETARY OF STATE FILE NUMBER, IF ANY

1023437

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUATED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS
common - 100 shares majority

Additional Information

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

December 22, 2010
DATE

Alison Wagner
SIGNATURE OF AUTHORIZED PERSON

Alison Wagner, President
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Angelo M. Grima
SIGNATURE OF AUTHORIZED PERSON

Angelo M. Grima, VP and Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

LLC-1A (REV 04/2010)

APPROVED BY SECRETARY OF STATE



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JAN 07 2011 W

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

ATTACHMENT TO CA FORM LLC-1A

For

The Hampton-Brown Company, Inc.
(the Converting Entity)

The Hampton-Brown Company, Inc. is converting from a California corporation into a California limited liability company. The effective time of this conversion shall be 11:55pm on December 31, 2010.

Alison Wagner
Signature of Authorized Person

Alison Wagner, President

Angelo M. Grima
Signature of Authorized Person

Angelo M. Grima, VP and Secretary