

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM313150

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Hampton-Brown Company, LLC		12/31/2010	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	The Hampton-Brown Company, LLC
Street Address:	1145 Seventeenth St, NW
City:	Washington
State/Country:	D.C.
Postal Code:	20036
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

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

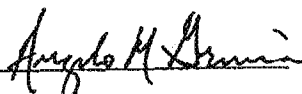
NAME OF SUBMITTER:	Thomas Walsh
SIGNATURE:	/ThomasWalsh/
DATE SIGNED:	08/06/2014
Total Attachments: 3 source=Conversion Doc (CA to DE)#page1.tif source=Conversion Doc (CA to DE)#page2.tif source=Conversion Doc (CA to DE)#page3.tif	

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:31 AM 12/31/2010
FILED 08:23 AM 12/31/2010
SRV 101253419 - 4918897 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1. The jurisdiction where the Non-Delaware limited liability company was first formed is California.
2. The jurisdiction immediately prior to filing this Certificate is California.
3. The date the Non-Delaware limited liability company was first formed is December 31, 2010, the date on which the Non-Delaware limited liability company was converted from a Non-Delaware corporation. The Non-Delaware corporation was "The Hampton-Brown Company, Inc." and was formed on April 14, 1981.
4. The name of the Non-Delaware limited liability company immediately prior to filing this Certificate is "The Hampton-Brown Company, LLC"
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is "The Hampton-Brown Company, LLC."
6. This Certificate of Conversion shall be effective on December 31, 2010, at 11:59 pm.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 27th day of December, 2010.

By: 

Name: Angelo M. Grima

Title: VP and Secretary



**State of California
Secretary of State**

CERTIFICATE OF CONVERSION

CONV-1A

File #

201100710115

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

JAN 18 2011

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF CONVERTED ENTITY The Hampton-Brown Company LLC			
2. FORM OF ENTITY Limited Liability Company		3. JURISDICTION Delaware	
4. MAILING ADDRESS OF CHIEF EXECUTIVE OFFICE 1145 Seventeenth Street, NW		CITY Washington	STATE ZIP CODE DC 20036
5. STREET ADDRESS OF CHIEF EXECUTIVE OFFICE same as mailing address		CITY	STATE ZIP CODE
6. STREET ADDRESS OF THE CALIFORNIA OFFICE, IF ANY 1 Lower Ragsdale Drive, Building 1, Suite 200		CITY Monterey	STATE ZIP CODE CA 93940
7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS 2711 Centerville Road, Suite 400		CITY Wilmington	STATE ZIP CODE DE 19808

CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY The Hampton-Brown Company, LLC		
9. FORM OF ENTITY Limited Liability Company	10. JURISDICTION California	11. CA SECRETARY OF STATE FILE NUMBER, IF ANY 201100710115

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 EQUALED 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

single member	100%
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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.

January 14, 2011
DATE

Alison Wagner
SIGNATURE OF AUTHORIZED PERSON

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

SIGNATURE OF AUTHORIZED PERSON

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

CONV-1A (REV 01/2008)

APPROVED BY SECRETARY OF STATE



I hereby certify that the foregoing
transcript of 7 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

FEB 17 2011

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State