

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM339716

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CLICKMOTIVE, LP		09/28/2012	LIMITED PARTNERSHIP: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	ClickMotive, LLC		
<b>Street Address:</b>	13737 Noel Road, Suite 400		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75240		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: TEXAS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3313168	CLICKMOTIVE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8028627512		
<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>	802-863-2375		
<b>Email:</b>	tmip@drm.com		
<b>Correspondent Name:</b>	Lawrence H. Meier, Esq.		
<b>Address Line 1:</b>	199 Main Street		
<b>Address Line 4:</b>	Burlington, VERMONT 05401		
<b>ATTORNEY DOCKET NUMBER:</b>	15379-045UST1		
<b>NAME OF SUBMITTER:</b>	Lawrence H. Meier		
<b>SIGNATURE:</b>	/Lawrence H. Meier/		
<b>DATE SIGNED:</b>	04/29/2015		
<b>Total Attachments: 13</b>			
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## Office of the Secretary of State

### CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

CLICKMOTIVE, LP  
File Number: 800546133

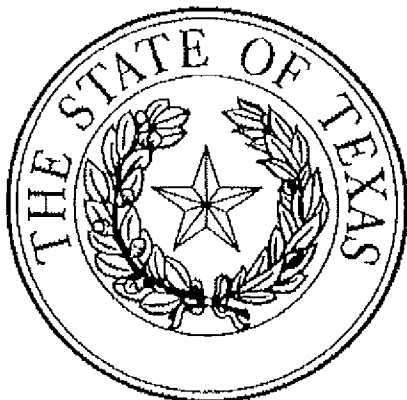
Converting it to

ClickMotive, LLC  
File Number: 801661891

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 09/28/2012

Effective: 09/30/2012 10:59 pm



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

**CERTIFICATE OF CONVERSION**

**OF**

**CLICKMOTIVE, LP**

**TO**

**CLICKMOTIVE, LLC**

**FILED**  
In the Office of the  
Secretary of State of Texas  
**SEP 28 2012**  
**Corporations Section**

Pursuant to Sections 10.154 and 10.155 of the Texas Business Organizations Code, ClickMotive, LP, a Texas limited partnership, hereby submits this Certificate of Conversion ("Certificate of Conversion") as follows:

**Article I**

**Converting Entity Information**

- A. The name of the converting limited partnership is ClickMotive, LP.
- B. The jurisdiction of formation of the limited partnership is the State of Texas.
- C. The date of formation of the limited partnership is September 16, 2005.
- D. The file number issued to the limited partnership by the Texas Secretary of State is 800546133.

**Article II**

**Plan of Conversion**

- A. The limited partnership named above is converting to a limited liability company.
- B. The name of the limited liability company is ClickMotive, LLC.
- C. The limited liability company will be formed under the laws of the State of Texas.
- D. The Plan of Conversion is attached as Exhibit A (the "Plan of Conversion").

**Article III**

**Certificate of Formation for the Converted Entity**

The converted entity is a Texas limited liability company. The Certificate of Formation of the Texas limited liability company is attached to this Certificate of Conversion as Annex A to the Plan of Conversion.

**Article IV**

**Approval of the Plan of Conversion**

The Plan of Conversion has been approved and adopted as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**Article V**  
**Effectiveness of Filing**

The conversion contemplated by the Plan of Conversion and evidenced by this Certificate of Conversion will have the delayed effective time of 10:59 p.m. Central Daylight Time (11:59 p.m. Eastern Daylight Time) on September 30, 2012.

**Article VI**  
**Tax Certificate**

In lieu of providing a tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Dated: September 28, 2012

**CLICKMOTIVE, LP**

By: CM General, LLC, its general partner

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

Name: Stuart Lloyd

Title: Chief Executive Officer

**EXHIBIT A**

**PLAN OF CONVERSION**

**PLAN OF CONVERSION  
OF  
CLICKMOTIVE, LP**

This Plan of Conversion (this "Plan") for the conversion of ClickMotive, LP, a Texas limited partnership (the "Converting Entity") into ClickMotive, LLC, a Texas limited liability company (the "Converted Entity"), is adopted as of the 28th day of September, 2012, by CM General, LLC, a Texas limited liability company and the general partner of the Converting Entity (the "General Partner"), and each of Stuart Lloyd, Ray Myers, Timothy Clay, Colin Carter, and McCombs Family Partners LTD, the limited partners of the Converting Entity (collectively, the "Limited Partners", and together with the General Partner, the "Partners").

**RECITALS**

A. The Converting Entity is a limited partnership organized under the laws of the State of Texas pursuant to the filing of the Certificate of Limited Partnership on September 16, 2005 with the Secretary of State of the State of Texas.

B. Subject to the terms and conditions hereinafter set forth, the Converting Entity desires to adopt this Plan pursuant to the Texas Business Organizations Code (as the same may be amended from time to time, the "TBOC") for purposes of converting the Converting Entity into the Converted Entity (the "Conversion"). By virtue of the Conversion, the Converted Entity shall be a limited liability company formed in accordance with the laws of the State of Texas.

C. Pursuant to the terms and conditions set forth herein and the applicable provisions of the laws of Texas and upon the Effective Time (as defined below) of the Conversion, 100% of the partnership interests of the Converting Entity will be converted into 100% of the membership interests in the Converted Entity in accordance with Article 3 of this Plan.

D. The Partners of the Converting Entity have approved and adopted this Plan pursuant to the TBOC and the governing documents of the Converting Entity.

**PLAN**

The undersigned Partners of the Converting Entity hereby agree as follows:

**ARTICLE 1  
THE CONVERSION**

1.1 Effective Time. Subject to the terms and conditions of this Plan, the Converting Entity shall execute and deliver for filing with the Secretary of State of the State of Texas a Certificate of Conversion of a Limited Partnership Converting to a Limited Liability Company (the "Certificate of Conversion"), in a form that satisfies the requirements of the TBOC and as approved by the General Partner, and which shall include the Certificate of Formation of the Converted Entity, in substantially the form attached hereto as Annex A (the "Certificate of Formation"). The Conversion shall become effective, following the acceptance and filing of the Certificate of Conversion including the Certificate of Formation by the Secretary of State of the State of Texas, at the delayed effective time stated therein of 10:59 p.m. Central Daylight Time (11:59 p.m. Eastern Daylight Time) on September 30, 2012 (the "Effective Time").

1.2 Consequences of the Conversion. As of the Effective Time, (a) the separate existence of the Converting Entity shall cease and the Converting Entity shall be converted into the Converted Entity, which shall be the surviving entity with the name "ClickMotive, LLC" and shall be a Texas limited liability company; (b) the Converting Entity will continue its existence in the organizational form of the Converted Entity; (c) the Partners shall cease to be partners of the Converting Entity or own any partnership interests in the Converting Entity in accordance with Article 3 of this Plan; (d) the Partners shall become the members of and own membership interests in the Converted Entity in accordance with Article 3 of this Plan; and (e) the Conversion shall, from and after the Effective Time, have all the effects provided by applicable Texas law.

1.3 Further Acts After the Effective Time. If, at any time after the Effective Time, the Converted Entity considers or is advised that any deeds, bills of sale, assignments, assurances, or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Converted Entity its rights, title, or interest in, to, or under any of the rights, properties, or assets of the Converting Entity or to be acquired by the Converted Entity as a result of, or in connection with, the Conversion or to otherwise carry out this Plan, the members of the Converted Entity shall and will be authorized to execute and deliver, in the name and on behalf of the Converting Entity, all such deeds, bills of sale, assignments, and assurances, and to take and do, in the name and on behalf of the Converting Entity, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any and all right, title and interest in, to, and under such rights, properties or assets in the Converted Entity or to otherwise carry out this Plan.

## ARTICLE 2 COMPANY AGREEMENT

2.1 Company Agreement. The Company Agreement of the Converted Entity shall be the Company Agreement approved and executed by the manager and the members of the Converted Entity, unless and until amended in accordance with the TBOC and the Company Agreement.

## ARTICLE 3 MANNER AND BASIS OF CONVERTING PARTNERSHIP INTERESTS INTO MEMBERSHIP INTERESTS

3.1 Manner and Basis of Converting Partnership Interests of the Converting Entity into Membership Interests of the Converted Entity. As of the Effective Time, by virtue of the Conversion and without any action on the part of any Partner of the Converting Entity, the Partners shall cease to be partners of the Converting Entity or own any partnership interests in the Converting Entity, and each Partner shall own a percentage of the membership interests of the Converted Entity that is equal to the percentage of the partnership interests of the Converting Entity owned by such Partner immediately prior to the Conversion.

## ARTICLE 4 TERMINATION OF CONVERSION

4.1 Termination. At any time prior to the Effective Time, this Plan may be terminated or amended by the written consent of the Partners.

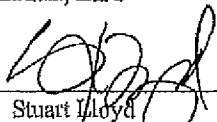
4.2 Effect of Termination. If this Plan is terminated pursuant to this Article 4, this Plan shall become null and void, and the Converting Entity and the Converted Entity shall have no liability or obligation hereunder.



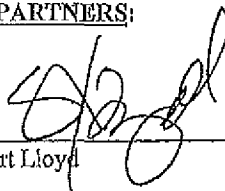
IN WITNESS WHEREOF, the Partners hereby approve and adopt this Plan as of the date first set forth above.

GENERAL PARTNER:

CM GENERAL, LLC

By:   
Name: Stuart Lloyd  
Title: Chief Executive Officer

LIMITED PARTNERS:

  
Name: Stuart Lloyd

Name: Ray Myers

Name: Timothy Clay

Name: Colin Carter

MCCOMBS FAMILY PARTNERS LTD

By: McCombs Family Partners GP, LLC,  
its general partner

By: \_\_\_\_\_  
Name:  
Title:

*Signature Page to Plan of Conversion*

IN WITNESS WHEREOF, the Partners hereby approve and adopt this Plan as of the date first set forth above.


GENERAL PARTNER:

CM GENERAL, LLC

By: \_\_\_\_\_  
Name: Stuart Lloyd  
Title: Chief Executive Officer

LIMITED PARTNERS:

\_\_\_\_\_  
Name: Stuart Lloyd

  
\_\_\_\_\_  
Name: Ray Myers

\_\_\_\_\_  
Name: Timothy Clay

\_\_\_\_\_  
Name: Colin Carter

MCCOMBS FAMILY PARTNERS LTD

By: McCombs Family Partners GP, LLC,  
its general partner

By: \_\_\_\_\_  
Name:  
Title:

*Signature Page to Plan of Conversion*

IN WITNESS WHEREOF, the Partners hereby approve and adopt this Plan as of the date first set forth above.

GENERAL PARTNER:

CM GENERAL, LLC

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

Name: Stuart Lloyd

Title: Chief Executive Officer

LIMITED PARTNERS:

\_\_\_\_\_  
Name: Stuart Lloyd

\_\_\_\_\_  
Name: Ray Myers

\_\_\_\_\_  
Name: Timothy Clay

\_\_\_\_\_  
Name: Colin Carter

MCCOMBS FAMILY PARTNERS LTD

By: McCombs Family Partners GP, LLC,  
its general partner

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

Name:

Title:

*Signature Page to Plan of Conversion*

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GENERAL PARTNER:

CM GENERAL, LLC

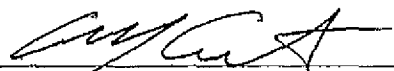
By: \_\_\_\_\_  
Name: Stuart Lloyd  
Title: Chief Executive Officer

LIMITED PARTNERS:

\_\_\_\_\_  
Name: Stuart Lloyd

\_\_\_\_\_  
Name: Ray Myers

\_\_\_\_\_  
Name: Timothy Clay

  
\_\_\_\_\_  
Name: Colin Carter

MCCOMBS FAMILY PARTNERS LTD

By: McCombs Family Partners GP, LLC,  
its general partner

By: \_\_\_\_\_  
Name:  
Title:

*Signature Page to Plan of Conversion*

IN WITNESS WHEREOF, the Partners hereby approve and adopt this Plan as of the date first set forth above.

GENERAL PARTNER:

CM GENERAL, LLC

By: \_\_\_\_\_  
Name: Stuart Lloyd  
Title: Chief Executive Officer

LIMITED PARTNERS:

\_\_\_\_\_  
Name: Stuart Lloyd

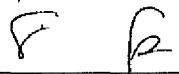
\_\_\_\_\_  
Name: Ray Myers

\_\_\_\_\_  
Name: Timothy Clay

\_\_\_\_\_  
Name: Colin Carter

MCCOMBS FAMILY PARTNERS LTD

By: MoCombs Family Partners GP, LLC,  
its general partner

By:   
Name: Steve Cummings  
Title: SECRETARY

*Signature Page to Plan of Conversion*

ANNEX A  
CERTIFICATE OF FORMATION

See attached.

CERTIFICATE OF FORMATION  
OF  
CLICKMOTIVE, LLC

FILED  
In the Office of the  
Secretary of State of Texas

SEP 28 2012

Corporations Section

ARTICLE I

The name of the limited liability company is ClickMotive, LLC (the "Company").

ARTICLE II

The Company is formed pursuant to a Plan of Conversion, dated as of September 28, 2012 (the "Plan of Conversion"), by ClickMotive, LP, a Texas limited partnership formed on September 16, 2005 with a registered office address of 1255 W. 15th Street, Suite 900, Plano, Texas 75075.

ARTICLE III

The Company is a domestic limited liability company.

ARTICLE IV

The purpose for which the Company is organized is the transaction of any and all lawful business for which a limited liability company may be formed under the Texas Business Organizations Code (the "Code").

ARTICLE V

The name of the initial registered agent of the Company in the State of Texas is C T Corporation System, and the street address of the registered office of such initial registered agent is 350 N. St. Paul Street, Suite 2900, Dallas, Texas 75201-4234.

ARTICLE VI

The Company will have managers. The name and address of the sole initial manager is:

<u>Name</u>	<u>Address</u>
CM General, LLC	1255 W. 15th Street, Suite 9000 Plano, Texas 75075

ARTICLE VII

The Company shall indemnify members and officers of the Company for whom indemnification is permitted by the Code to the fullest extent permitted by law. The Company may indemnify employees, agents or other persons for whom indemnification is permitted by the Code to the fullest extent permitted by law.

ARTICLE VIII

This Certificate of Formation shall become effective, following the acceptance and filing of the Certificate of Conversion to which this Certificate of Conversion is appended (an annex to the Plan of Conversion) by the Secretary of State of the State of Texas, at the delayed effective time stated therein of 10:59 p.m. Central Daylight Time (11:59 p.m. Eastern Daylight Time) on September 30, 2012.