

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM368089

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Betterment Holdings LLC		11/19/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Betterment Holdings, Inc.		
Street Address:	61 W. 23rd Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3601546	BETTERMENT	
CORRESPONDENCE DATA			
Fax Number:	2128135901		
<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>			
Phone:	212 813 5900		
Email:	assignments@fzlj.com		
Correspondent Name:	ALLISON STRICKLAND RICKETTS		
Address Line 1:	FROSS ZELNICK LEHRMAN & ZISSU, P.C.		
Address Line 2:	866 UNITED NATIONS PLAZA		
Address Line 4:	NEW YORK, NEW YORK 10017		
ATTORNEY DOCKET NUMBER:	BMNT 1506892		
NAME OF SUBMITTER:	Allison Strickland Ricketts		
SIGNATURE:	/anca nicolescu/		
DATE SIGNED:	01/06/2016		
Total Attachments: 3			
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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 LIMITED LIABILITY COMPANY UNDER THE NAME OF "BETTERMENT HOLDINGS LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "BETTERMENT HOLDINGS LLC" TO "BETTERMENT HOLDINGS, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF NOVEMBER, A.D. 2010, AT 6:25 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4496317 8100V

101108857



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8369330

DATE: 11-19-10

TRADEMARK
REEL: 005703 FRAME: 0156

CERTIFICATE OF CONVERSION

of

**BETTERMENT HOLDINGS LLC,
a Delaware limited liability company**

converting to

**BETTERMENT HOLDINGS, INC.,
a Delaware corporation**

(Pursuant to Section 265 of the General Corporation Law of the State of Delaware)

BETTERMENT HOLDINGS LLC, a limited liability company organized and existing under and by virtue of the Limited Liability Act of the State of Delaware, does hereby certify:

FIRST: That Betterment LLC was originally formed on January 29, 2008 in the State of Delaware.

SECOND: That Betterment LLC filed an amendment changing its name to Betterment Holdings LLC on October 2, 2009.

THIRD: That the name of the limited liability company immediately prior to the filing of this Certificate is Betterment Holdings LLC.


FOURTH: That Betterment Holdings LLC does now desire to convert from a limited liability company to a corporation, pursuant to Section 265 of the General Corporation Law of the State of Delaware, to be named Betterment Holdings, Inc., as set forth in the Certificate of Incorporation filed with the Secretary of State of the State of Delaware contemporaneously herewith.

FIFTH: That, immediately upon the filing of (a) this Certificate of Conversion, and (b) the Certificate of Incorporation of Betterment Holdings, Inc. with the Office of the Secretary of State of the State of Delaware, each outstanding Class A Interest of Betterment Holdings LLC, and all rights in respect thereof, shall, without any further action on the part of anyone, be canceled and extinguished and be converted into and represent the right to receive from Betterment Holdings, Inc., one hundred thousand (100,000) shares of common stock, par value \$0.0001 per share. No other cash, shares, securities or obligations will be distributed or issued upon conversion of the Class A Interests of Betterment Holdings LLC.

[Signature Page Follows]

IN WITNESS WHEREOF, Betterment Holdings LLC has caused this Certificate of Conversion to be executed as of the 9th day of November, 2010.

BETTERMENT HOLDINGS LLC

By: 
Name: Joni Stein
Title: Managing Member

[Signature Page to Certificate of Conversion of Betterment Holdings LLC to Betterment Holdings, Inc.]