

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM410002

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cadence Education, Inc.		11/10/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Cadence Education, LLC		
Street Address:	8767 E. Via de Ventura, Suite 200		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85258		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 34			
Property Type	Number	Word Mark	
Registration Number:	2909966	APPLE TREE CHILDREN'S CENTER	
Registration Number:	2829486	MINI-SKOOL	
Registration Number:	2831528	MINI-SKOOL A CHILD'S PLACE	
Registration Number:	1298138	THE PEANUT GALLERY	
Registration Number:	2305386	GATEWAY ACADEMY	
Registration Number:	2338039	CORNERSTONE LEARNING CENTER	
Registration Number:	2241717	WINWOOD CHILDREN'S CENTER	
Registration Number:	2281800	NURTURING STRENGTHS THAT LAST A LIFETIME	
Registration Number:	3797794	WEST COUNTY DAY SCHOOL	
Registration Number:	2261170	SUNBROOK ACADEMY	
Registration Number:	4224804	NGCC	
Registration Number:	4423820	NEXT GENERATION CHILDREN'S CENTERS	
Registration Number:	3401799	C	
Registration Number:	3401807	C	
Registration Number:	3287933	CANTERBURY PREPARATORY SCHOOL	
Registration Number:	3937162	CANTERBURY ACADEMY	
Serial Number:	86666663	A CADENCE EDUCATION SCHOOL	
Serial Number:	86666672	CADENCE EDUCATION	
Serial Number:	86666678	CADENCE ACADEMY PRESCHOOL	

CH \$865.00 2909966

Property Type	Number	Word Mark
Serial Number:	86742060	CADENCE EDUCATION
Serial Number:	86742062	CADENCE EDUCATION
Serial Number:	86780712	SMALLER SCHOLARS MONTESSORI ACADEMY
Serial Number:	86780714	SMALLER SCHOLARS MONTESSORI ACADEMY
Serial Number:	86780718	FLANAGAN'S PRESCHOOL
Serial Number:	86780725	FLANAGAN'S PRESCHOOL
Serial Number:	86780730	GATEWAY ACADEMY CHILD DEVELOPMENT CENTER
Serial Number:	86785830	PHOENIX CHILDREN'S ACADEMY PRIVATE PRESC
Serial Number:	86785835	PHOENIX CHILDREN'S ACADEMY PRIVATE PRESC
Serial Number:	86785838	THE PHOENIX SCHOOLS PRIVATE K - 8
Serial Number:	86785841	THE PHOENIX SCHOOLS PRIVATE PRESCHOOL
Serial Number:	86785844	THE PHOENIX SCHOOLS PRIVATE PRESCHOOL
Serial Number:	87093534	A CADENCE EDUCATION SCHOOL OF EXCELLENCE
Serial Number:	87093544	A CADENCE EDUCATION SCHOOL OF EXCELLENCE
Serial Number:	87071358	SUNBROOK ACADEMY

CORRESPONDENCE DATA

Fax Number: 2129096836

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: 212-909-6000

Email: trademarks@debevoise.com

Correspondent Name: Maria B. Navarro, Esq.

Address Line 1: 919 Third Avenue

Address Line 2: Debevoise & Plimpton LLP

Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Maria B. Navarro
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SIGNATURE:	/Maria Navarro/
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DATE SIGNED:	12/22/2016
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Total Attachments: 3

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source=Certificate of Conversion_Cadence#page2.tif

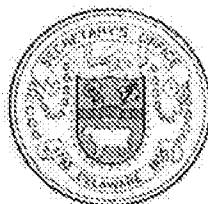
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Delaware

The First State

Page 1

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 "CADENCE EDUCATION, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CADENCE EDUCATION, INC." TO "CADENCE EDUCATION, LLC", FILED IN THIS OFFICE ON THE TENTH DAY OF NOVEMBER, A.D. 2016, AT 8:14 O'CLOCK A.M.



2505005 8100V
SR# 20166574078

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

A handwritten signature of Jeffrey W. Bullock, Secretary of State, written in black ink over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203313020
Date: 11-10-16

TRADEMARK
REEL: 005951 FRAME: 0239

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:14 AM 11/10/2016
FILED 08:14 AM 11/10/2016

SR 20166574078 - File Number 2505005

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY**

OF

CADENCE EDUCATION, INC.

This Certificate of Conversion is being filed for the purpose of converting Cadence Education, Inc., a Delaware corporation (the "Converting Corporation"), into a Delaware limited liability company to be named "Cadence Education, LLC" (the "Company") pursuant to Section 18-214 of the Delaware Limited Liability Company Act (the "Act"), and Section 266 of the General Corporation Law of the State of Delaware (the "DGCL").

The undersigned, as an authorized officer of the Converting Corporation, does hereby certify as follows:

Name of Converting Corporation. The name of the Converting immediately prior to the filing of this Certificate of Conversion was "Cadence Education, Inc."

Date and Jurisdiction of Organization of Converting Corporation. The Converting Corporation was first incorporated in the State of Delaware upon the filing of its original Certificate of Incorporation with the Secretary of State of Delaware on May 8, 1995.

Name of Converted Limited Liability Company. The name of the Delaware limited liability company into which the Converting Corporation is being converted, as set forth in the Certificate of Corporation of the Company filed in accordance with Section 18-214(b) of the Act, is "Cadence Education, LLC".

Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 18-214 of the Act and Section 266 of the DGLCL.

Effective Time. The Certificate of Conversion shall be effective on November 10, 2016 at 12:00 a.m. (the "Effective Time") for accounting purposes only.

Conversion of Common Stock. Each share of common stock of the Converting Corporation shall convert into one membership interest of the Company at the Effective Time for accounting purposes only.

TRADEMARK

REEL: 005951 FRAME: 0240

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of
Conversion on this 10th day of November, 2016



Name: David Goldberg
Title: Authorized Person

{Signature Page to Certificate of Conversion}