

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM410287

| | |
|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/30/2015 |
| SEQUENCE: | 1 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------|----------|----------------|----------------------|
| BASIS Educational Group, Inc. | | 12/30/2015 | Corporation: ARIZONA |

RECEIVING PARTY DATA

| | |
|------------------------|------------------------------------|
| Name: | BASIS MergeCo, LLC |
| Street Address: | 7975 N. Hayden, Suite B-100 |
| City: | Scottsdale |
| State/Country: | ARIZONA |
| Postal Code: | 98268 |
| Entity Type: | Limited Liability Company: ARIZONA |

PROPERTY NUMBERS Total: 5

| Property Type | Number | Word Mark |
|-----------------------------|----------|-------------------|
| Serial Number: | 86671704 | BASIS GLOBAL |
| Serial Number: | 86671677 | BASIS INDEPENDENT |
| Registration Number: | 4594067 | BASIS |
| Registration Number: | 4641492 | BASIS DC |
| Registration Number: | 4932787 | BASIS.ED |

CORRESPONDENCE DATA

Fax Number: 2063599000

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: 2063598000

Email: perkinscoie@perkinscoie.com

Correspondent Name: James L. Vana

Address Line 1: 1201 Third Avenue, Suite 4900

Address Line 4: Seattle, WASHINGTON 98101-3099

| | |
|--------------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | 070785-4000 |
| NAME OF SUBMITTER: | Seth H. Reagan |
| SIGNATURE: | /Seth H. Reagan/ |

OP \$140.00 86671704

| | |
|---------------------|------------|
| DATE SIGNED: | 12/27/2016 |
|---------------------|------------|

Total Attachments: 4

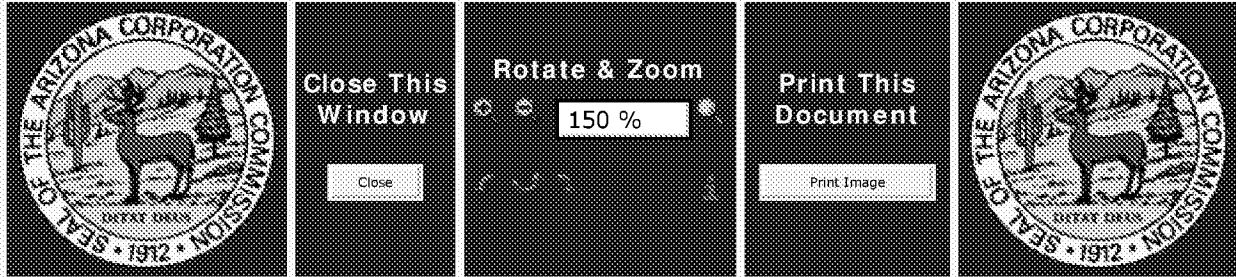
source=12-30-15 Merger into BASIS MergeCo LLC#page1.tif

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Arizona Corporation Commission



ARIZONA CORP COMMISSION
FILED

DEC 3 2015

FILE NO. 1173709.2

AZ Corp. Commission



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ARIZONA CORP COMMISSION
FILED

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR REG USE ONLY.

STATEMENT OF MERGER

Read the Instructions #0751

JAN 1 2016

FILE NO. 1173709.2

1. SURVIVING ENTITY NAME: BASIS MergeCo, LLC

1.1 SURVIVING ENTITY JURISDICTION OF ORGANIZATION: Arizona

1.2 SURVIVING ENTITY TYPE - check only one and follow instructions:

- Arizona corporation or LLC already in existence in A.C.C. records - If applicable, attach to this Statement Articles of Amendment.
- NEW Arizona corporation, LLC, or limited partnership - attach to this Statement the Articles of Incorporation (corporations), Articles of Organization (LLCs), or Statement of Qualification (limited partnerships). NOTE that limited partnerships must also file with the Arizona Secretary of State.
- Foreign corporation or LLC already registered with the A.C.C.
- Foreign corporation or LLC seeking registration with the A.C.C. - attach to this Statement the Application for Authority (corporations) or Application for Registration (LLCs).
- Foreign corporation, LLC, or other entity that is not, and will not, be registered with the A.C.C.

2. MERGING ENTITIES - list the name, entity type, and jurisdiction of organization of all merging entities other than the surviving entity. If more space is required, list all information on a separate sheet and attach it to this Statement.

| | |
|---|---------------------------------------|
| Merging entity name: BASIS Educational Group, Inc. | Merging entity name: |
| Entity type (corporation, LLC, etc.): Corporation | Entity type (corporation, LLC, etc.): |
| Jurisdiction of organization: Arizona | Jurisdiction of organization: |
| Merging entity name: BASIS MergeCo, LLC | Merging entity name: |
| Entity type (corporation, LLC, etc.): Limited liability company | Entity type (corporation, LLC, etc.): |

TRADEMARK

REEL: 005952 FRAME: 0211

| | |
|--|---------------------------------------|
| Jurisdiction of organization: Arizona | Jurisdiction of organization |
| Hanging entity name: | Hanging entity name: |
| Entity type (corporation, LLC, etc.): | Entity type (corporation, LLC, etc.): |
| Jurisdiction of organization: | Jurisdiction of organization: |

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5. **SURVIVING ENTITY - ARIZONA KNOWN PLACE OF BUSINESS ADDRESS** - Complete this section *only* if the surviving entity is either: an Arizona corporation, LLC, or limited partnership; or a foreign corporation or LLC already registered with the A.C.C. **NOTE:** for corporations and LLCs already on file with the A.C.C. the address must match the address currently shown in A.C.C. records.

| | | |
|---|--|-------------------------|
| Michael Block | | |
| Attention (optional) 7975 N. Hayden, Suite B-100 | | |
| Address 1 | | |
| Address 2 (optional) Scottsdale | | AZ |
| City | | 85268 |
| Country UNITED STATES | | State or Province AZ |
| | | Zip 85268 |

4. **SURVIVING ENTITY - STATUTORY AGENT** - Complete this section *only* if the surviving entity is either: an Arizona corporation, LLC, or limited partnership; or a foreign corporation or LLC already registered with the A.C.C.:

| | |
|--|--|
| 4.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent: | 4.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box): |
| CT Corporation | |
| Statutory Agent Name (required) | |
| Attention (optional) 3800 North Central Avenue, Suite 460 | Attention (optional) |
| Address 1 | Address 1 |
| Address 2 (optional) City Phoenix | Address 2 (optional) City |
| State AZ Zip 85012 | State AZ Zip |
| 4.3 IF A NEW AGENT IS BEING APPOINTED - the Statutory Agent Acceptance Form H902 must be attached to this Statement. | |

5. **FOREIGN SURVIVING ENTITY, NOT QUALIFIED IN ARIZONA - MAILING ADDRESS** (foreign entities that are not and will not be qualified to transact business or conduct affairs in Arizona must provide a mailing address to which service of process may be mailed):

| |
|----------------------|
| Attention (optional) |
|----------------------|

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|----------------------|-------------------|-----|
| Address 1 | | |
| Address 2 (optional) | | |
| City | State or Province | Zip |
| Country | | |

6. APPROVAL OF MERGER - (applies to all of the merging entities, including the surviving entity if it is also a merging entity)

By the signatures appearing on this Statement of Merger, each entity declares under the penalty of perjury that the plan of merger was approved by each merging entity, and by the surviving entity if it is also a merging entity, in accordance with A.R.S. § 29-2203, and also by each foreign merging entity or foreign merging and surviving entity in accordance with the laws of its jurisdiction of organization.



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7. DELAYED EFFECTIVE DATE - Complete this section only if the merger will have a delayed effective date of not more than 90 days after delivery of the Statement to the A.C.C. - list that date below:

SIGNATURES:

Each merging entity must sign.
The surviving entity must sign if it is also a merging entity.
If more space is needed, attach a separate sheet with all pertinent information.
Each signer of this Statement declares and certifies under penalty of perjury that this Statement together with any attachments is submitted in compliance with Arizona law.

| | |
|---|-----------------------------------|
| Entity Name: RABIS Educational Group, Inc. | Date: December 30, 2015 |
| Signature:  | Title: President |
| Print name and title of person signing: Olga Block, President | |
| Entity Name: RABIS MergeCo, LLC | Date: December 30, 2015 |
| Signature:  | Title: Manager |
| Print name and title of person signing: Michael Block, Manager | |
| Entity Name: | Date: |
| Signature: | Title: |
| Print name and title of person signing: | |
| Entity Name: | Date: |
| Signature: | Title: |
| Print name and title of person signing: | |
| Entity Name: | Date: |
| Signature: | Title: |
| Print name and title of person signing: | |

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| FILE NAME AND USE OF PAPER SIGNATURE |
| ENTITY NUMBER: |
| SIGNATURE: |
| FILE NAME AND USE OF PAPER SIGNATURE: |

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|---|---|
| Filing Fee: \$100.00 (corporations) \$50 (LLCs) Expedited processing -- add \$35.00 to filing fee. All fees are non-refundable -- see instructions. | MAIL: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 FAX: 602-542-4100 |
|---|---|

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the particular needs of your business.
 All documents filed with the Arizona Corporation Commission are public records and are open to public inspection.
 If you have questions after reading the instructions, please call 602-542-3333 or (within Arizona only) 800-952-6713.

FORM 301
 Rev. 2/04

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