

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
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ETAS ID: TM452073

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
RESUBMIT DOCUMENT ID:	900425498		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ARTISTWORKS, INC.		09/28/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	ARTISTWORKS, LLC		
Street Address:	68 Coombs street		
City:	Napa		
State/Country:	CALIFORNIA		
Postal Code:	94559		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3900381	ARTISTWORKS	
Registration Number:	4013478	ARTISTWORKS LEARNING METHOD	
Registration Number:	4538533	FORUM JAMS	
Registration Number:	4310383	ARTISTWORKS VIDEO EXCHANGE LEARNING	
Registration Number:	3839197	ARTISTWORKS INC.	
CORRESPONDENCE DATA			
Fax Number:	6506440520		
<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:	6506483802		
Email:	PATTY@PATTYCHENG.COM		
Correspondent Name:	PATTY CHENG		
Address Line 1:	2625 MIDDLEFIELD RD., #215		
Address Line 4:	PALO ALTO, CALIFORNIA 94306		
NAME OF SUBMITTER:	Patty Cheng		
SIGNATURE:	/s/ Patty Cheng		
DATE SIGNED:	11/26/2017		
Total Attachments: 5			

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INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT


This INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT (“**IP Assignment**”), dated as of September 28, 2017, is made by ArtistWorks, Inc., a Delaware corporation (“**Assignor**”) in favor of ArtistWorks, LLC, a Delaware limited liability company (“**Assignee**”), located at 68 Coombs Street, Napa, CA 94559.

Assignor hereby acknowledges, ratifies and confirms that the intellectual property listed on Exhibit A and Exhibit B attached hereto has been transferred by Assignor to Assignee by operation of law, as evidenced by the Certificate of Conversion attached hereto.

Assignor hereby authorizes Assignee to record and register this IP Assignment with the United States Patent and Trademark Office to reflect Assignee as the registered owner of the intellectual property listed on Exhibit A and Exhibit B attached hereto.

This IP Assignment shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the parties have executed and delivered this IP Assignment, effective as of the date first above written.

ArtistWorks, Inc.
By: 
Name: Patricia Butler
Title: CEO


ArtistWorks, LLC
By: 
Name: Patricia Butler
Title: CEO

EXHIBIT A

Patents

<u>Description</u>	<u>Patent / Application Number</u>	<u>Issue /Application Date</u>
Video management system for interactive online instruction	9,165,473	October 20, 2015
Instructional Subscription Website and Video Management System for Interactive Online Instruction	15/253739	August 31, 2016
Video Management System for Interactive Online Instruction	14/885789	October 16, 2015

EXHIBIT B

Trademarks

<u>Description</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Application / Registration Date</u>
ARTISTWORKS	85043247	3900381	January 4, 2011
ARTISTWORKS LEARNING METHOD	85043249	4013478	August 16, 2011
FORUM JAMS	85688678	4538533	May 27, 2014
ARTISTWORKS VIDEO EXCHANGE LEARNING	85539922	4310383	March 26, 2013
ARTISTWORKS INC.	77835623	3839197	*

*Indicates dead, abandoned or cancelled trademark

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:49 PM 08/31/2017
FILED 12:49 PM 08/31/2017
SR 20175971589 - File Number 4605349

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

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation first formed is 9/25/2008.
- 4.) The name of the Corporation immediately prior to filing this Certificate is ArtistWorks, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is ArtistWorks, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 31st day of August, A.D. 2017.

By: 
Authorized Person

Name: Patricia Butler
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:49 PM 08/31/2017
FILED 12:49 PM 08/31/2017
SR 20175971589 - File Number 4605349

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

• **First:** The name of the limited liability company is ArtistWorks, LLC

• **Second:** The address of its registered office in the State of Delaware is
160 Greentree, Ste 101 in the City of Dover
Zip Code 19904

The name of its Registered agent at such address is National Registered Agents, Inc.

• **Third:** (Insert any other matters the members determine to include herein.)

[Empty rectangular box for additional matters]

In Witness Whereof, the undersigned have executed this Certificate of Formation this
31st day of August, 2017

By: 
Authorized Person(s)

Name: Patricia Butler
Typed or Printed