

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM511783

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
SEQUENCE:	2		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BOOKSPAN		12/30/2013	Partnership: DELAWARE
RECEIVING PARTY DATA			
Name:	BOOKSPAN LLC		
Street Address:	34 West 27th Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10001		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1059199	BOOK-OF-THE-MONTH	
Registration Number:	2158616	CHILDREN'S BOOK-OF-THE-MONTH CLUB	
Registration Number:	2256398	BOOK-OF-THE-MONTH CLUB	
CORRESPONDENCE DATA			
Fax Number:	2128189606		
<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:	2124048714		
Email:	mlerner@ssbb.com		
Correspondent Name:	Mark Lerner Esq.		
Address Line 1:	230 Park Avenue, Suite 1130		
Address Line 4:	New York, NEW YORK 10169		
ATTORNEY DOCKET NUMBER:	107822-00010		
NAME OF SUBMITTER:	Mark Lerner		
SIGNATURE:	/mark lerner/		
DATE SIGNED:	02/27/2019		
Total Attachments: 2			
source=BOOKSPAN to BOOKSPAN LLC#page1.tif			

CH \$90.00 1059199

**CERTIFICATE OF CONVERSION
TO
LIMITED LIABILITY COMPANY
OF
BOOKSPAN
TO
BOOKSPAN LLC**

This Certificate of Conversion to Limited Liability Company, dated as of December 30, 2013, has been duly executed and is being filed by Bookspan, a Delaware partnership (the "Partnership"), to convert the Partnership to Bookspan LLC, a Delaware limited liability company (the "LLC"), under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the Delaware Revised Uniform Partnership Act (6 Del. C. § 15-101, et seq.).

1. The Partnership filed its original statement of partnership existence with the Secretary of State of the State of Delaware and was first formed on February 17, 2000 in the State of Delaware, and was formed in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.

2. The name and type of entity of the Partnership immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Bookspan, a Delaware partnership.

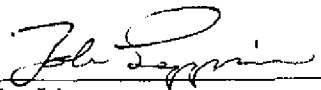
3. The name of the LLC into which the Partnership shall be converted as set forth in its certificate of formation is Bookspan LLC, a Delaware limited liability company.

4. The conversion of the Partnership to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation of the LLC with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

BOOKSPAN

By: Books Acquisition, LLC, as Partner

By: 
Name: John Lippman
Title: Manager

CERTIFICATE OF FORMATION

OF

BOOKSPAN LLC

This Certificate of Formation of Bookspan LLC (the "LLC"), dated as of December 30, 2013, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

FIRST. The name of the limited liability company is Bookspan LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.



Name: John Lippman
Authorized Person