

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM653074

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rosetta Stone Ltd.		03/11/2021	Corporation: VIRGINIA
RECEIVING PARTY DATA			
Name:	Rosetta Stone LLC		
Street Address:	135 W. Market Street		
City:	Harrisonburg		
State/Country:	VIRGINIA		
Postal Code:	22801		
Entity Type:	Limited Liability Company: VIRGINIA		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	6040528	AUDIO COMPANION	
Registration Number:	6065505	ROSETTA STONE LIVE	
Registration Number:	5962776	SEEK & SPEAK	
Registration Number:	5840073	TRUACCENT	
Registration Number:	5576397	C CATALYST	
Registration Number:	5576366	CATALYST	
Registration Number:	5207747		
Registration Number:	4917177	FIT BRAINS	
Registration Number:	4884279	ROSETTA STONE KIDS	
Registration Number:	4562635		
Registration Number:	4561537		
Registration Number:	4019088	ROSETTA STONE	
Registration Number:	3339880	DYNAMIC IMMERSION	
Registration Number:	3749526	ROSETTA STONE	
Registration Number:	3570015	ROSETTA STONE	
Registration Number:	3569720	ROSETTA STONE	
Registration Number:	3561922	CONTEXTUAL FORMATION	
Registration Number:	3454358	ROSETTASTONE.COM	
Registration Number:	2761492	ROSETTA STONE	

CH \$490.00 6040528

CORRESPONDENCE DATA**Fax Number:**

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.

Email: colleen.brennan@bakermckenzie.com**Correspondent Name:** David J. Davis**Address Line 1:** 300 East Randolph Street, Suite 5000**Address Line 2:** Baker & McKenzie LLP**Address Line 4:** Chicago, ILLINOIS 60601

NAME OF SUBMITTER:	David J. Davis
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SIGNATURE:	/david j. davis/
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DATE SIGNED:	06/09/2021
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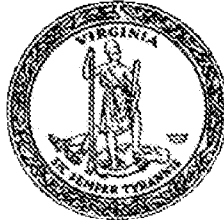
Total Attachments: 3

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source=Filed - Virginia Articles of Entity Conversion of Rosetta Stone Ltd. - (2021-03-11) (121810984.1)1#page2.tif

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Commonwealth of Virginia



STATE CORPORATION COMMISSION

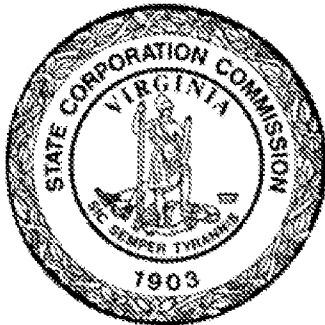
Richmond, March 11, 2021

This is to certify that the certificate of entity conversion of

Rosetta Stone LLC

was this day issued and admitted to record in this office and that the said limited liability company is authorized to transact its business subject to all Virginia laws applicable to the limited liability company and its business.

Effective date: March 11, 2021



STATE CORPORATION COMMISSION

Attest:

A handwritten signature in cursive script, appearing to read "Bernard J. Stoy".

Clerk of the Commission

**ARTICLES OF ENTITY CONVERSION OF
ROSETTA STONE LTD.**

March 11, 2021

Pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, the undersigned, on behalf of the corporation set forth below, states as follows:

- Article I:** The name of the Virginia corporation immediately before the filing of these articles of entity conversion is Rosetta Stone Ltd. The corporation shall convert to a Virginia limited liability company and its name shall be Rosetta Stone LLC.
- Article II:** The converting corporation was originally incorporated on May 13, 1992 as a stock corporation with the name Fairfield & Sons, Ltd., which changed its name to Rosetta Stone Ltd. on April 16, 2007.
- Article III:** The plan of entity conversion, pursuant to § 13.1-722.10 of the Code of Virginia, is set forth as follows:
- A. The full text of the articles of organization of the resulting limited liability company as they will be in effect upon consummation of the conversion is attached hereto.
 - B. The shares held by the sole shareholder will be converted into a 100% membership interest in the resulting limited liability company.
- Article IV:** The plan of entity conversion was approved by the sole shareholder on March 11, 2021.

Signature

Signature:  *Date:* March 11, 2021

Barbara Benson Chief Financial Officer

SCC ID #: 03925369

