# CH \$490.00 6040

# 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		

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#### **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			
SIGNATURE:	/david j. davis/			
DATE SIGNED:	06/09/2021			

#### **Total Attachments: 3**

source=Filed - Virginia Articles of Entity Conversion of Rosetta Stone Ltd. - (2021-03-11) (121810984.1)1#page1.tif source=Filed - Virginia Articles of Entity Conversion of Rosetta Stone Ltd. - (2021-03-11) (121810984.1)1#page2.tif source=Filed - Virginia Articles of Entity Conversion of Rosetta Stone Ltd. - (2021-03-11) (121810984.1)1#page3.tif

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# Commonwealth of Dirginia

# 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

ORATION COUNTY OF THE SHOW

STATE CORPORATION COMMISSION Attest:

Clerk of the Commission

TRADEMARK REEL: 007322 FRAME: 0944

#### 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: ash on Inn	Date: March 11, 2021
Barbara Benson	Chief Financial Officer
SCC ID #: 03925369	

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# Articles of Organization of a Virginia Limited Liability Company

Pursuant : Article I	to Chapter 12 of Title  The limited liability		f Virginia	a, the undersi	gned s	state(s) as foli	ows:	•	
	***************************************	Rosetta Stone LLC							
ده د مد د	(The name must contain the words <u>limited company</u> or <u>limited liability company</u> or the abbreviation <u>L.C.</u> , <u>L.C.</u> , <u>L.L.C.</u> , or <u>LL.C.</u>								
Article II	A. The name of the LLC's initial registered agent: Cogency Global Inc.								
	B. The initial registered agent is: (Mark appropriate box.)								
6 .44° 1 1 219	(1) an INDIVIDUAL who is a resident of Virginia and  □ a member or manager of the LLC. □ a member or manager of a limited liability company that is a member or manager of the LLC. □ an officer or director of a corporation that is a member or manager of the LLC. □ a general partner of a general or limited partnership that is a member or manager of the LLC. □ a trustee of a trust that is a member or manager of the LLC. □ a member of the Virginia State Bar. □ OR  (2) ☒ a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.								
Article III	ine business om	A. The LLC's initial registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is						hich is identical to	
	250 Browns Hill Court		*************	Midlothian			VA_	23114	
	(number/street)		(city or town)				(zip)		
	B. The registered of	B. The registered office is located in the ☒ county or ☐ city of <u>Chesterfield County</u>						inty	
Article IV	The LLC's principal office address, including the street and number, is								
	135 W Marke	135 W Market Street		Harrisonburg V			A 22801-0000		
	(number/street)			(city or to	own)	(state	)	(zip)	
		Signa	iture(s)	of Organizer	r(s):				
Signature		Printed Name	,	Date	Tel.	# (optional)	Email	Address (optional)	
Janhen	y Janu-	Barbara Benson		3/10/21				<b>()</b>	
and the same of th				**************************************					
		<del> </del>		I		***************************************	<u> </u>		
Business To	el. # (optional)		Busine	ss Email Addres	ss (opti	onal)	***************************************		
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Required Fee: \$100.00

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RECORDED: 06/10/2021