

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM379470

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Audience, Inc.		12/17/2015	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Audience LLC		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86192326	VOICEQ	
Serial Number:	86296721	VOICEQ	
CORRESPONDENCE DATA			
Fax Number:			
<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:	3124746300		
Email:	docket@marshallip.com		
Correspondent Name:	Marshall Gerstein & Borun LLP		
Address Line 1:	233 South Wacker Drive		
Address Line 2:	Suite 6300		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	30521/A61020		
NAME OF SUBMITTER:	Craig A. Beaker		
SIGNATURE:	/Craig A. Beaker/		
DATE SIGNED:	04/05/2016		
Total Attachments: 4			
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OP \$65.00 86192326

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "AUDIENCE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "AUDIENCE, INC." TO "AUDIENCE LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2015, AT 8:36 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4956786 8100V
SR# 20151397798

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10635459
Date: 12-17-15

TRADEMARK
REEL: 005765 FRAME: 0743

**CERTIFICATE OF CONVERSION
OF AUDIENCE, INC.**

(Pursuant to Section 18-214 of the Delaware Limited Liability Company Act)

THIS CERTIFICATE OF CONVERSION relates to the conversion of Audience, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), into a Delaware limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Company Act. The Company does hereby certify as follows:

- FIRST: The name of the Company is Audience, Inc.
- SECOND: The Company was initially incorporated in the State of Delaware on May 24, 2011.
- THIRD: The jurisdiction of the Company immediately prior to filing this Certificate of Conversion is Delaware.
- FOURTH: The name of the Delaware limited liability company upon conversion shall be "Audience LLC".
- FIFTH: The conversion of the Company into a Delaware limited liability company has been approved pursuant to Section 18-214 of the Delaware Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on behalf of the Company and does hereby verify and affirm, under penalty of perjury, that this Certificate of Conversion is the act and deed of the Company and the facts stated herein are true as of this 17 day of December, 2015.

Audience, Inc.

By: Paul M. Dickinson
Name: Paul M. Dickinson
Title: President

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "AUDIENCE LLC"
FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D.
2015, AT 8:36 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4956786 8100V
SR# 20151397798

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10635459
Date: 12-17-15

TRADEMARK
REEL: 005765 FRAME: 0745

**CERTIFICATE OF FORMATION
OF
AUDIENCE LLC**

(Pursuant to Section 18-201 of the Delaware Limited Liability Company Act)

THIS CERTIFICATE OF FORMATION of Audience LLC, dated December 17, 2015, has been duly executed and is being filed by the undersigned, an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.), as follows:

FIRST: The name of the limited liability company formed hereby is Audience LLC (the "Company").

SECOND: The address of the Company's registered office in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

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

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on behalf of the Company as of the date first set forth above.

Authorized Person

By: Mark Pacioni
Name: Mark Pacioni
Title: Secretary