

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM785110

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OpenAI, L.P.		01/23/2023	Limited Partnership: DELAWARE
RECEIVING PARTY DATA			
Name:	OpenAI OpCo, LLC		
Street Address:	3180 18th St., Suite 100		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94110		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	97733261	CHATGPT	
Serial Number:	97733259	GPT	
Serial Number:	90092493	GPT-3	
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:	512-334-8488		
Email:	tmcentral@pirkeybarber.com, kpfertner@pirkeybarber.com, rmccurry@pirkeybarber.com, epoole@pirkeybarber.com		
Correspondent Name:	Rebecca McCurry		
Address Line 1:	1801 East 6th Street, Suite 300		
Address Line 4:	Austin, TEXAS 78702		
ATTORNEY DOCKET NUMBER:	OPAI018		
NAME OF SUBMITTER:	Kellie Pfertner		
SIGNATURE:	/Kellie Pfertner/		
DATE SIGNED:	02/07/2023		
Total Attachments: 4			
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State of Delaware
Secretary of State
Division of Corporations
Delivered 07:55 AM 01/23/2023
FILED 07:55 AM 01/23/2023
SR 20230215223 - File Number 7063675

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE LIMITED PARTNERSHIP
TO A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 17-219 OF THE DELAWARE REVISED UNIFORM
LIMITED PARTNERSHIP ACT AND SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

This Certificate of Conversion from a Delaware Limited Partnership to a Delaware Limited Liability Company, dated January 23, 2023, is being duly executed and filed by OpenAI, L.P., a Delaware limited partnership (the “**Limited Partnership**”), to convert from a Delaware limited partnership to a Delaware limited liability company under the name of OpenAI OpCo, LLC (the “**Limited Liability Company**”), pursuant to Section 17-219 of the Delaware Revised Uniform Limited Partnership Act (6 Del C. Section 17-101, *et seq*) and Section 18-214 the Delaware Limited Liability Company Act (6 Del C. Section 18-101, *et seq*).

FIRST: The jurisdiction where the Limited Partnership was first formed is the State of Delaware.

SECOND: The jurisdiction of the Limited Partnership immediately prior to the filing of this Certificate of Conversion is the State of Delaware.

THIRD: The date the Limited Partnership was formed is September 19, 2018.

FOURTH: The name and type of entity of the Limited Partnership immediately prior to filing this Certificate of Conversion is OpenAI, L.P., a Delaware limited partnership.

FIFTH: The name of the Limited Liability Company as set forth in its Certificate of Formation is OpenAI OpCo, LLC.

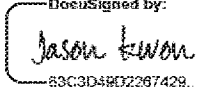
SIXTH: This Certificate of Conversion is to become effective at the time of the filing of this Certificate of Conversion.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of the date and year first written above.

OPENAI, L.P.

By: OPENAI GP, L.L.C.,
its general partner

By: 
89C3D48D2267429

Name: Jason Kwon
Title: General Counsel

CERTIFICATE OF FORMATION

OF

OPENAI OPCO, LLC

This Certificate of Formation of OpenAI OpCo, LLC (the “**LLC**”) is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is OpenAI OpCo, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington (New Castle County), Delaware, 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington (New Castle County), Delaware, 19808.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be duly executed as of January 23, 2023.

OpenAI OpCo, LLC, an Authorized Person

By: Jason Kwon
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Name: Jason Kwon

Title: General Counsel