

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM798973

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
OpenAI, L.P.		01/23/2023	Limited Partnership: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	OpenAI OpCo, LLC		
<b>Street Address:</b>	3180 18th Street, Suite 100		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94110		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	97484422	DALL·E	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Phone:</b>	512-322-5200		
<b>Email:</b>	tmcentral@pirkeybarber.com, kpfertner@pirkeybarber.com, karriola@pirkeybarber.com		
<b>Correspondent Name:</b>	Rebecca McCurry		
<b>Address Line 1:</b>	1801 East 6th Street, Suite 300		
<b>Address Line 4:</b>	Austin, TEXAS 78702		
<b>NAME OF SUBMITTER:</b>	Kellie V. Pfertner		
<b>SIGNATURE:</b>	/Kellie V Pfertner/		
<b>DATE SIGNED:</b>	03/30/2023		
<b>Total Attachments: 4</b>			
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OP \$40.00 97484422

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.

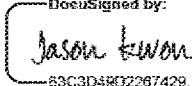
**SIXTH:** This Certificate of Conversion is to become effective at the time of the filing of this Certificate of Conversion.

*[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  
63C3D48D2267428...

Name: Jason Kwon

Title: General Counsel