

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM420989

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Coach Test Prep, Inc.		08/08/2016	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	With Coach, Inc.		
<b>Street Address:</b>	198 East 7th Street		
<b>Internal Address:</b>	Apartment 8		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10009		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86773532	COACH	
<b>Serial Number:</b>	87310495	MAKE A LIVING OFF YOUR PASSION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8664015985		
<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>	650-549-5298		
<b>Email:</b>	liz@olinerlaw.com, shawn@olinerlaw.com		
<b>Correspondent Name:</b>	Elizabeth Oliner		
<b>Address Line 1:</b>	345 Grove Street		
<b>Address Line 2:</b>	2nd Floor		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94102		
<b>ATTORNEY DOCKET NUMBER:</b>	Coach Test Prep CON		
<b>NAME OF SUBMITTER:</b>	Elizabeth Oliner		
<b>SIGNATURE:</b>	/ejo/		
<b>DATE SIGNED:</b>	03/22/2017		
<b>Total Attachments: 3</b>			
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source=COACH TEST PREP INC - DE - Amendment#page2.tif			

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COACH TEST PREP, INC.", CHANGING ITS NAME FROM "COACH TEST PREP, INC." TO "WITH COACH, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 2016, AT 2:06 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

5637564 8100  
SR# 20165267288

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202790750  
Date: 08-08-16

**TRADEMARK**  
**REEL: 006018 FRAME: 0160**

**FIRST CERTIFICATE OF AMENDMENT  
TO THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
COACH TEST PREP, INC.**

**(Pursuant to Sections 242 of the  
General Corporation Law of the State of Delaware)**

Coach Test Prep, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

**DOES HEREBY CERTIFY:**

**FIRST:** That the name of this corporation is Coach Test Prep, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on November 12, 2014 under the name Coach Test Prep, Inc. (hereinafter, the "Corporation").

**SECOND:** That the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation (the "Restated Certificate"), declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is substantially as follows:

**NOW, THEREFORE, BE IT RESOLVED,** that Article I of the Restated Certificate of Incorporation be deleted and replaced in full with the following:

**"ARTICLE I**

The name of this corporation is With Coach, Inc."

**THIRD:** The foregoing amendment was approved by the holders of the requisite number of shares of said corporation in accordance with the provisions of Section 242 of the General Corporation Law by written consent of the stockholders holding the requisite number of shares required by statute given in accordance with and pursuant to Section 228 of the General Corporation Law.

\* \* \* \*

**IN WITNESS WHEREOF**, this Corporation has caused this First Certificate of Amendment to the Restated Certificate of Incorporation to be executed by a duly authorized officer of the Corporation on this 8<sup>th</sup> day of August, 2016.

/s/ Spencer Fry

Spencer Fry, President