

Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/2015)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

MS Ventures, LLC (formerly known as MerchSource, LLC, a California Limited Liability Company)

- Individual(s)
- Partnership
- Corporation- State: _____
- Other California Limited Liability Company
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) 06/21/2012

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: MerchSource, LLC (a Delaware Limited Liability Company)

Street Address: 19517 Pauling

City: Foothill Ranch

State: California

Country: US Zip: 92610

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Delaware LLC Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See attached list of Trademark Applications

B. Trademark Registration No.(s)

See attached list of Trademark Registrations

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See attached list of Trademark Applications and Registrations

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Jennifer H. Hamilton

Internal Address: The Eclipse Group LLP

Street Address: 6345 Balboa Blvd., Bldg. II, Suite 325

City: Encino

State: CA Zip: 91316

Phone Number: (818) 488-8141

Docket Number: MS12GEN001

Email Address: TMDocketing@eclipsegrp.com

6. Total number of applications and registrations involved:

40

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$1,015.00

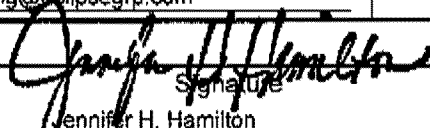
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 50-2542

Authorized User Name Jennifer H. Hamilton

9. Signature:



Jennifer H. Hamilton

Name of Person Signing

9/13/12
Date

Total number of pages including cover sheet, attachments, and document: 13

Documents to be recorded (Including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22304-1450

TRADEMARK

OP \$1015.00 85287541

Continuation of 4.A.B.C.SCHEDULE APENDING TRADEMARKS

MARK	APPLICATION NO.
K&D	85/287,541
ORDER (word mark)	85/450,791
ORDER ORGANIZING SYSTEMS & Design	85/450,792
THE BLACK SERIES	77/713,799
TREEHAUS WOOD SHOPPE (word mark)	85/294,300
TREEHAUS WOOD SHOPPE (word mark)	85/360,518

REGISTERED TRADEMARKS

MARK	REGISTRATION NO.
BLUE HAT TOY COMPANY	4,004,869
DESIGN (stylized star)	4,004,871
FUN 2 SAVE	3,644,843
LIGHTBLAST	3,963,019
LITERATI	3,881,569
LITERATI (stylized)	4,001,150
LITTLE TUNES	3,740,746
LOOKBOOK	3,858,326
LOOKBOOK (Stylized)	4,001,151
PLAYER (Actuator Design) mp3 + video player	3,786,376
SARAH PEYTON	3,962,777
SARAH PEYTON	3,962,887
SARAH PEYTON	4,004,868
SARAH PEYTON & Logo	3,962,778
SARAH PEYTON Logo	4,005,546
SHIFT3	3,992,305
SPEEDBORG	3,648,651
SPEEDSPINNER	3,648,650
TEACH & TALK	3,827,084
THE BLACK SERIES	3,779,334
THE BLACK SERIES BY SHIFT3	4,049,685
THUNDER TUMBLER	3,889,022
TREEHAUSE WOOD SHOPPE & Design	4,049,294
U-VIDEO	3,769,214
VENGEANCE	3,759,005
WONDERWALL	3,648,649
PET'S PAD & Logo	4,075,973
THE BLACK SERIES	4,100,319

REGISTERED TRADEMARKS (cont.)

MARK	REGISTRATION NO.
THE BLACK SERIES	4,132,222
THE BLACK SERIES	4,094,743
TREEHAUS WOOD SHOPPE (word mark)	4,148,847
TREEHAUS WOOD SHOPPE Logo	4,147,732
MERCHSOURCE THE ITEM COMPANY & Design (stylized star)	4,004,872
TREEHAUS WOOD SHOPPE Logo	4,108,301

ASSIGNMENT

This Assignment ("Assignment") shall be effective as October 31, 2011 ("Effective Date") by and between:

MS Ventures, LLC, a California Limited Liability Company, having a principal place of business at 19517 Pauling, Foothill Ranch, CA 92610 (formerly MerchSource, LLC, a California Limited Liability Company) ("MS Ventures"); and

MerchSource, LLC, a Delaware Limited Liability Company, having a principal place of business at 19517 Pauling, Foothill Ranch, CA 92610 ("MS Delaware").

1.0 BACKGROUND

1.1 MerchSource, LLC, a California Limited Liability Company, amended its corporate name to MS Ventures, LLC effective October 27, 2011. A copy of the Certificate of Amendment evidencing the name change is attached as Exhibit A.

1.2 For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, MS Ventures contributed all its assets, including intellectual property assets, attached hereto as Schedules A-I, pursuant to an Asset Contribution Agreement between MS Ventures and MS Delaware dated October 31, 2011.

1.3 MS Ventures is executing this Assignment to record the transfer of intellectual property rights from MS Ventures to MS Delaware with all the respective intellectual property offices. The assets transferred are identified in Schedules A-I attached to this Assignment.

2.0 ASSIGNMENT

2.1 Pursuant to the Asset Contribution Agreement, MS Ventures sold, assigned and transferred and does hereby sell, assign and transfer to MS Delaware its entire worldwide right, title, and interest in and to all intellectual property assets owned by MS Ventures as of the Effective Date of the Asset Contribution Agreement, which shall include, but not be limited to, those properties set forth on Schedules A-I listed below:

Schedule A – Trademarks;

Schedule B – Issued Design Patents;

Schedule C – Pending Design Patent Applications (Separately paginated for redaction purposes);

Schedule D – Utility Patent Applications (separately paginated for redaction purposes);

Schedule E – Copyright Registrations;

Schedule F – Chinese Trademarks;

Schedule G – Canadian Trademarks;

Schedule H – Chinese Issued Design Patents; and

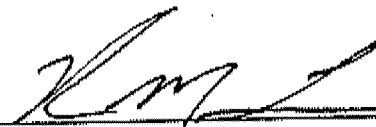
Schedule I – Chinese Pending Design Patent Applications (separately paginated for redaction purposes)

2.2 The transfer of intellectual property assets set forth in Section 2.1 above, shall include, but not be limited to, all right, title and interest in and to any United States or foreign patents, trademarks, trade names, trade dress, service marks, logos, copyrights, and domain names, including all pending or issued applications, registrations and common law rights relating thereto, and all of the goodwill related to or associated therewith other intellectual property, owned by MS Ventures as of the Effective Date of the Asset Contribution Agreement, together with the right to sue, enjoin, and recover damages for any and all past infringements.

The terms, covenants and provisions of this Assignment shall inure to the benefit of MS Delaware, its successors, assigns and other legal representatives, and shall be binding upon MS Ventures, MS Venture's heirs, legal representatives and assigns.

MS Ventures, LLC

Date 6/21/12

By 
Name: Kirk McLean
Title: Member

**State of California
Secretary of State**

CERTIFICATE OF REGISTRATION

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the 27TH day of OCTOBER, 2011, MERCHSOURCE, LLC, complied with the requirements of California law in effect on that date for the purpose of registering to transact intrastate business in the State of California; and further purports to be a limited liability company organized and existing under the laws of DELAWARE as MERCHSOURCE, LLC and that as of said date said limited liability company became and now is duly registered and authorized to transact intrastate business in the State of California, subject, however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
October 27, 2011.



Debra Bowen

DEBRA BOWEN
Secretary of State

TAL

201130010079

LLC-5 Application to Register a Foreign Limited Liability Company (LLC)

To register an LLC from another state or country in California, fill out this form, and submit for filing along with:

- A \$70 filing fee,
- A certificate of good standing from the agency where your LLC was formed originally, and
- A separate, non-refundable \$15 service fee, if you drop off the completed form.

Important! LLCs in California may have to pay a minimum \$800 yearly tax to the Franchise Tax Board.

LLCs that provide *professional services* cannot register in California.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

OCT 27 2011

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/befiling-tips.htm

① Name to be used for this LLC in California

MerchSource, LLC

proposed LLC name

The name must end with: "LLC," "LLC," "Limited Liability Company," "Limited Liability Co.," "Liability Co.," or "Ltd. Liability Company," and may not include: "bank," "trust," "trustee," "incorporated," "inc.," "corporation," or "corp.," "insurer," or "insurance company."

② LLC History

a. If the proposed LLC name you listed above is different than the LLC name you use now (as listed on your certificate of good standing), list the complete LLC name used now:

b. Date your LLC was formed (MM, DD, YYYY): 10/10/2011

c. State or country where your LLC was formed: Delaware

d. Your LLC currently has powers and privileges to conduct business in the state or country listed above.

③ Service of Process

List a California resident or a qualified 1505 corporation in California that agrees to be your agent to accept service of process in case your LLC is sued. You may list any adult who lives in California. You may not list an LLC as your agent. Do not list an address if the agent is a 1505 corporation.

a. Agent's name: Adam Gromlin

b. Agent's address: 19517 Pauling Foothill Ranch CA 92610
street address (if agent is not a corporation) city (no abbreviations) state zip

If the agent listed above has resigned or cannot be found or served after reasonable attempts, the California Secretary of State will be appointed the agent for service of process for your LLC.

④ LLC Address

a. List address for your LLC's headquarters:

19517 Pauling Foothill Ranch CA 92610
street address city (no abbreviations) state zip

b. List address for your LLC's main office in California, if any:

19517 Pauling Foothill Ranch CA 92610
street address city (no abbreviations) state zip

⑤ Read and sign below:

I declare that I am the person who signed this form, and that I am authorized to do so under the laws of the state or country where this LLC was formed.

[Signature]
Sign here
Kirk McLean
Print your name here

October 27, 2011
Date
Manager
Your business title

Make check/money order payable to: Secretary of State

We can give you up to 2 free certified copies of your filed form if you submit up to 2 completed copies of this form (with all attachments).

By Mail
Secretary of State
Business Entities, P. O. Box 944226
Sacramento, CA 94244-2280

Drop-Off
Secretary of State
1500 11th St., 3rd Floor
Sacramento, CA 95814

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERCHSOURCE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF OCTOBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5048022 8300

111102306

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9093599

DATE: 10-14-11

201130010079
TRADEMARK

REEL: 004861 FRAME: 0599

1



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 27 2011 *[Signature]*

Date: _____

John Bowca
DEBRA BOWEN, Secretary of State

REEL: 004861 FRAME: 0600



State of California Secretary of State

LIMITED LIABILITY COMPANY CERTIFICATE OF AMENDMENT

A \$30.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

ENDORSED - FILED in the office of the Secretary of State of the State of California

OCT 27 2011

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER 200202510174	2. NAME OF LIMITED LIABILITY COMPANY Merchsource, LLC
3. COMPLETE ONLY THE SECTIONS WHERE INFORMATION IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED IF NECESSARY.	
A. LIMITED LIABILITY COMPANY NAME (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO." OR THE ABBREVIATIONS "LLC" OR "L.L.C.") MS Ventures, LLC	
B. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONE): <input type="checkbox"/> ONE MANAGER <input checked="" type="checkbox"/> MORE THAN ONE MANAGER <input type="checkbox"/> ALL LIMITED LIABILITY COMPANY MEMBER(S)	
C. AMENDMENT TO TEXT OF THE ARTICLES OF ORGANIZATION:	
D. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE A CHANGE IN THE LATEST DATE ON WHICH THE LIMITED LIABILITY COMPANY IS TO DISSOLVE OR ANY CHANGE IN THE EVENTS THAT WILL CAUSE THE DISSOLUTION.	
4. FUTURE EFFECTIVE DATE, IF ANY: MONTH DAY YEAR	
5. NUMBER OF PAGES ATTACHED, IF ANY: - 0 -	
6. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.	
SIGNATURE OF AUTHORIZED PERSON <i>Kirk McLean</i> Kirk McLean, President, Apple Ventures, Inc., Member	October 27, 2011 DATE
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	
7. RETURN TO:	
NAME	Regina Braman
FIRM	O'Melveny & Myers LLP
ADDRESS	610 Newport Center Drive, Suite 1700
CITY/STATE	Newport Beach, CA 92660
ZIP CODE	



I hereby certify that the foregoing transcript of _____ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 27 2011

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State
TRADEMARK