

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM374788

|                              |                           |
|------------------------------|---------------------------|
| <b>SUBMISSION TYPE:</b>      | RESUBMISSION              |
| <b>NATURE OF CONVEYANCE:</b> | MERGER AND CHANGE OF NAME |
| <b>EFFECTIVE DATE:</b>       | 11/22/2015                |
| <b>RESUBMIT DOCUMENT ID:</b> | 900351017                 |

## CONVEYING PARTY DATA

| Name            | Formerly | Execution Date | Entity Type           |
|-----------------|----------|----------------|-----------------------|
| Ticketfly, Inc. |          | 11/22/2015     | CORPORATION: DELAWARE |

## NEWLY MERGED ENTITY DATA

| Name                              | Execution Date | Entity Type                         |
|-----------------------------------|----------------|-------------------------------------|
| Tennessee Acquisition Sub II, LLC | 11/22/2015     | LIMITED LIABILITY COMPANY: DELAWARE |

## MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

|                        |                                     |
|------------------------|-------------------------------------|
| <b>Name:</b>           | Ticketfly, LLC                      |
| <b>Street Address:</b> | 111 Townsend Street                 |
| <b>City:</b>           | San Francisco                       |
| <b>State/Country:</b>  | CALIFORNIA                          |
| <b>Postal Code:</b>    | 94107                               |
| <b>Entity Type:</b>    | LIMITED LIABILITY COMPANY: DELAWARE |

## PROPERTY NUMBERS Total: 6

| Property Type  | Number   | Word Mark |
|----------------|----------|-----------|
| Serial Number: | 77892737 | GIGBOT    |
| Serial Number: | 86243070 | TF        |
| Serial Number: | 86242091 | TICKETFLY |
| Serial Number: | 85077170 | TICKETFLY |
| Serial Number: | 85075889 | TICKETFLY |
| Serial Number: | 86243197 | TICKETFLY |

## CORRESPONDENCE DATA

Fax Number: 4159441110

*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.*

Phone: 415-885-9800

Email: trademark@prangerlaw.com

Correspondent Name: Pranger Brand Law

TRADEMARK

**Address Line 1:** 88 Guy Place, Suite 405  
**Address Line 4:** San Francisco, CALIFORNIA 94105

**NAME OF SUBMITTER:** Gail I. Nevius Abbas

**SIGNATURE:** /Gail I. Nevius Abbas/

**DATE SIGNED:** 02/26/2016

**Total Attachments: 5**

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# Delaware

The First State

Page 1

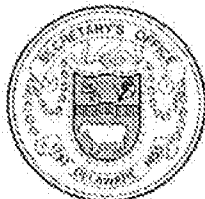
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TICKETFLY, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

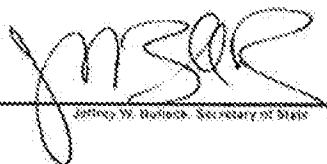
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE THIRTIETH DAY OF SEPTEMBER, A.D. 2015, AT 4:14 O`CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "TENNESSEE ACQUISITION SUB II, LLC" TO "TICKETFLY, LLC", FILED THE SECOND DAY OF NOVEMBER, A.D. 2015, AT 8:02 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "TICKETFLY, LLC".



  
Jeffrey W. Bullock, Secretary of State

5804485 8100H  
SR# 20160217768

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

Authentication: 201672615  
Date: 01-14-16

TRADEMARK  
REEL: 005740 FRAME: 0280

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:14 PM 09/30/2015  
FILED 04:14 PM 09/30/2015  
SR 20150329940 - File Number 5804485

**STATE OF DELAWARE  
LIMITED LIABILITY COMPANY  
CERTIFICATE OF FORMATION**

**First:** The name of the limited liability company is **Tennessee Acquisition Sub II, LLC.**

**Second:** The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808.

The name of its registered agent at that address is Corporation Service Company.

**In Witness Whereof**, the undersigned has executed this Certificate of Formation on this 30<sup>th</sup> day of September, 2015.

By: /s/ Patricia Posada  
Patricia Posada,  
Authorized Person

**CERTIFICATE OF MERGER  
FOR THE MERGER OF  
TICKETFLY, INC.  
WITH AND INTO  
TENNESSEE ACQUISITION SUB II, LLC**

November 2, 2015

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Pursuant to Section 264(c) of the  
General Corporation Law of the State of Delaware  
and Section 18-209 of the Delaware Limited Liability Company Act

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Tennessee Acquisition Sub II, LLC, a Delaware limited liability company ("*Merger Sub II*"), does hereby certify to the following facts relating to the merger (the "*Merger*") of Ticketfly, Inc., a Delaware corporation (the "*Company*"), with and into Merger Sub II, with Merger Sub II continuing as the surviving entity of the Merger (the "*Surviving Entity*"):

- FIRST:** The constituent business entities participating in the Merger herein certified are (i) the Company, a corporation, which is incorporated under the laws of the State of Delaware and (ii) Merger Sub II, a limited liability company, which is organized under the laws of the State of Delaware.
- SECOND:** An Agreement and Plan of Merger (as amended from time to time in accordance with its terms, the "*Merger Agreement*"), has been approved, adopted, certified, executed and acknowledged by Merger Sub II and the Company in accordance with the provisions of § 18-209(b) of the Delaware Limited Liability Company Act and in accordance with the provisions of §§ 228 and 264(c) of the Delaware General Corporation Law.
- THIRD:** Pursuant to § 18-209(c)(4) of the Delaware Limited Liability Company Act, the first paragraph of the Certificate of Formation of Merger Sub II, relating to the name of Merger Sub II, is hereby amended to read in its entirety as follows: "The name of the limited liability company is **Ticketfly, LLC.**" The Certificate of Formation of Merger Sub II, as amended by the immediately preceding sentence, shall continue to be the Certificate of Formation of the Surviving Entity until amended or changed pursuant to the provisions of the Delaware Limited Liability Company Act.
- FOURTH:** The name of the Surviving Entity in the Merger herein certified is Tennessee Acquisition Sub II, LLC, which shall continue its existence as said surviving limited liability company under the name **Ticketfly, LLC** upon the effective date of the Merger, pursuant to the provisions of the Delaware Limited Liability Company Act.

- FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Entity, at 111 Townsend Street, San Francisco, CA 94107.
- SIXTH: A copy of the executed Merger Agreement will be furnished by the Surviving Entity on request and without cost, to any member of Merger Sub II or any stockholder of the Company. A copy of the executed Merger Agreement is on file at 111 Townsend Street, San Francisco, CA 94107.
- SEVENTH: The Merger shall become effective on October 31, 2015 for accounting purposes only in accordance with the provisions of Sections 103 and 251(c) of the DGCL.

IN WITNESS WHEREOF, Merger Sub II has caused this Certificate of Merger to be executed by its duly authorized person as of the date first above written.

TENNESSEE ACQUISITION SUB II,  
LLC

By: /s/ Jeremy Liegl  
Name: Jeremy Liegl  
Title: Secretary

[SIGNATURE PAGE TO SECOND CERTIFICATE OF MERGER]