

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM413375

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
New Vad, LLC		12/31/2016	Limited Liability Company: MINNESOTA
RECEIVING PARTY DATA			
Name:	Milestone AV Technologies LLC		
Street Address:	6436 City West Parkway		
City:	Eden Prairie		
State/Country:	MINNESOTA		
Postal Code:	55344		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	86793316	VADDIO	
Serial Number:	87021409	HUDDLESHOT	
Serial Number:	86861547	ROBOSHOT	
Serial Number:	86861523	CLEARSHOT	
Serial Number:	86864313	ONELINK	
Serial Number:	86921091	ROBOTRAK	
CORRESPONDENCE DATA			
Fax Number:	6123499266		
<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:	6123495740		
Email:	trademark@ptslaw.com		
Correspondent Name:	Patterson Thuente Pedersen PA		
Address Line 1:	80 South 8th Street		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	3156.456_457455454453_452		
NAME OF SUBMITTER:	Kyle T. Peterson		
SIGNATURE:	/Kyle T. Peterson/		

OP \$165.00 86793316

DATE SIGNED:

01/24/2017

Total Attachments: 25

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into this 21st day of December, 2016 by and among MAVT LLC, a Delaware limited liability company ("Parent"), Milestone AV Technologies LLC, a Delaware limited liability company ("Surviving Company"), Vaddio Holdings, LLC, a Delaware limited liability company and wholly owned subsidiary of Surviving Company ("Vaddio"), and New Vad, LLC, a Minnesota limited liability company and wholly owned subsidiary of Vaddio ("New Vad"), and together with Vaddio, the "Terminating Companies").

RECITALS

A. The sole Members of Surviving Company and Vaddio, and the sole Member and Board of Managers of New Vad, have (i) determined that it is in the best interests of the Surviving Company and the Terminating Companies, respectively, that the parties to this Agreement consummate the business combination transaction provided for herein in which the Terminating Companies will merge with and into the Surviving Company (the "Merger"), with the Surviving Company surviving on the terms, and subject to the conditions, of this Agreement as a wholly owned subsidiary of Parent, and (ii) approved this Agreement in accordance with the Delaware Limited Liability Company Act ("DLLCA") and Minnesota Statute Section 322B (the "M322B"), respectively.

B. The sole Members of Surviving Company and Vaddio, and the sole Member and Board of Managers of New Vad have been duly advised of the terms and conditions of the Merger and, by resolutions duly adopted, has authorized, approved and adopted this Agreement.

NOW, THEREFORE, on the terms, and subject to the conditions, of this Agreement, the Surviving Company, the Terminating Companies and Parent each agree as follows:

ARTICLE 1 THE MERGER; RELATED TRANSACTIONS

1.1 EFFECTIVE TIME. Subject to the terms and conditions of this Agreement, at the Closing (as defined below), the Merger will be consummated and become effective upon the filing by the parties of a certificate of merger with the Secretary of State of the State of Delaware in accordance with the M322B and the DLLCA (the "Effective Time").

1.2 MERGER. At the Effective Time:

(a) the Terminating Companies will merge with and into the Surviving Company, and the Surviving Company will continue as the surviving entity and a wholly owned subsidiary of Parent; and

(b) the separate existence of the Terminating Companies will cease, and the Surviving Company will succeed, without other transfer or action, to all of the rights and

property of the Terminating Companies, and will be subject to all of the debts and liabilities of the Terminating Companies.

(c) New Vad LLC agrees to be served with service of process and irrevocably appoints the Minnesota Secretary of State to act as Agent. The address to forward any service of process received by the Minnesota Secretary of State is 6436 City West Parkway, Eden Prairie, MN 55344.

(d) New Vad LLC agrees that it will promptly pay to any dissenting members of each constituent domestic limited liability company, the amount, if any, to which they are entitled.

1.3 EFFECT ON SURVIVING COMPANY UNITS. At the Effective Time, each unit of a limited liability interest of the Surviving Company outstanding immediately prior to the Effective Time shall remain outstanding and shall continue to be held by Parent.

1.4 EFFECT ON TERMINATING COMPANIES UNITS.

(a) At the Effective Time, each unit of a limited liability interest of New Vad, issued and outstanding immediately prior to the Effective Time (such interests, collectively, "New Vad Terminated Interests") will be automatically cancelled and retired and cease to exist without any action required by any person;

(b) at the Effective Time, each unit of a limited liability interest of Vaddio, issued and outstanding immediately prior to the Effective Time (such interests, collectively, "Vaddio Terminated Interests") will be automatically cancelled and retired and cease to exist without any action required by any person.

1.5 ORGANIZATIONAL DOCUMENTS. The certificate of formation of the Surviving Company in effect at the Effective Time will be the certificate of formation of the Surviving Company following the Merger until changed or amended as provided therein or by applicable law. [The limited liability company agreement of the Surviving Company in effect immediately prior to the Effective Time will be the limited liability company agreement of the Surviving Company following the Merger until changed or amended as provided therein or by applicable law.] [NTD: Discuss treatment of New Vad Board of Managers.]

ARTICLE 2 CLOSING AND CLOSING CONDITIONS

2.1 CLOSING. The closing of the transactions contemplated by this Agreement (the "Closing") shall take place at the offices of Winston & Strawn LLP located at 35 W. Wacker Drive, Chicago, Illinois 60601 on the date mutually agreed to by the parties following the satisfaction or waiver of the conditions set forth in Section 2.2.

2.2 CONDITIONS TO OBLIGATIONS OF EACH PARTY. The respective obligations of the parties to consummate the Merger are subject to the satisfaction at or prior to the Effective Time of the following conditions, any or all of which may be waived by the joint agreement of the parties, in whole or in part, to the extent permitted by applicable law:

(a) No provision of any applicable law and no order (including any injunction, restraint, or enjoining) shall prohibit or otherwise constrain the consummation of the Closing as contemplated by this Agreement.

(b) This Agreement and the Merger, and all transactions contemplated by this Agreement shall have been approved by the requisite vote of the Members of the Terminating Companies in accordance with the terms of applicable law and the governing documents of the Terminating Companies.

(c) This Agreement and the Merger, and all transactions contemplated by this Agreement shall have been approved by the requisite consent of the member of the Surviving Company in accordance with the terms of applicable law and the governing documents of the Surviving Company.

ARTICLE 3 MISCELLANEOUS

3.1 ENTIRE AGREEMENT; ASSIGNMENT. This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, between the parties with respect to the subject matter hereof. Neither this Agreement nor any right, interest or obligation under this Agreement may be assigned, in whole or in part, by operation of law or otherwise, without the prior written consent of the other party.

3.2 GOVERNING LAW. This Agreement will be governed by and construed in accordance with the substantive laws of the State of Delaware, regardless of the laws that might otherwise govern under principles of conflicts of laws applicable thereto.


3.3 COUNTERPARTS. This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which will constitute one and the same agreement, and will become effective when one or more counterparts have been signed by each party and delivered to the other party.

[signature page follows]

IN WITNESS WHEREOF, each of undersigned has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized signatory as of the date first set forth above.

SURVIVING COMPANY:

MILESTONE AV TECHNOLOGIES LLC


By: 

Name: Troy A. Peifer

Title: Chief Financial Officer

TERMINATING COMPANIES:


VADDIO HOLDINGS, LLC

By: 

Name: Troy A. Peifer

Title: Chief Financial Officer

NEW VAD, LLC

By: 

Name: Troy A. Peifer

Title: Chief Financial Officer

[Signature Page to Agreement and Plan of Merger]

TRADEMARK
REEL: 005971 FRAME: 0210

PARENT:

MAVT LLC

By: MAVT Holdings LLC, as sole member

By: 

Name: Troy A. Peifer

Title: Chief Financial Officer

[Signature Page to Agreement and Plan of Merger]

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MILESTONE AV TECHNOLOGIES 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 THIRTIETH DAY OF DECEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



4548317 8300

SR# 20167351065

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

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203615408

Date: 12-30-16

TRADEMARK
REEL: 005971 FRAME: 0212

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 MERGER, WHICH MERGES:

"NEW VAD, LLC", A MINNESOTA LIMITED LIABILITY COMPANY,
"VADDIO HOLDINGS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "MILESTONE AV TECHNOLOGIES LLC" UNDER THE NAME OF "MILESTONE AV TECHNOLOGIES LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2016, AT 7:32 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2016.




Jeffrey W. Bullock, Secretary of State

4548317 8100M
SR# 20167213263

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

Authentication: 203586209
Date: 12-27-16

TRADEMARK
REEL: 005971 FRAME: 0213

CERTIFICATE OF MERGER

MERGING

VADDIO HOLDINGS, LLC

AND

NEW VAD, LLC

INTO

MILESTONE AV TECHNOLOGIES LLC

**Pursuant to the provisions of §18-209 of the Delaware Limited Liability
Company Act**

Dated as of December 21, 2016

Milestone AV Technologies LLC, a Delaware limited liability company ("Milestone"), in connection with the merger of Vaddio Holdings, LLC, a Delaware limited liability company ("Vaddio") and New Vad, LLC, a Minnesota limited liability company ("New Vad", and together with Vaddio, the "Companies") with and into Milestone, hereby certifies that:

FIRST: The name and state of formation of each of the constituent entities of the merger are as follows:

<u>Name</u>	<u>State of Formation</u>
Vaddio Holdings, LLC	Delaware
New Vad, LLC	Minnesota
Milestone AV Technologies LLC	Delaware

SECOND: The Agreement and Plan of Merger, dated as of December 21, 2016 (the "Merger Agreement"), between the Companies and Milestone has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with §18-209 of the Delaware Limited Liability Company Act.

THIRD: Milestone is the surviving company of the merger, and the name of the surviving company shall be "Milestone AV Technologies LLC" (the "Surviving Company").

FOURTH: The Certificate of Formation of the Surviving Company shall continue in full force and effect as its Certificate of Formation following the merger.


FIFTH: The merger shall be effective as of December 31, 2016.

SIXTH: The executed Merger Agreement is on file at the office of the Surviving Company at Milestone AV Technologies LLC, 6436 City West Parkway, Eden Prairie, MN 55344.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of any constituent entity.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the date first written above.

**MILESTONE AV TECHNOLOGIES
LLC**

By: 

Name: Troy A. Peifer

Title: Chief Financial Officer

TRADEMARK

REEL: 005971 FRAME: 0216

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 "MILESTONE AV TECHNOLOGIES LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE FIFTEENTH DAY OF MAY, A.D. 2008, AT 3:38 O`CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE FIFTEENTH DAY OF MAY, A.D. 2008, AT 3:38 O`CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "CSAV I LLC" TO "MILESTONE AV TECHNOLOGIES LLC", FILED THE FIFTEENTH DAY OF MAY, A.D. 2008, AT 3:39 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY--SEVENTH DAY OF DECEMBER, A.D. 2012, AT 4:04 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY--FIRST DAY OF DECEMBER, A.D. 2012.




JEFFREY W. BULLOCK, Secretary of State

4548317 8100H
SR# 20167351489

Authentication: 203616788
Date: 12-30-16

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

TRADEMARK
REEL: 005971 FRAME: 0217

Delaware

Page 2


The First State

CERTIFICATE OF MERGER, FILED THE TWENTY-FIRST DAY OF
DECEMBER, A.D. 2016, AT 7:32 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2016.

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




Jeffrey M. Bullock, Secretary of State

4548317 8100H
SR# 20167351489

Authentication: 203616788
Date: 12-30-16

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

TRADEMARK
REEL: 005971 FRAME: 0218

CERTIFICATE OF CONVERSION
CONVERTING
CSAV, INC.
(a Massachusetts corporation)
INTO
CSAV I LLC
(a Delaware limited liability company)

PURSUANT TO SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT

CSAV, Inc., a Massachusetts corporation (the "Company"), does hereby execute this Certificate of Conversion to convert the Company into a Delaware limited liability company, pursuant to the Massachusetts Business Corporation Act (M.G.L.A. c156D § 9.50 et. seq.) and the Delaware Limited Liability Company Act (6 Del. C. § 101, et. seq.), and, hereby certifies to the following:

FIRST: The Company was incorporated in the Commonwealth of Massachusetts on March 20, 2000.

SECOND: Immediately prior to the filing of this Certificate of Conversion, the name of the entity to be converted into a Delaware limited liability company is "CSAV, Inc."

THIRD: The name of the limited liability company into which the Company shall be converted, as set forth in its Certificate of Formation, is "CSAV I LLC" (the "LLC").

FOURTH: The conversion of the Company into the LLC and the Limited Liability Company Agreement of the LLC have been approved in accordance with the provisions of Sections 18-214 of the Delaware Limited Liability Company Act and Chapter 156D, Section 9.50 of the Massachusetts Business Corporation Act.

FIFTH: The Conversion shall be effective upon the filing of this Certificate of Conversion and the Certificate of Formation of the LLC with the Secretary of State of the State of Delaware.

[signature page follows]

CERTIFICATE OF FORMATION

OF

CSAV I LLC

This Certificate of Formation of CSAV I LLC (the "LLC"), dated May 15, 2008 is being duly executed and filed by Randy J. Heinig, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is "CSAV I LLC."

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

/s/ Randy J. Heinig
Randy J. Heinig, Authorized Person

**CERTIFICATE OF CONVERSION
CONVERTING
CSAV, INC.
(a Massachusetts corporation)
INTO
CSAV I LLC
(a Delaware limited liability company)**

**PURSUANT TO SECTION 18-214 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT**

CSAV, Inc., a Massachusetts corporation (the "Company"), does hereby execute this Certificate of Conversion to convert the Company into a Delaware limited liability company, pursuant to the Massachusetts Business Corporation Act (M.G.L.A. c156D § 9.50 et. seq.) and the Delaware Limited Liability Company Act (6 Del. C. § 101, et. seq.), and, hereby certifies to the following:

FIRST: The Company was incorporated in the Commonwealth of Massachusetts on March 20, 2000.

SECOND: Immediately prior to the filing of this Certificate of Conversion, the name of the entity to be converted into a Delaware limited liability company is "CSAV, Inc."

THIRD: The name of the limited liability company into which the Company shall be converted, as set forth in its Certificate of Formation, is "CSAV I LLC" (the "LLC").

FOURTH: The conversion of the Company into the LLC and the Limited Liability Company Agreement of the LLC have been approved in accordance with the provisions of Sections 18-214 of the Delaware Limited Liability Company Act and Chapter 156D, Section 9.50 of the Massachusetts Business Corporation Act.

FIFTH: The Conversion shall be effective upon the filing of this Certificate of Conversion and the Certificate of Formation of the LLC with the Secretary of State of the State of Delaware.

[signature page follows]

CERTIFICATE OF FORMATION

OF

CSAV I LLC

This Certificate of Formation of CSAV I LLC (the "LLC"), dated May 15, 2008 is being duly executed and filed by Randy J. Heinig, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is "CSAV I LLC."

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

/s/ Randy J. Heinig
Randy J. Heinig, Authorized Person



STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANIES
OF
DA-LITE SCREEN COMPANY LLC
(A DELAWARE LIMITED LIABILITY COMPANY)
INTO
MILESTONE AV TECHNOLOGIES LLC
(A DELAWARE LIMITED LIABILITY COMPANY)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

1. The name of the surviving limited liability company is Milestone AV Technologies LLC, a Delaware limited liability company, and the name of the limited liability company being merged into this surviving limited liability company is Da-Lite Screen Company LLC, a Delaware limited liability company.

2. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.

3. The name of the surviving limited liability company is Milestone AV Technologies LLC, a Delaware limited liability company.

4. The merger is to become effective on December 31, 2012.

5. The Agreement of Merger is on file at 6436 City West Parkway, Eden Prairie, Minnesota 55344.

7. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

[SIGNATURE PAGE FOLLOWS]

Signature Page to Certificate of Merger

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized person this 27th day of December, 2012.

MILESTONE AV TECHNOLOGIES LLC,
a Delaware limited liability company

By: 
Name: Troy A. Peifer
Title: Chief Financial Officer

CERTIFICATE OF MERGER

MERGING

VADDIO HOLDINGS, LLC

AND

NEW VAD, LLC

INTO

MILESTONE AV TECHNOLOGIES LLC

**Pursuant to the provisions of §18-209 of the Delaware Limited Liability
Company Act**

Dated as of December 21, 2016

Milestone AV Technologies LLC, a Delaware limited liability company ("Milestone"), in connection with the merger of Vaddio Holdings, LLC, a Delaware limited liability company ("Vaddio") and New Vad, LLC, a Minnesota limited liability company ("New Vad", and together with Vaddio, the "Companies") with and into Milestone, hereby certifies that:

FIRST: The name and state of formation of each of the constituent entities of the merger are as follows:

<u>Name</u>	<u>State of Formation</u>
Vaddio Holdings, LLC	Delaware
New Vad, LLC	Minnesota
Milestone AV Technologies LLC	Delaware

SECOND: The Agreement and Plan of Merger, dated as of December 21, 2016 (the "Merger Agreement"), between the Companies and Milestone has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with §18-209 of the Delaware Limited Liability Company Act.

THIRD: Milestone is the surviving company of the merger, and the name of the surviving company shall be "Milestone AV Technologies LLC" (the "Surviving Company").

FOURTH: The Certificate of Formation of the Surviving Company shall continue in full force and effect as its Certificate of Formation following the merger.


FIFTH: The merger shall be effective as of December 31, 2016.

SIXTH: The executed Merger Agreement is on file at the office of the Surviving Company at Milestone AV Technologies LLC, 6436 City West Parkway, Eden Prairie, MN 55344.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of any constituent entity.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the date first written above.

MILESTONE AV TECHNOLOGIES
LLC

By: _____

Name: Troy A. Peifer

Title: Chief Financial Officer