

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	HagertyPlus, LLC		12/30/2009
			LIMITED LIABILITY COMPANY: MICHIGAN
RECEIVING PARTY DATA			
Name:	HagertyPlus Merger Sub, LLC		
Street Address:	141 River's Edge Drive		
Internal Address:	#200		
City:	Traverse City		
State/Country:	MICHIGAN		
Postal Code:	49684-1303		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Serial Number:	77545709	HAGERTY +PLUS
	Registration Number:	2779514	HAGERTYPLUS
CORRESPONDENCE DATA			
Fax Number:	(312)321-4299		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	officeactions@brinkshofer.com		
Correspondent Name:	Andrew J. Avsec		
Address Line 1:	P.O. Box 10395		
Address Line 4:	Chicago, ILLINOIS 60610		
ATTORNEY DOCKET NUMBER:	13724/51		
NAME OF SUBMITTER:	Andrew J. Avsec		

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Signature:	/Andrew J. Avsec/
Date:	07/29/2010
Total Attachments: 12 source=100729 HP - HPMS Merger _1#page1.tif source=100729 HP - HPMS Merger _1#page2.tif source=100729 HP - HPMS Merger _1#page3.tif source=100729 HP - HPMS Merger _1#page4.tif source=100729 HP - HPMS Merger _1#page5.tif source=100729 HP - HPMS Merger _1#page6.tif source=100729 HP - HPMS Merger _1#page7.tif source=100729 HP - HPMS Merger _1#page8.tif source=100729 HP - HPMS Merger _1#page9.tif source=100729 HP - HPMS Merger _1#page10.tif source=100729 HP - HPMS Merger _1#page11.tif source=100729 HP - HPMS Merger _1#page12.tif	

Delaware

PAGE 1

The First State

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:

"HAGERTYPLUS, LLC", A MICHIGAN LIMITED LIABILITY COMPANY, WITH AND INTO "HAGERTYPLUS MERGER SUB, LLC" UNDER THE NAME OF "HAGERTYPLUS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2009, AT 3:44 O'CLOCK P.M.

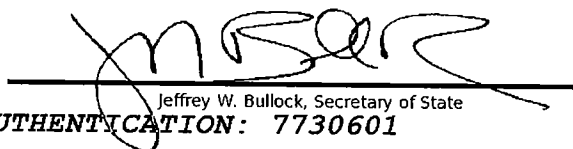
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2010.

4733759 8100M

091151293

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7730601

DATE: 12-30-09

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State of Delaware
Certificate of Merger of a Foreign Limited Liability Company
into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is HagertyPlus Merger Sub, LLC, a Delaware Limited Liability Company.

Second: The name of the Limited Liability Company being merged into this surviving Limited Liability Company is HagertyPlus, LLC. The jurisdiction in which this Limited Liability Company was formed is Michigan.

Third: The Agreement and Plan of Merger, attached hereto as Exhibit A, has been approved and executed by both Limited Liability Companies.

Fourth: The name of the surviving Limited Liability Company is HagertyPlus Merger Sub, LLC, which shall be amending its Certificate of Formation to change its name to HagertyPlus, LLC.

Fifth: The executed agreement of merger is on file at 141 River's Edge Drive, Traverse City, Michigan, 49684, the principal place of business of the surviving Limited Liability Company.

Sixth: 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 Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

Seventh: The merger shall be effective as of January 1, 2010

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this ^{30th} day of December, 2009.

By: 

Name: Kim Hagerty

Title: Authorized Person

Signature Page to Certificate of Merger between HagertyPlus and HagertyPlus Merger Sub

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EXHIBIT A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of December 30, 2009 ("Agreement"), is by and between HagertyPlus Merger Sub, LLC, a Delaware limited liability company (the "Surviving Company"), and HagertyPlus, LLC, a Michigan limited liability company (the "Terminating Company").

RECITALS

A. The Terminating Company is a limited liability company duly formed and existing under the laws of the State of Michigan.

B. The Surviving Company is a limited liability company duly formed and existing under the laws of the State of Delaware.

C. The respective members and boards of managers of the Terminating Company and the Surviving Company have determined that it is advisable and in the best interests of each company that the Terminating Company merge with and into the Surviving Company (the "Merger") on the terms, and subject to the conditions of this Agreement, the Delaware Limited Liability Company Act (the "DLLCA") and the Michigan Limited Liability Company Act, as amended (the "MLLCA"). As a result of the Merger, the separate existence of the Terminating Company will cease.

D. The respective members and boards of managers of the Terminating Company and the Surviving Company have been duly advised of the terms and conditions of the Merger and, by resolutions duly adopted, have authorized, approved and adopted this Agreement.

NOW, THEREFORE, on the terms, and subject to the conditions, of this Agreement, the Terminating Company and the Surviving Company agree as follows.

ARTICLE I

THE MERGER; RELATED TRANSACTIONS

1.1 EFFECTIVE DATE. The Merger will be consummated by the Surviving Company filing a certificate of merger (the "Delaware Certificate of Merger") with the Secretary of State of the State of Delaware in accordance with Section 18-209 of the DLLCA and the Terminating Company and Surviving Company filing a certificate of merger (the "Michigan Certificate of Merger") with the Secretary of State of the State of Michigan in accordance with Section 703 of the MLLCA. The Merger will be effective as of January 1, 2010.

1.2 MERGER. (a) On the Effective Date:

(i) the Terminating Company will merge with and into the Surviving Company and the Surviving Company will be the surviving company in the Merger;

(ii) the separate existence of the Terminating Company will cease, and the Surviving Company will succeed, without other transfer, to all of the rights and property of the Terminating Company, and will be subject to all of the debts and liabilities of the Terminating Company; and

(iii) the members of the board of managers and officers of the Surviving Company will be the members of the board of managers and the corresponding officers of the Surviving Company immediately prior to the Merger.

(b) On and after the Effective Date, the Surviving Company will carry on its business with the assets of the Terminating Company.

1.3 EFFECT ON CAPITAL STOCK. By virtue of the Merger, each equity interest of the Terminating Company will be cancelled and retired and cease to exist.

1.4 CERTIFICATE OF FORMATION AND LIMITED LIABILITY COMPANY AGREEMENT. The certificate of formation of the Surviving Company in effect at the Effective Date will be the certificate of formation of the Surviving Company until changed or amended as provided therein or by applicable law; provided, however, that the certificate of formation of the Surviving Company will be amended to change the name of the Surviving Company to "HagertyPlus, LLC". The limited liability company agreement of the Surviving Company in effect at the Effective Date will be the limited liability company agreement of the Surviving Company until changed or amended as provided therein or by applicable law.

ARTICLE 2 MISCELLANEOUS

2.1 AMENDMENT; WAIVER. At any time before the Effective Date, the Terminating Company and the Surviving Company, to the extent permitted by the DLLCA and the MLLCA, may by written agreement amend, modify or supplement any provision of this Agreement.

2.2 ENTIRE AGREEMENT; ASSIGNMENT. This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among 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.

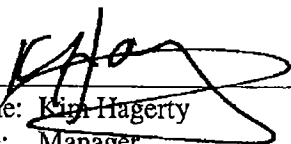
2.3 GOVERNING LAW. This Agreement will be governed by and construed in accordance with the substantive laws of the State of Delaware, regardless of the laws that might otherwise govern under principles of conflicts of laws applicable thereto.

2.4 PARTIES IN INTEREST. Nothing in this Agreement, express or implied, is intended to confer upon any person, other than the parties hereto, any rights or remedies of any nature whatsoever under or by reason of this Agreement.

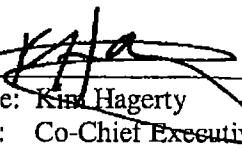
2.5 COUNTERPARTS. This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which will constitute one and the same agreement, and will become effective when one or more counterparts have been signed by each of the parties and delivered to the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

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its respective officers thereunto duly authorized, all as of the date set forth above.

HAGERTYPLUS, LLC

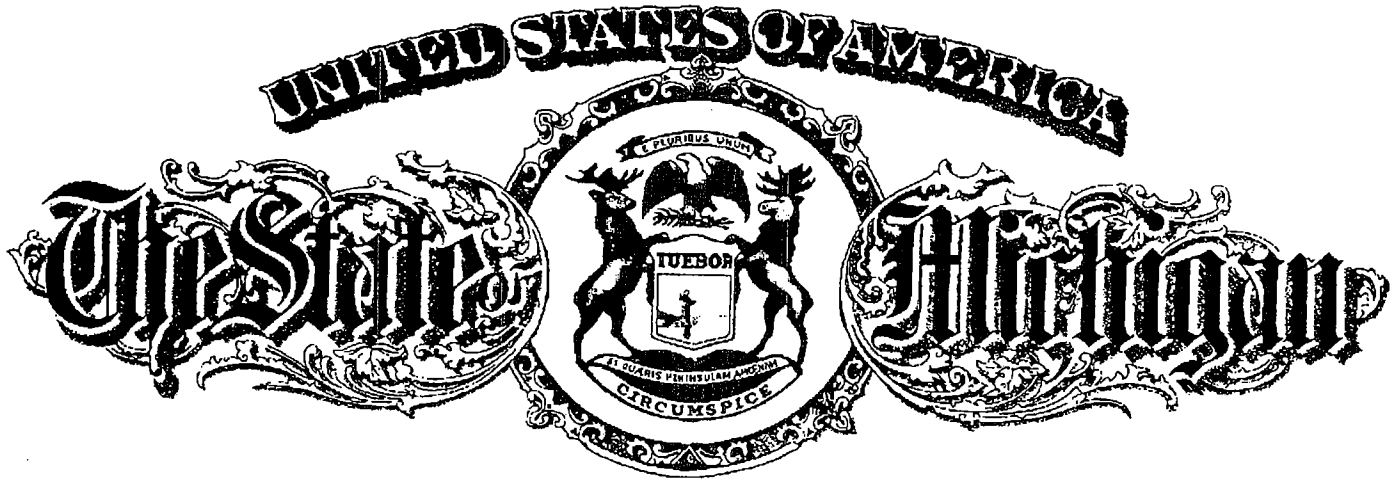
By: 
Name: Kim Hagerty
Title: Manager

HAGERTYPLUS MERGER SUB, LLC

By: 
Name: Kim Hagerty
Title: Co-Chief Executive Officer of
Hagerty Holding

Signature Page to Agreement and Plan of Merger

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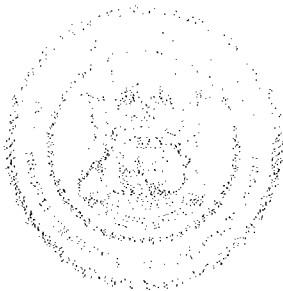


Department of Energy, Labor & Economic Growth

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 30th day of December, 2009

[Signature] Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

Date Received

DEC 3 2009

(FOR BUREAU USE ONLY)

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This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

FILED

DEC 30 2009

Administrator

Bureau of Commercial Services

EFFECTIVE DATE:

1/1/10

Expiration date for new assumed names: December 31,

Expiration date for transferred assumed names appear in item 7

Name	CT Corporation System		
Address	208 South LaSalle Street Ste 814		
City	State	Zip Code	
Chicago, IL	60604		

Document will be returned to the name and address you enter above. If left blank the document will be mailed to the registered office.

CERTIFICATE OF MERGER

For use by Limited Liability Companies
(Please read information and instructions on last page)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability companies execute the following Certificate of Merger:

1. The name of each constituent limited liability company and their identification numbers are:

HagertyPlus, LLC

B8038C

HagertyPlus Merger Sub, LLC

4733759

2. The name of the surviving limited liability company and its identification number is:

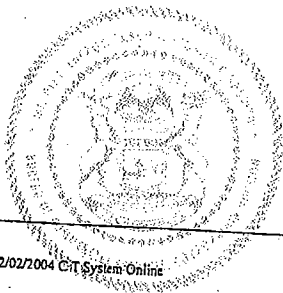
HagertyPlus Merger Sub, LLC

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3. Check one of the following:

There are no changes to be made to the Articles of Organization of the surviving limited liability company.

The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:



500- W1B 129340

4. Other provisions with respect to the merger are as follows:
 Please see attached addendum describing the provisions of the merger.

5. Complete only if an effective date is desired other than the date of filing. This date must be no more than 90 days after receipt of this document in this office.
 The merger shall be effective on the 1st day of January 2010.

6. The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

7. The merger is permitted by the law of the jurisdiction under whose law each foreign constituent company is organized and each foreign constituent company has complied with that law in effecting the merger.

8. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

Assumed name	LLC transferred from	Expiration date
HagertyPlus	HagertyPlus, LLC	December 31, 2012
Hagerty Protection Network	HagertyPlus, LLC	December 31, 2012
Hagerty's Magazine	HagertyPlus, LLC	December 31, 2014

9. Nosurvivor name as new assumed names under which business is to be conducted are:
 N/A

This Certificate is hereby signed as required by Section 103 of the Act.

Signed this 30th day of December, 2009
 HagertyPlus, LLC
(Name of Limited Liability Company)
 By: [Signature]
(Signature of Member, Manager or Authorized Agent)
 Kluu Hagerty, Manager
(Type or Print Name and Capacity)

Signed this 30th day of December, 2009
 HagertyPlus Merger Sub, LLC
(Name of Limited Liability Company)
 By: [Signature]
(Signature of Member, Manager or Authorized Agent)
 McKeel O Hagerty, as Co-Chief Executive Officer of
(Type or Print Name and Capacity)
 Hagerty Holding Corp., the Sole Member

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Addendum to Certificate of Merger

4. On the effective date of the merger, HagertyPlus, LLC will merge with and into HagertyPlus Merger Sub, LLC and HagertyPlus Merger Sub, LLC will be the surviving company in the merger. The separate existence of HagertyPlus, LLC will cease, and HagertyPlus Merger Sub, LLC will succeed, without other transfer, to all of the rights and property of HagertyPlus, LLC, and will be subject to all of the debts and liabilities of the HagertyPlus, LLC. By virtue of the Merger, each equity interest of the HagertyPlus, LLC will be cancelled and retired and cease to exist. The certificate of formation of HagertyPlus Merger Sub, LLC in effect at the Effective Date will be the certificate of formation of the surviving entity until changed or amended as provided therein or by applicable law; provided, however, that the certificate of formation of HagertyPlus Merger Sub, LLC shall be amended to change the name of the surviving entity to "HagertyPlus, LLC".

