

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/29/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
See Holdings Company		12/27/2010	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	Shukovsky English Entertainment
<b>Street Address:</b>	14546 Ventura Boulevard, #200
<b>Internal Address:</b>	c/o Bend in the Road Productions
<b>City:</b>	Sherman Oaks
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	91403
<b>Entity Type:</b>	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	1858919	LOVE & WAR
Registration Number:	1885340	LOVE & WAR
Registration Number:	1910673	LOVE & WAR
Registration Number:	1910674	LOVE & WAR
Registration Number:	1847035	SEE SHUKOVSKY ENGLISH ENTERTAINMENT
Registration Number:	1860044	SEE SHUKOVSKY ENGLISH ENTERTAINMENT
Registration Number:	1885352	SEE
Registration Number:	1922777	SEE SHUKOVSKY ENGLISH ENTERTAINMENT

**CORRESPONDENCE DATA**

Fax Number: (310)820-5988  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 310.207.3800

**900189083**

**TRADEMARK  
 REEL: 004520 FRAME: 0289**

**CH \$215.00 1858919**

Email: lori\_kozak@bstz.com  
Correspondent Name: Lori S. Kozak  
Address Line 1: 12400 Wilshire Blvd.  
Address Line 2: 7th Floor  
Address Line 4: Los Angeles, CALIFORNIA 90025-1040

ATTORNEY DOCKET NUMBER:	077962.G000
NAME OF SUBMITTER:	Lori S. Kozak
Signature:	/Lori S. Kozak/
Date:	04/12/2011

**Total Attachments: 7**

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

DEC 29 2010


AGREEMENT OF MERGER

This Agreement of Merger is entered into between Shukovsky English Entertainment, a California corporation (herein "Surviving Corporation") and See Holdings Company, a California corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be cancelled without consideration.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

SHUKOVSKY ENGLISH ENTERTAINMENT

  
Joel Shukovsky, President

\_\_\_\_\_  
Diane English, Secretary

SEE HOLDINGS COMPANY

  
Joel Shukovsky, President

\_\_\_\_\_  
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\_\_\_\_\_  
Joel Shukovsky, President



\_\_\_\_\_  
Diane English, Secretary

**SEE HOLDINGS COMPANY**

\_\_\_\_\_  
Joel Shukovsky, President



\_\_\_\_\_  
Diane English, Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Joel Shukovsky and Diane English certify that:

1. They are the president and the secretary, respectively, of Shukovsky English Entertainment, a California corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 240.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/27/10

  
Joel Shukovsky, President

\_\_\_\_\_  
Diane English, Secretary

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3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 200.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/26/10

\_\_\_\_\_  
Joel Shukovsky, President

  
\_\_\_\_\_  
Diane English, Secretary

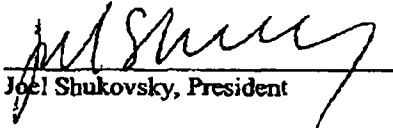
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Date: 12/26/10

\_\_\_\_\_  
Joel Shukovsky, President

  
\_\_\_\_\_  
Diane English, Secretary





I hereby certify that the foregoing  
transcript of 6 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office

DEC 29 2010

Date: \_\_\_\_\_ *jm*

*Debra Bowen*

DEBRA BOWEN, Secretary of State