

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/09/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Image Entertainment, Inc.		09/09/2005	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Image Entertainment, Inc.
Street Address:	20525 NORDHOFF ST. SUITE 200
City:	CHATSWORTH
State/Country:	CALIFORNIA
Postal Code:	91311
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Registration Number:	1588570	IMAGE
Registration Number:	2627964	IMAGE ENTERTAINMENT
Registration Number:	2665836	IMAGE ENTERTAINMENT
Registration Number:	2901782	IMAGE MUSIC GROUP

**CORRESPONDENCE DATA**

Fax Number: (206)359-9000  
 Phone: 206-359-8000  
 Email: pctrademarks@perkinscoie.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Correspondent Name: James L. Vana  
 Address Line 1: 1201 Third Avenue, Suite 4800  
 Address Line 4: Seattle, WASHINGTON 98101-3099

ATTORNEY DOCKET NUMBER: 69493-4000.0000.GX55

**TRADEMARK**

**900204734**

**REEL: 004642 FRAME: 0483**

**OP \$115.00 1588570**

NAME OF SUBMITTER:	Jeffrey A. Nelson
Signature:	/Jeffrey A Nelson/
Date:	10/14/2011
Total Attachments: 2 source=CA to DE Merger#page1.tif source=CA to DE Merger#page2.tif	

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:45 PM 09/09/2005  
FILED 01:45 PM 09/09/2005  
SRV 050740524 - 4008621 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**  
of  
**IMAGE ENTERTAINMENT, INC.,**  
a California corporation  
with and into  
**IMAGE ENTERTAINMENT, INC.,**  
a Delaware corporation

It is hereby certified that:

1. Image Entertainment, Inc. is a corporation organized under the laws of the State of California (the "**Corporation**"), which laws permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.
2. The Corporation, as the owner of all of the outstanding shares of capital stock of Image Entertainment, Inc., a Delaware corporation ("**Image Delaware**"), hereby merges with and into Image Delaware with Image Delaware as the surviving corporation (the "**Merger**") pursuant to a Merger Agreement (the "**Merger Agreement**").
3. The following is a copy of the resolutions adopted on July 12, 2005, by the Board of Directors of the Corporation approving the Merger:

RESOLVED, that subject to the approval of the Corporation's shareholders, in order to effectuate the Reorganization, the Board of Directors of the Corporation hereby approves and adopts the Merger and authorizes the Corporation to enter into the Merger Agreement, in substantially the form attached hereto as **Exhibit A**, with such changes as the officers executing the same in their discretion deem advisable, and to enter into, execute, deliver and perform its obligations under the Merger Agreement and each other agreement, document, instrument, certificate or amendment, including without limitation, the execution and filing of a Certificate of Ownership and Merger with the Delaware Secretary of State and the filing of a certified copy of the Certificate of Ownership and Merger with the California Secretary of State, and to take such other actions, as may be required or deemed necessary to be provided or taken by the Corporation thereunder;

RESOLVED FURTHER, upon September 9, 2005, (the "**Effective Date**"), each share of common stock of the Corporation, no par value ("**Image California Common Stock**"), which shall be issued and outstanding immediately prior to the Effective Time of the Merger, shall be converted pro rata into one issued and outstanding share of common stock of Image Delaware, \$.0001 par value per share ("**Image Delaware Common Stock**"), and, from and after the Effective Date, the holders of all of said issued and outstanding shares of common stock of the Corporation shall automatically be and become holders of shares of Image

Delaware Common Stock, whether or not certificates representing said shares are then issued and delivered;

RESOLVED FURTHER, that subject to the approval of the Corporation's shareholders, the officers of the Corporation be, and each of them hereby is, authorized and directed to enter into, execute, deliver and perform the Corporation's obligations under the Merger Agreement, in substantially the form attached hereto as **Exhibit A**, with such changes as the officers executing the same in their discretion deem advisable, and each other agreement, document, instrument, certificate or amendment required to be provided by the Corporation, including without limitation, the execution and filing of a Certificate of Ownership and Merger with the Delaware Secretary of State and the filing of a certified copy of the Certificate of Ownership and Merger with the California Secretary of State, and to take such other actions, as may be required or deemed necessary to be provided or taken by the Corporation thereunder; and

RESOLVED FURTHER, the Merger Agreement shall be submitted to the Corporation's shareholders for approval.

4. The Merger has been adopted, approved, certified, executed, and acknowledged by the Corporation in accordance with the laws under which it is organized.

Executed on this 9th day of September 2005.

IMAGE ENTERTAINMENT, INC.,  
a California corporation

By: /s/ MARTIN W. GREENWALD  
Martin W. Greenwald  
Its Chairman, President and  
Chief Executive Officer