

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/31/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	UBISOFT HOLDINGS INC.		03/30/2012
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	UBISOFT INC.		
Street Address:	625 Third Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94107		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 9			
	Property Type	Number	Word Mark
	Registration Number:	2999363	DRIV3R
	Registration Number:	3099994	DRIVER
	Registration Number:	3664591	HEROES
	Registration Number:	3664589	HEROES
	Registration Number:	2530205	HEROES
	Registration Number:	2567960	HEROES OF MIGHT AND MAGIC
	Registration Number:	2287848	HEROES OF MIGHT AND MAGIC
	Registration Number:	2365233	FOR BLOOD AND HONOR
	Registration Number:	1479759	MIGHT AND MAGIC
CORRESPONDENCE DATA			
Fax Number:	(514)667-5486		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			

OP \$240.00 2999363

Email: trademark.domainname@ubisoft.com
Correspondent Name: UBISOFT DIVERTISSEMENTS INC
Address Line 1: 5505 St-Laurent Blvd
Address Line 2: Suite 5000
Address Line 4: Montreal, CANADA H2T 1S6

NAME OF SUBMITTER:	Yves Guillemot
Signature:	/yg/ Yves Guillemot
Date:	04/06/2012

Total Attachments: 3

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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 OWNERSHIP, WHICH MERGES:

"UBISOFT HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "UBISOFT, INC." UNDER THE NAME OF "UBISOFT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2012, AT 9:34 O'CLOCK A.M.

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

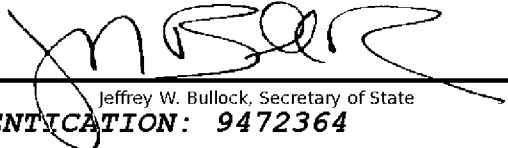
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5132498 8100M

120375385



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9472364

DATE: 03-30-12

TRADEMARK
REEL: 004752 FRAME: 0541

CERTIFICATE OF OWNERSHIP AND MERGER
OF

UBISOFT HOLDINGS, INC.

WITH AND INTO

UBISOFT, INC.

March 30, 2012

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), the undersigned, the duly elected and acting President of Ubisoft Holdings, Inc. a Delaware corporation (the "Company"), hereby certifies to the following information relating to the merger (the "Merger") of the Company with and into Ubisoft, Inc., a California corporation (the "Subsidiary"):

FIRST: The Company was incorporated in the State of Delaware on September 20, 2000.

SECOND: The Company owns one hundred percent (100%) the issued and outstanding shares of the capital stock of Ubisoft, Inc., the Subsidiary, which was incorporated in the State of California on February 1, 1991.

THIRD: The laws of the State of California permit the merger of a business corporation incorporated in that jurisdiction with a business corporation incorporated in another jurisdiction.

FOURTH: Company is hereby merged with and into the Subsidiary.

FIFTH: The board of directors and the sole stockholder of the Company duly adopted the resolutions attached hereto as Exhibit A as of March 30, 2012, in connection with the Merger, with the Subsidiary to be the surviving corporation (the "Surviving Corporation").

SIXTH: Ubisoft, Inc. agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Ubisoft Holdings, Inc., as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. A copy of such process shall be mailed by the Secretary of State to Yves Guillemot, Ubisoft Entertainment S.A., 107, avenue Henri Fréville, 35200 Rennes France.

SEVENTH: The effective date of this filing shall be at 11:59 p.m. on March 31, 2012.

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

UBISOFT HOLDINGS, INC.



Yves Guillemot, President

Ubisoft Holdings, Inc.
Certificate of Ownership and Merger

RESOLUTIONS

RESOLVED: That this Company merge with and into Ubisoft, Inc., a California corporation, this Company's subsidiary, with the Subsidiary being the surviving entity (the "Surviving Entity") in the Merger; that the effective time of the Merger (the "Effective Time") shall be at 11:59 p.m. on March 31, 2012; that it is in the best interests of the Company to enter into the Merger; and that at the Effective Time, the Subsidiary, as the Surviving Entity, shall assume all of this Company's liabilities and obligations, the identity, existence, rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of this Company shall cease, and all of the rights, privileges, powers, franchises, properties and assets of this Company shall be vested in the Subsidiary as the Surviving Entity.

RESOLVED: That the form, terms and provisions of the Plan of Merger, by and between the Subsidiary and the Company in substantially the form presented to this Board of Directors (the "Merger Agreement"), be and the same hereby are, approved; and, that the President, Treasurer and Secretary (each, an "Authorized Officer") be, and each of them acting individually hereby is, authorized and empowered in the name and on behalf of the Company to execute the Merger Agreement with such changes therein as an Authorized Officer by his delivery thereof approves, the execution and delivery of the Merger Agreement to be conclusive evidence that the same has been approved by the Board of Directors of the Company.

RESOLVED: That, at the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof;

(a) Each share of Parent stock outstanding immediately prior to the Effective Time shall by virtue of the Merger and without any action on the part of the holder thereof, be converted share for share into fully-paid and non-assessable shares of the Surviving Entity as of the Effective Time.

(b) Each share of Subsidiary stock outstanding or held in treasury, if any, immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, and no shares of other securities of the Surviving Entity shall be issued in respect thereof.

Ubisoft Holdings, Inc.
Certificate of Ownership and Merger