

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PATHFIRE, INC.		12/21/2010	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	DG FASTCHANNEL, INC.
Street Address:	750 W. JOHN CARPENTER FWY
Internal Address:	SUITE 700
City:	IRVING
State/Country:	TEXAS
Postal Code:	75039
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2785110	NEWSTRACKER
Registration Number:	2784651	PATHFIRE
Registration Number:	2737799	PATHFIRE ENABLING DIGITAL MEDIA

CORRESPONDENCE DATA

Fax Number: 2147603003
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 2147603000
 Email: BradEllis@carrp.com
 Correspondent Name: Marcus Benavides - CARR LLP
 Address Line 1: 6170 Research Road
 Address Line 2: Suite 111
 Address Line 4: Frisco, TEXAS 75033

OP \$90.00 2785110

ATTORNEY DOCKET NUMBER:	PATH 3813-,3815-,3816000
NAME OF SUBMITTER:	Bradley Ellis
Signature:	/Bradley Ellis/
Date:	12/31/2012
Total Attachments: 8 source=Binder1#page1.tif source=Binder1#page2.tif source=Binder1#page3.tif source=Binder1#page4.tif source=Binder1#page5.tif source=Binder1#page6.tif source=Binder1#page7.tif source=Binder1#page8.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 OWNERSHIP, WHICH MERGES:

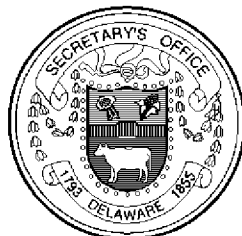
"PATHFIRE, INC.", A GEORGIA CORPORATION,
WITH AND INTO "DG FASTCHANNEL, INC." UNDER THE NAME OF "DG FASTCHANNEL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2010, AT 5:27 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 9 O'CLOCK A.M.

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

3325896 8100M

101225457




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8463778

DATE: 12-31-10

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

TRADEMARK
REEL: 004931 FRAME: 0925

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
PATHFIRE, INC.
WITH AND INTO
DG FASTCHANNEL, INC.**

Pursuant to Section 253
of the General Corporation Law of the
State of Delaware

* * * * *

DG FastChannel, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the 9th day of January, 2001, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That the Corporation owns 100% of the capital stock of Pathfire, Inc., a corporation incorporated on the 14th day of November, 1996, pursuant to the provisions of the Georgia Business Corporation Code.

THIRD: That the directors of the Corporation determined it to be in the best interests of the Corporation to authorize the merger of Pathfire, Inc., a Georgia corporation and a wholly-owned subsidiary of the Corporation, with and into the Corporation, with the Corporation being the surviving corporation in the merger, and duly adopted the following resolutions as of December 17, 2010, in connection with said merger:

"WHEREAS, the Corporation is the sole stockholder of Pathfire, Inc., a Georgia corporation ("Pathfire");

WHEREAS, the Directors have determined that it is advisable and in the best interests of the Corporation to authorize and approve a merger of Pathfire with and into the Corporation, pursuant to Section 14-2-1107 of the Georgia Business Corporation Code and Section 253 of the DGCL, with the Corporation being the surviving corporation and continuing its corporate existence under the DGCL and assuming all of the liabilities and obligations of Pathfire (the "Pathfire Merger");

WHEREAS, the Pathfire Merger shall be effected pursuant to (i) an Agreement and Plan of Merger to be entered into between the Corporation and Pathfire, substantially in the form attached hereto as Exhibit A (the "Merger");

Agreement”), (ii) a Certificate of Merger, substantially in the form attached hereto as Exhibit B, to be filed with the Secretary of State of the State of Delaware (the “Delaware Certificate of Merger”) and (iii) a Certificate of Merger, substantially in the form attached hereto as Exhibit C, to be filed with the Secretary of State of the State of Georgia (the “Georgia Certificate of Merger”)

NOW, THEREFORE, BE IT RESOLVED, that the Pathfire Merger, the Merger Agreement, the Delaware Certificate of Merger and the Georgia Certificate of Merger be, and each of them is hereby, authorized and approved in all respects, with such changes or modifications as any proper officer of the Company shall deem necessary, appropriate or advisable;

RESOLVED FURTHER, that the officers of the Corporation be, and each hereby is, authorized and directed, acting on behalf of the Corporation, to execute and deliver the Merger Agreement, the Delaware Certificate of Merger and the Georgia Certificate of Merger and any certificates, documents, agreements, and instruments, that the officer or officers executing such document may, in the exercise of such officer’s or officers’ discretion, deem necessary, advisable and in the best interests of the Corporation in order to consummate the Pathfire Merger, together with such amendments and modifications thereof as shall be made therein with the approval of any of the officers, the execution of which shall be conclusive evidence of such approval; and


RESOLVED FURTHER, that any and all acts heretofore done, and any and all documents, instruments and certificates heretofore executed and delivered, in the name and on behalf of the Corporation, in connection with the Pathfire Merger are hereby approved.

FOURTH: That the Merger shall be effective on 9:00 a.m. on December 31, 2010.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be signed by an authorized officer this 21st day of December, 2010.

DG FASTCHANNEL, INC.

By: 
Name: John D. Palmer
Title: Asst. Secretary

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 12/31/2010. Attached is a true and correct copy of the said filing.

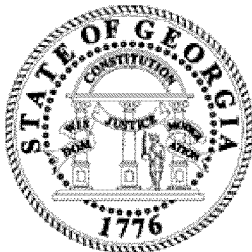
Surviving Entity:

DG FASTCHANNEL, INC., a Delaware Non-Qualifying Entity

Nonsurviving Entity/Entities:

PATHFIRE, INC., a Georgia Profit Corporation

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on December 31, 2010



A handwritten signature in black ink, appearing to read 'B: P. Kemp', written in a cursive style.

Brian P. Kemp
Secretary of State

CERTIFICATE OF MERGER

OF

PATHFIRE, INC.
(a Georgia corporation)

WITH AND INTO

DG FASTCHANNEL, INC.
(a Delaware corporation)

Pursuant to Section 14-2-1105 of the Georgia Business Corporation Code (the "GBCC"), DG FastChannel, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Pathfire, Inc.	Georgia
DG FastChannel, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of December 17, 2010 (the "Merger Agreement"), by and between Pathfire, Inc. and DG FastChannel, Inc. has been approved, adopted, executed and acknowledged by each of the Constituent Corporations.

THIRD: The name of the surviving corporation of the merger shall be DG FastChannel, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of Surviving Corporation, as amended, shall continue as on file with the Delaware Secretary of State with no further amendment.

FIFTH: The executed Merger Agreement is on file at the offices of the Surviving Corporation, located at 750 West John Carpenter Freeway, Suite 700, Irving, Texas 75039.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any corporation that is a party to the merger.

SEVENTH: The Surviving Corporation certifies that a Notice of Merger and a publishing fee of \$40 have been mailed or delivered to an authorized newspaper, as required by O.C.G.A. § 14-2-1105.1

State of Georgia
Merger (3 Page(s))



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EIGHTH: The Merger Agreement was duly approved by the sole shareholder of Pathfire, Inc. The approval of the shareholders of DG FastChannel, Inc. was not required.

NINTH: This Certificate of Merger, and the merger provided for herein, shall become effective as of 9:00 a.m. on December 31, 2010.

[Signatures appear on next page]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be signed by an authorized officer this 21st day of December, 2010.

DG FASTCHANNEL, INC.

By: 
Name: John D. Palmer
Title: Asst. Secretary

2010 DEC 27 PM 12:09
SECRETARY OF STATE
CORPORATIONS DIVISION