

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/18/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fanhattan LLC		12/18/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Fanhattan, Inc.
Street Address:	489 S. El Camino Real
City:	San Mateo
State/Country:	CALIFORNIA
Postal Code:	94402
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	85941459	FAN TV
Serial Number:	85941462	FAN
Serial Number:	85941465	FAN TV
Serial Number:	85908468	FAN
Serial Number:	85979081	FANHATTAN
Serial Number:	85496136	FANHATTAN
Serial Number:	85977911	FANHATTAN
Serial Number:	85439679	FANFEED
Serial Number:	85979404	FANFEED
Serial Number:	85155871	FANHATTAN
Serial Number:	85977375	FANHATTAN

CORRESPONDENCE DATA

CH \$290.00 85941459

Fax Number:

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

Email: trademarks@dechert.com

Correspondent Name: Glenn A. Gundersen

Address Line 1: 2929 Arch Street

Address Line 2: Cira Centre

Address Line 4: Philadelphia, PENNSYLVANIA 19104

ATTORNEY DOCKET NUMBER:	115450
NAME OF SUBMITTER:	Glenn A. Gundersen
Signature:	/Glenn A. Gundersen/
Date:	02/12/2014

Total Attachments: 5

source=Certificate of Ownership and Merger#page1.tif

source=Certificate of Ownership and Merger#page2.tif

source=Certificate of Ownership and Merger#page3.tif

source=Certificate of Ownership and Merger#page4.tif

source=Certificate of Ownership and Merger#page5.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:


"FANHATTAN LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "FANHATTAN HOLDING CORPORATION" UNDER THE NAME OF "FANHATTAN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2013, AT 2:25 O'CLOCK P.M.

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

4862911 8100M

131444682




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0996260

DATE: 12-18-13

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

TRADEMARK
REEL: 005215 FRAME: 0138

CERTIFICATE OF OWNERSHIP

MERGING

FANHATTAN LLC, A DELAWARE LIMITED LIABILITY COMPANY

INTO

FANHATTAN HOLDING CORPORATION, A DELAWARE CORPORATION

(Pursuant to Section 253 of the Delaware General Corporation Law)

FANHATTAN HOLDING CORPORATION, a Delaware corporation (the "*Company*"), does hereby certify that:

FIRST: The Company is incorporated pursuant to the Delaware General Corporation Law (the "*DGCL*").

SECOND: The Company owns at least 90% of the outstanding shares of each class of the capital stock of Fanhattan LLC, a Delaware limited liability company (the "*Subsidiary*")

THIRD: The Company, by the following resolutions of its Board of Directors (the "*Board*"), duly adopted by unanimous written consent dated December 16, 2013, determined to merge the Subsidiary into itself on the conditions set forth in such resolutions:

RESOLVED: It is deemed advisable and in the best interests of the Company and its stockholders, that Fanhattan, LLC, a Delaware limited liability company, be merged with and into the Company, the separate existence of Fanhattan, LLC shall cease, with Company being the surviving corporation (the "*Merger*").

RESOLVED FURTHER: All the property, rights, privileges, powers and franchises of Fanhattan, LLC will vest in Company as the surviving corporation upon consummation of the Merger, and all debts, liabilities and duties of Fanhattan, LLC will become the debts, liabilities and duties of Company as the surviving corporation upon consummation of the Merger;

RESOLVED FURTHER: That the Company is hereby authorized and empowered to enter into and consummate the Merger with Fanhattan, LLC (in which Company shall be the surviving corporation), pursuant to the provisions of Section 253 of the DGCL, and the officers of the Company are hereby authorized and empowered to do all acts and things necessary or deemed by them desirable or appropriate to effectuate the Merger, and all actions taken by them prior hereto with such purpose are hereby ratified.

RESOLVED FURTHER: That the offers of the Company are hereby authorized and empowered to prepare and execute and deliver the Agreement and Plan of Reorganization (the "*Merger Agreement*") in substantially the form attached hereto as **Exhibit A** setting for the terms pursuant to which Fanhattan, LLC shall be merged with and into the Company.

FOURTH: The name of the surviving corporation following the Merger is Fanhattan, Inc.

FIFTH: The Certificate of Incorporation of the Company, as now in force and effect, shall be amended as set forth in the Certificate of Amendment, in the form attached hereto as **Exhibit A**.

SIXTH: The Merger shall become effective on the date of filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, said Company has caused this Certificate of Ownership and Merger to be executed and acknowledged in its corporate name pursuant to Sections 253 and 103 of the Delaware General Corporation Law as of this 18th day of December, 2013.

FANHATTIAN HOLDING CORPORATION

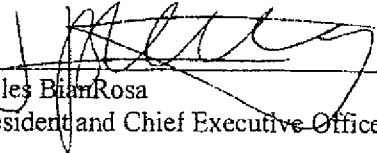
By: 
Gilles Brian Rosa
President and Chief Executive Officer

EXHIBIT A

CERTIFICATE OF AMENDMENT

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
FANHATTAN HOLDING CORPORATION, INC.**

FANHATTAN HOLDING CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that:

FIRST: The name of the Corporation is **FANHATTAN HOLDING CORPORATION**.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is August 20, 2010.

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Certificate of Incorporation as follows:

Article I shall be amended and restated to read in its entirety as follows:

I.

"The name of the Company is Fanhattan, Inc "

FOURTH: Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware