

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM308456

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	07/03/2009		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Puretracks Inc.		07/03/2009	CORPORATION: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Somerset Entertainment Ltd.		
<b>Street Address:</b>	20 York Mills Road		
<b>Internal Address:</b>	Suite 600		
<b>City:</b>	Toronto, Ontario		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M2P 2C2		
<b>Entity Type:</b>	CORPORATION: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3613787	PURETRACKS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3122220818		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	312.222.0800		
<b>Email:</b>	chiipdocket@michaelbest.com		
<b>Correspondent Name:</b>	Martin L. Stern		
<b>Address Line 1:</b>	180 N. Stetson Avenue, Suite 2000		
<b>Address Line 2:</b>	Michael Best & Friedrich LLP		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60601		
<b>ATTORNEY DOCKET NUMBER:</b>	067353-9001		
<b>NAME OF SUBMITTER:</b>	Martin L. Stern		
<b>SIGNATURE:</b>	/martin l. stern/		
<b>DATE SIGNED:</b>	06/23/2014		
<b>Total Attachments: 10</b>			
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For Ministry Use Only  
A l'usage exclusif du ministère



Ontario  
**CERTIFICATE**

This is to certify that these articles  
are effective on

Ministère des  
Services gouvernementaux

**CERTIFICAT**

Ceci certifie que les présents statuts  
entrent en vigueur le

Ontario Corporation Number  
Numéro de la société en Ontario

**1800694**

**JULY 03 JUILLET, 2009**

*K. By*  
Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4  
Business  
Corporations  
Act

Formule 4  
Loi sur les  
sociétés par  
actions

**ARTICLES OF AMALGAMATION  
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

S	O	M	E	R	S	E	T		E	N	T	E	R	T	A	I	N	M	E	N	T		L	T	D	.

2. The address of the registered office is:  
Adresse du siège social:

**20 YORK MILLS ROAD, SUITE 600**

Street & Number or R.R. Number & if Multi-Office Building give Room No. /  
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

**TORONTO**

**ONTARIO**

**M 2 P 2 C 2**

Name of Municipality or Post Office /  
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number OR minimum and maximum  
Nombre d'administrateurs: Nombre fixe OU minimum et maximum
- |   |    |
|---|----|
| 1 | 10 |
|---|----|

4. The director(s) is/are: / Administrateur(s):

First name middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Andrew Burgess	69 Dawlish Avenue, Toronto, Ontario M4N 1H2	Yes
Ed Bonner	20 York Mills Road, Suite 600 Toronto, Ontario, M2P 2C2	Yes
Robert Meier	20 York Mills Road, Suite 600 Toronto, Ontario, M2P 2C2	Yes

5. Method of amalgamation, check A or B  
*Méthode choisie pour la fusion – Cocher A ou B :*

A - Amalgamation Agreement / *Convention de fusion :*

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.  
*Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

or  
ou

B - A. amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / *Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :*

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.  
*Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
*Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de*

SOMERSET ENTERTAINMENT LTD.

and are more particularly set out in these articles.  
*et sont énoncés textuellement aux présents statuts*

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
SOMERSET ENTERTAINMENT LTD.	1653522	2005	03	18
PURETRACKS INC.	1382502	1999	11	02

- 6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

There are no restrictions on the business that the Corporation may carry on or on the powers that the Corporation may exercise.

- 7. The classes and any maximum number of shares that the corporation is authorized to issue;  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :*

The Corporation is authorized to issue:

- 1) An unlimited number of Common shares; and
- 2) An unlimited number of Preference Shares, issuable in series.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :*

See attached pages 4A to 4B.

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8. The rights, privileges, restrictions and conditions attaching to the Common Shares and Preference Shares, issuable in series are as follows:

**COMMON SHARES**

The holders of the Common Shares shall be entitled to:

- (i) one (1) vote for each Common Share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series;
- (ii) receive any dividend declared by the Corporation in respect of the Common Shares; and
- (iii) receive the remaining property of the Corporation upon dissolution.

**PREFERENCE SHARES**

(i) **Preference Shares Issuable in Series**

The Preference Shares may, at any time and from time to time, be issued in one or more series each series to consist of such number of shares as may, before the issue thereof, be fixed by the directors of the Corporation. The directors of the Corporation may, before issuance and subject as hereinafter provided, determine the designation, rights, privileges, restrictions and conditions attaching to the Preference Shares of each series including, without limiting the generality of the foregoing:

- (a) the rate, amount or method of calculation of any dividends, whether cumulative, non-cumulative or partially cumulative, and whether such rate, amount or method of calculation shall be subject to change or adjustment in the future, the currency or currencies of payment, the date or dates and place or places of payment thereof and the date or dates from which any such dividends shall accrue and any preference of such dividends;
- (b) any rights of redemption and/or purchase and the redemption or purchase prices and terms and conditions of any such rights;
- (c) any rights of retraction vested in the holders of Preference Shares of such series and the prices and terms and conditions of any such rights and whether any other rights of retraction may be vested in such holders in the future;
- (d) any voting rights;
- (e) any conversion rights;
- (f) any rights to receive the remaining property of the Corporation upon dissolution, liquidation or winding-up and the amount and preference of any such rights;

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4B

(g) any sinking fund or purchase fund; and

(h) any other provisions attaching to any such series of the Preference Shares,

the whole subject to the issue by the Director appointed under the *Business Corporations Act* (Ontario) of a certificate of amendment in respect of articles of amendment in prescribed form to designate a series of Preference Shares.



9. The issue, transfer or ownership of shares is/ls not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

The right to transfer shares of the Corporation shall be restricted so that no shares shall be transferred without either:

(a) the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of the directors then in office; or

(b) the consent of the holders of a majority of the shares carrying the right to vote, expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

10. Other provisions, (if any):  
*Autres dispositions, s'il y a lieu :*

It shall be a condition of the articles that:

(a) the number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than thirty-five, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder;

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited;

(c) the Corporation shall have a lien on the shares registered in the name of a shareholder or their legal representative for a debt of that shareholder to the Corporation; and

(d) the holders of any fractional shares issued by the Corporation shall be entitled to exercise voting rights and to receive dividends in respect of each such fractional share.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A",  
*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.*

12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B",  
*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.*

These articles are signed in duplicate.  
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatory's name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

SOMERSET ENTERTAINMENT LTD

Names of Corporations / Dénomination sociale des sociétés

By / Par



Robert Meier

Chief Financial Officer

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

PURETRACKS INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



Robert Meier

Chief Financial Officer

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /  
Nom du signataire en lettres moulées

Description of Office / Fonction

STATEMENT OF AN OFFICER  
OF


PURETRACKS INC.  
(the "Corporation")

PURSUANT TO SUBSECTION 178(2) OF  
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Andrew Burgess of the City of Toronto, state that:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am the President of the Corporation and as such have knowledge of its affairs.
3. The amalgamation of the Corporation and Somerset Entertainment Ltd. (together the "Amalgamating Corporations") has been approved.
4. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is and the corporation resulting from the amalgamation of the Amalgamating Corporations (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
  - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and,
  - (c) no creditor will be prejudiced by the amalgamation.

DATED the 3<sup>rd</sup> day of July, 2009.

  
\_\_\_\_\_  
Andrew Burgess, President  
Puretracks Inc.

STATEMENT OF AN OFFICER  
OF  
SOMERSET ENTERTAINMENT LTD.  
(the "Corporation")

PURSUANT TO SUBSECTION 178(2) OF  
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Andrew Burgess of the City of Toronto, state that:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am the President of the Corporation and as such have knowledge of its affairs.
3. The amalgamation of the Corporation and Puretracks Inc. (together the "Amalgamating Corporations") has been approved.
4. There are reasonable grounds for believing that:
  - (a) each of the Amalgamating Corporations is and the corporation resulting from the amalgamation of the Amalgamating Corporations (the "Amalgamated Corporation") will be able to pay its liabilities as they become due;
  - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and,
  - (c) no creditor will be prejudiced by the amalgamation.

DATED the 3<sup>rd</sup> day of July, 2009.

  
Andrew Burgess, President  
Somerset Entertainment Ltd.