

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM313850

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amalgamation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mediaco AV Inc.		08/01/2014	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Frischkorn Audio-Visual Corp.		
Street Address:	390 Bay Street, Suite 1200		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M5H2Y2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4554423	MEDIACO	
Serial Number:	85910628	MEDIACO	
CORRESPONDENCE DATA			
Fax Number:	6175265000		
<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>			
Phone:	617-526-6448		
Email:	janey.davidson@wilmerhale.com		
Correspondent Name:	Michael J. Bevilacqua, Esquire		
Address Line 1:	Wilmer Cutler Pickering Hale and DorrLLP		
Address Line 2:	60 State Street		
Address Line 4:	Boston, MASSACHUSETTS 02109		
ATTORNEY DOCKET NUMBER:	109.149.113		
DOMESTIC REPRESENTATIVE			
Name:	Michael J. Bevilacqua, Esquire		
Address Line 1:	Wilmer Cutler Pickering Hale and DorrLLP		
Address Line 2:	60 State Street		
Address Line 4:	Boston, MASSACHUSETTS 02109		
NAME OF SUBMITTER:	Michael J. Bevilacqua		
SIGNATURE:	/michael j. bevilacqua/		

OP \$65.00 4554423

DATE SIGNED:

08/13/2014

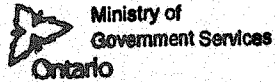
Total Attachments: 22

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Ontario Corporation Number
Numéro de la société en Ontario

1920337



Ministère des
Services gouvernementaux

CERTIFICATE
This is to certify that these
articles are effective on

CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

AUGUST 01 AOUT, 2014

17

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) :

F	R	I	S	C	H	K	O	R	N	A	U	D	I	O	-	V	I	S	U	A	L	C	O	R	P	.

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

390 BAY STREET, SUITE 1200

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 5 H 2 Y 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 1 10
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
ALAN G. SELLERY	175 ST. LEONARD'S AVENUE TORONTO, ONTARIO M4N 1K6	Yes
NORBERT FRISCHKORN	2440 TEDLO STREET MISSISSAUGA, ONTARIO L5A 3V3	Yes
PETER DOWSE	390 BAY STREET, SUITE 1200 TORONTO, ONTARIO M5H 2Y2	Yes

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

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>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</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
PETER SAMSON	390 BAY STREET, SUITE 1200 TORONTO, ONTARIO M5H 2Y2	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 - 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

FRISCHKORN AUDIO-VISUAL CORP.

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

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
FRISCHKORN AUDIO-VISUAL CORP.	1904223	2014	08	01
MEDIACO AV INC.	1910481	2014	08	01

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.

None

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 :

An unlimited number of Class A common shares (the "Class A Shares"), an unlimited number of Class B common shares (the "Class B Shares"), an unlimited number of Class C common shares (the "Class C Shares") and an unlimited number of Class A convertible preference shares (the "Class A Preference Shares").

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 pages 4A-4B.

The rights, privileges, restrictions and conditions attaching to the Class A Shares, Class B Shares, Class C Shares and the Class A Preference Shares:

1 Dividends

- 1.1 Subject to the prior rights of the holders of any other shares ranking senior to the Class A Shares, Class B Shares, Class C Shares and Class A Preference Shares, with respect to priority in the payment of dividends, the holders of Class A Shares, Class B Shares, Class C Shares and Class A Preference Shares shall rank equally and the holders of Class A Shares, Class B Shares, Class C Shares and Class A Preference Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, as and when declared by the board of directors out of moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine.

2 Voting Rights

- 2.1 The holders of Class A Shares, Class B Shares, Class C Shares and Class A Preference Shares shall be entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Corporation (except where the holders of another class of shares are entitled to vote separately as a class as provided in the Business Corporations Act (Ontario)).
- 2.2 Subject to section 2.3, each Class A Share, Class B Share, Class C Share and Class A Preference Shares shall confer the right to one vote in person or by proxy at all meetings of shareholders of the Corporation.
- 2.3 Each Class A Share shall confer the right to 1.5 votes per share in person or by proxy to determine the auditor of the Corporation.

3 Dissolution

- 3.1 In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, subject to the prior rights of any other shares ranking senior to the Class A Shares, Class B Shares, Class C Shares or Class A Preference Shares with respect to priority in the distribution of assets upon dissolution, liquidation, winding-up or distribution for the purpose of winding-up, the holders of the Class A Shares, Class B Shares, Class C Shares and Class A Preference Shares shall rank equally with respect to entitlement to receive the remaining property and assets of the Corporation rateably according to the number of shares of such classes held.

4 Share Conversion

- 4.1 On the Conversion Date (as defined in the share purchase agreement to be entered into between James Brett, White Card Inc. Peter Cornforth, Robert Dreger, Kevin Leinbach, 1008974 B.C. Ltd., Neil MacNeil and Frischkorn Audio-Visual Corp. (the "Share

Purchase Agreement)), all of the Class A Preference Shares shall be automatically converted into fully paid and non-assessable Class C Shares such that each person that holds Class A Preference Shares shall receive, in exchange for all of the Class A Preference Shares held by such person, such number of Class C Shares as is obtained by multiplying the number of Class A Preference Shares held by such person by the Conversion Ratio (as defined in the Share Purchase Agreement), and each Class A Preference Share so converted shall no longer be deemed to be outstanding and all rights with respect to such Class A Preference Share shall immediately cease and terminate, except only the right of the person that holds such Class A Preference Share to receive Class C Shares in exchange therefor. All Class A Preference Shares so converted shall be retired and cancelled and shall not be reissued.

- 4.2 No fractional Class C Shares will be issued in connection with the conversion of the Class A Preference Shares. Where the aggregate number of Class C Shares to be issued to a person upon the conversion of the Class A Preference Shares held by such person would result in a fraction of a Class C Share being issuable, the number of Class C Shares to be issued to such person will be rounded down to the nearest Class C Share.

9. The issue, transfer or ownership of shares is/is 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 securities of the Corporation (other than debt securities that are not convertible into shares of the Corporation) shall be restricted in that no holder of such securities shall be entitled to transfer any such securities without either:

(a) if the transfer of such securities is restricted by any security holders' agreement, complying with such restrictions in such agreement; or

(b) if there are no such restrictions, either:

(i) the express sanction of the holders of more than 50% of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by the holders of more than 50% of such shares; or

(ii) the express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors entitled to vote on that resolution at a meeting of directors.

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

None

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.

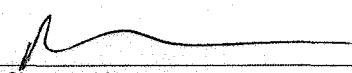
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories 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.

FRISCHKORN AUDIO-VISUAL CORP.

Names of Corporations / Dénomination sociale des sociétés

By / Par



PETER SAMSON

DIRECTOR

Signature / Signature

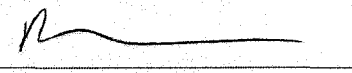
Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

MEDIACO AV INC.

Names of Corporations / Dénomination sociale des sociétés

By / Par



PETER SAMSON

DIRECTOR

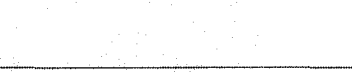
Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

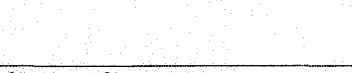


Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

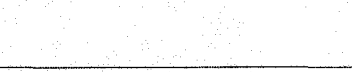


Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par



Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

**STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)**

I, Alan G. Sellery, of the City of Toronto, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act").
2. I am a director of FRISCHKORN AUDIO-VISUAL CORP. (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation and Mediaco AV Inc. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 1st day of August, 2014.



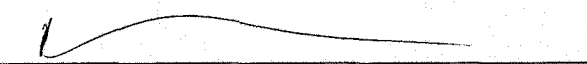
Alan G. Sellery

**STATEMENT OF DIRECTOR OR OFFICER
PURSUANT TO SUBSECTION 178(2) OF
THE *BUSINESS CORPORATIONS ACT* (ONTARIO)**

I, Peter Samson, of the City of Toronto, in the Province of Ontario, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act").
2. I am a director of MEDIACO AV INC. (the "Corporation") and as such have knowledge of its affairs.
3. I have conducted such examinations of the books and records of the Corporation as are necessary to enable me to make the statements set forth below.
4. There are reasonable grounds for believing that:
 - (a) the Corporation is and the corporation to be formed by the amalgamation (the "Amalgamation") of the Corporation and Frischkorn Audio-Visual Corp. will be able to pay its liabilities as they become due; and
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
5. There are reasonable grounds for believing that no creditor of the Corporation will be prejudiced by the Amalgamation.
6. The Corporation has not been notified by any creditor that it objects to the Amalgamation.

This Statement is made this 1st day of August, 2014.



Peter Samson

**RESOLUTION OF THE DIRECTORS
OF
FRISCHKORN AUDIO-VISUAL CORP.**

AMALGAMATION

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS Mediaco AV Inc. ("Mediaco") is a wholly-owned subsidiary corporation of FRISCHKORN AUDIO-VISUAL CORP. (the "Corporation");

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and Mediaco complete an amalgamation (the "Amalgamation") and continue as one corporation (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act;

AND WHEREAS Alan G. Sellery, being a director and officer of the Corporation, has disclosed, pursuant to subsection 132(6) of the Act, the nature and extent of his interest in the amalgamation by virtue of his also being a director and officer of Mediaco;

AND WHEREAS subsection 132(6) of the Act provides that a director having an interest in a contract or transaction with the corporation within the meaning of subsection 132(1) of the Act shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction, unless the contract or transaction is, among other things, one with an affiliate;

AND WHEREAS Mediaco is an affiliate of the Corporation;

AND WHEREAS subsection 132(7) of the Act provides that where a material contract is made or a material transaction is entered into between a corporation and another person of which a director or officer of the corporation is a director or officer or in which he or she has a material interest, the director or officer is not accountable to the corporation or to its shareholders for any profit or gain realized from the contract or transaction and the contract or transaction is neither void nor voidable, by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his or her interest in accordance with the applicable provisions of section 132 and the contract or transaction was reasonable and fair to the corporation at the time it was so approved;

IT IS RESOLVED THAT:

1. the Amalgamation of the Corporation and Mediaco pursuant to subsection 177(1) of the Act is approved;
2. upon the Amalgamation becoming effective, all shares (whether issued or unissued) in Mediaco shall be cancelled without any repayment of capital in respect thereof;
3. the share capital of the Amalgamated Corporation shall be the same as the share capital of the Corporation;
4. the name of the Amalgamated Corporation shall be Frischkorn Audio-Visual Corp.;
5. the directors of the Amalgamated Corporation shall be the same as the directors of the Corporation immediately prior to the Amalgamation;
6. the articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of the Corporation;
7. upon the Amalgamation becoming effective, the by-laws of the Corporation as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;

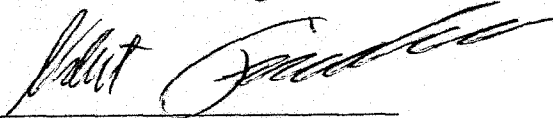
8. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

9. any director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

[Remainder of page intentionally left blank.]

The undersigned, being all of the directors of FRISCHKORN AUDIO-VISUAL
CORP., pass the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).


DATED August 1st, 2014.



Norbert Frischkom

Alan G. Sellery

Peter Dowse



Peter Samson

Signature page to directors' resolution (Frischkorn Audio-Visual Corp.) re: amalgamation

TRADEMARK
REEL: 005342 FRAME: 0685

The undersigned, being all of the directors of FRISCHKORN AUDIO-VISUAL CORP., pass the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).

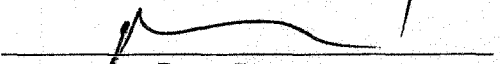
DATED August 1st, 2014.

Norbert Frischkorn

Peter Dowse



Alan G. Sellery

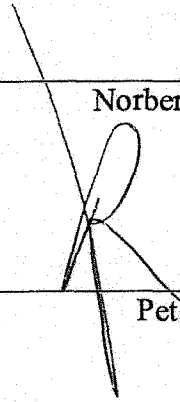


Peter Samson

The undersigned, being all of the directors of FRISCHKORN AUDIO-VISUAL CORP., pass the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).

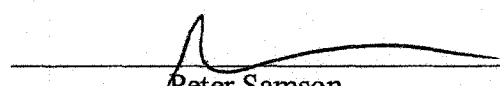
DATED August 1st, 2014.

Norbert Frischkorn



Peter Dowse

Alan G. Sellery



Peter Samson

**RESOLUTION OF THE DIRECTOR
OF
MEDIACO AV INC.
AMALGAMATION**

WHEREAS subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") provides that a holding corporation and one or more of its wholly-owned subsidiary corporations may amalgamate and continue as one corporation in the manner therein provided without complying with sections 175 and 176 of the Act;

AND WHEREAS MEDIACO AV INC. (the "Corporation") is a wholly-owned subsidiary corporation of Frischkorn Audio-Visual Corp. ("FAV").

AND WHEREAS it is considered desirable and in the best interests of the Corporation that the Corporation and FAV complete an amalgamation (the "Amalgamation") and continue as one corporation (the "Amalgamated Corporation") pursuant to subsection 177(1) of the Act;

AND WHEREAS Peter Samson, being a director and officer of the Corporation, has disclosed, pursuant to subsection 132(6) of the Act, the nature and extent of his interest in the amalgamation by virtue of his also being a director and officer of FAV;

AND WHEREAS subsection 132(6) of the Act provides that a director having an interest in a contract or transaction with the corporation within the meaning of subsection 132(1) of the Act shall not attend any part of a meeting of directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction, unless the contract or transaction is, among other things, one with an affiliate;

AND WHEREAS FAV is an affiliate of the Corporation;

AND WHEREAS subsection 132(7) of the Act provides that where a material contract is made or a material transaction is entered into between a corporation and another person of which a director or officer of the corporation is a director or officer or in which he or she has a material interest, the director or officer is not accountable to the corporation or to its shareholders for any profit or gain realized from the contract or transaction and the contract or transaction is neither void nor voidable, by reason only of that relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the director or officer disclosed his or her interest in accordance with the applicable provisions of section 132 and the contract or transaction was reasonable and fair to the corporation at the time it was so approved;

IT IS RESOLVED THAT:

1. the Amalgamation of the Corporation and FAV pursuant to subsection 177(1) of the Act is approved;
2. upon the Amalgamation becoming effective, all shares (whether issued or unissued) in the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. the stated capital of the Amalgamated Corporation shall be the same as the stated capital of FAV immediately prior to the Amalgamation;
4. the name of the Amalgamated Corporation shall be Frischkorn Audio-Visual Corp.;
5. the directors of the Amalgamated Corporation shall be the same as the directors of FAV immediately prior to Amalgamation;
6. the articles of amalgamation of the Amalgamated Corporation shall be the same as the articles of FAV;
7. upon the Amalgamation becoming effective, the by-laws of FAV as in effect immediately prior to the Amalgamation shall be the by-laws of the Amalgamated Corporation;

8. no securities shall be issued and no assets shall be distributed by the Amalgamated Corporation in connection with the Amalgamation; and

9. any director or officer of the Corporation is authorized and directed, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such agreements, instruments, certificates and other documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with the Amalgamation, including the execution and delivery to the Director appointed under the Act of articles of amalgamation in the prescribed form in respect of the Amalgamation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

GUARANTEE AND GENERAL SECURITY AGREEMENT

WHEREAS Frischkorn Audio-Visual Corp. (the "Borrower") proposes to enter into a first amending agreement (the "First Amending Agreement") among the Borrower, as borrower, Canadian Imperial Bank of Commerce, as administrative agent (the "Agent"), and the financial institutions from time to time party thereto, as lenders (the "Lenders"), which amends the credit agreement (as so amended, the "Credit Agreement") dated October 1, 2013 among the foregoing parties;

AND WHEREAS it is a condition precedent to the First Amending Agreement that Mediacore AV Inc. (the "Corporation") execute and deliver certain security in favour of the Agent and the Lenders, including (i) a guarantee of all present and future obligations of the Borrower under the Credit Agreement and the supporting loan documents (the "Guarantee"), substantially in the form of and on the terms and subject to the conditions of the draft guarantee (the "Draft Guarantee") made available to the directors of the Corporation and (ii) a general security agreement (the "General Security Agreement") pursuant to which the Corporation will grant a security interest to the Agent over all of its present and after acquired personal property, substantially in the form of and on the terms and subject to the conditions of the draft general security agreement (the "Draft General Security Agreement") made available to the directors of the Corporation;

IT IS RESOLVED THAT:

1. the Corporation is authorized to (i) provide a guarantee in favour of the Agent and the Lenders of all present and future obligations of the Borrower under the Credit Agreement and the supporting loan documents and (ii) grant a security interest to the Agent over all of its present and after acquired personal property;
2. the Corporation is hereby authorized to enter into, execute, deliver and perform its obligations under the Guarantee and the General Security Agreement, substantially in the form and on the terms of the Draft Guarantee and the Draft General Security Agreement, respectively, with such additions, deletions, amendments or modifications thereto as any one director or officer of the Corporation (each an "Authorized Person") executing the same on behalf of the Corporation in accordance with the provisions of this resolution may in his or her absolute discretion determine to be necessary or advisable, such determination to be conclusively evidenced by the execution and delivery of the Guarantee and the General Security Agreement, as applicable, by such Authorized Person;
3. any Authorized Person is hereby authorized and directed to execute and to deliver for, on behalf and in the name of the Corporation, the Guarantee and the General Security Agreement, substantially in the form and on the terms of the Draft Guarantee and the Draft General Security Agreement, respectively, with such additions, deletions, amendments or modifications thereto as such Authorized Person may in his or her absolute discretion determine to be necessary or advisable, such determination to be conclusively evidenced by the execution and delivery of the Guarantee and the General Security Agreement, as applicable, by such Authorized Person; and
4. any Authorized Person is authorized and directed for, in the name of, and on behalf of the Corporation, to execute (whether under corporate seal of the Corporation or otherwise) and deliver all such further agreements, instruments, amendments, certificates and other documents, and to do all necessary acts or things as such Authorized Person may determine to be necessary or advisable to carry out the transactions contemplated by the Guarantee, the General Security Agreement and this resolution, the execution and delivery of any such agreement, instrument, certificate or other document or the doing of any such act or thing by such Authorized Person being conclusive evidence of such determination.

APPOINTMENT OF OFFICER

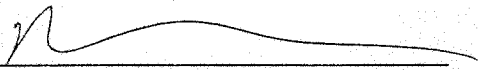
IT IS RESOLVED THAT:

1. Peter Samson is hereby appointed as Secretary of the Corporation.

[Remainder of page intentionally left blank.]

The undersigned, being the sole director of MEDIACO AV INC., passes the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).

DATED August 1st, 2014.


Peter Samson