

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM313917

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MS Ventures, LLC	formerly MerchSource, LLC, a California Limited Liability Company	06/21/2012	LIMITED LIABILITY COMPANY:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MerchSource, LLC		
<b>Street Address:</b>	19517 Pauling		
<b>City:</b>	Foothill Ranch		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92610		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3473563	BLUE HAT TOY COMPANY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8183324205		
<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>	8184888141		
<b>Email:</b>	TMDocketing@eclipsegrp.com		
<b>Correspondent Name:</b>	Jennifer H. Hamilton		
<b>Address Line 1:</b>	The Eclipse Group LLP		
<b>Address Line 2:</b>	6345 Balboa Blvd., Bldg. 4, Suite 190		
<b>Address Line 4:</b>	Encino, CALIFORNIA 91316		
<b>ATTORNEY DOCKET NUMBER:</b>	MS14003USUTM		
<b>NAME OF SUBMITTER:</b>	Jennifer H. Hamilton		
<b>SIGNATURE:</b>	/Jennifer H. Hamilton/		
<b>DATE SIGNED:</b>	08/13/2014		
<b>Total Attachments: 9</b>			
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## ASSIGNMENT

This Assignment ("Assignment") shall be effective as October 31, 2011 ("Effective Date") by and between:

MS Ventures, LLC, a California Limited Liability Company, having a principal place of business at 19517 Pauling, Foothill Ranch, CA 92610 (formerly MerchSource, LLC, a California Limited Liability Company) ("MS Ventures"); and

MerchSource, LLC, a Delaware Limited Liability Company, having a principal place of business at 19517 Pauling, Foothill Ranch, CA 92610 ("MS Delaware").

### 1.0 BACKGROUND

1.1 MerchSource, LLC, a California Limited Liability Company, amended its corporate name to MS Ventures, LLC effective October 27, 2011. A copy of the Certificate of Amendment evidencing the name change is attached as Exhibit A.

1.2 For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, MS Ventures contributed all its assets, including intellectual property assets, attached hereto as Schedules A-I, pursuant to an Asset Contribution Agreement between MS Ventures and MS Delaware dated October 31, 2011.

1.3 MS Ventures is executing this Assignment to record the transfer of intellectual property rights from MS Ventures to MS Delaware with all the respective intellectual property offices. The assets transferred are identified in Schedules A-I attached to this Assignment.

### 2.0 ASSIGNMENT

2.1 Pursuant to the Asset Contribution Agreement, MS Ventures sold, assigned and transferred and does hereby sell, assign and transfer to MS Delaware its entire worldwide right, title, and interest in and to all intellectual property assets owned by MS Ventures as of the Effective Date of the Asset Contribution Agreement, which shall include, but not be limited to, those properties set forth on Schedules A-I listed below:

Schedule A – Trademarks;

Schedule B – Issued Design Patents;

Schedule C – Pending Design Patent Applications (Separately paginated for redaction purposes);

Schedule D – Utility Patent Applications (separately paginated for redaction purposes);

Schedule E – Copyright Registrations;

Schedule F – Chinese Trademarks;

Schedule G – Canadian Trademarks;

Schedule H – Chinese Issued Design Patents; and

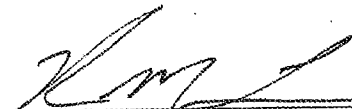
Schedule I – Chinese Pending Design Patent Applications (separately paginated for redaction purposes)

2.2 The transfer of intellectual property assets set forth in Section 2.1 above, shall include, but not be limited to, all right, title and interest in and to any United States or foreign patents, trademarks, trade names, trade dress, service marks, logos, copyrights, and domain names, including all pending or issued applications, registrations and common law rights relating thereto, and all of the goodwill related to or associated therewith other intellectual property, owned by MS Ventures as of the Effective Date of the Asset Contribution Agreement; together with the right to sue, enjoin, and recover damages for any and all past infringements.

The terms, covenants and provisions of this Assignment shall inure to the benefit of MS Delaware, its successors, assigns and other legal representatives, and shall be binding upon MS Ventures, MS Venture's heirs, legal representatives and assigns.

MS Ventures, LLC

Date 6/21/12

By   
Name: Kirk McLean  
Title: Member

SCHEDULE A

REGISTERED TRADEMARK

MARK	REGISTRATION NO.
BLUE HAT TOY COMPANY	3,473,563

# Delaware

PAGE 1

*The First State*

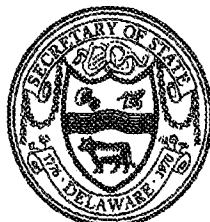
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERCHSOURCE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF OCTOBER, A.D. 2011.

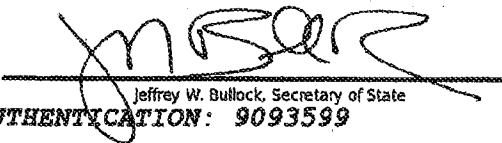
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5048022 8300

111102306

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9093599

DATE: 10-14-11

201130010079

TRADEMARK  
REEL: 005343 FRAME: 0098



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 27 2011

A handwritten signature in black ink, appearing to read 'Debra Bowen'.

Date: \_\_\_\_\_

A handwritten signature in black ink, appearing to read 'Debra Bowen'.  
DEBRA BOWEN, Secretary of State

**TRADEMARK**  
**REEL: 005343 FRAME: 0099**



**State of California  
Secretary of State**

**LIMITED LIABILITY COMPANY  
CERTIFICATE OF AMENDMENT**

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

**OCT 27 2011**

A \$30.00 filing fee must accompany this form.

**IMPORTANT - Read instructions before completing this form.**

This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER 200202510174	2. NAME OF LIMITED LIABILITY COMPANY Merchsource, LLC
3. COMPLETE ONLY THE SECTIONS WHERE INFORMATION IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED IF NECESSARY.	
A. LIMITED LIABILITY COMPANY NAME (END THE NAME WITH THE WORDS "LIMITED LIABILITY COMPANY," "LTD. LIABILITY CO." OR THE ABBREVIATIONS "LLC" OR "L.L.C.") MS Ventures, LLC	
B. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (CHECK ONE): <input type="checkbox"/> ONE MANAGER <input checked="" type="checkbox"/> MORE THAN ONE MANAGER <input type="checkbox"/> ALL LIMITED LIABILITY COMPANY MEMBER(S)	
C. AMENDMENT TO TEXT OF THE ARTICLES OF ORGANIZATION:	
D. OTHER MATTERS TO BE INCLUDED IN THIS CERTIFICATE MAY BE SET FORTH ON SEPARATE ATTACHED PAGES AND ARE MADE A PART OF THIS CERTIFICATE. OTHER MATTERS MAY INCLUDE A CHANGE IN THE LATEST DATE ON WHICH THE LIMITED LIABILITY COMPANY IS TO DISSOLVE OR ANY CHANGE IN THE EVENTS THAT WILL CAUSE THE DISSOLUTION.	
4. FUTURE EFFECTIVE DATE, IF ANY: MONTH DAY YEAR	
5. NUMBER OF PAGES ATTACHED, IF ANY: - 0 -	
6. IT IS HEREBY DECLARED THAT I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.	
SIGNATURE OF AUTHORIZED PERSON 	DATE October 27, 2011
Kirk McLean, President, Ripple Ventures, Inc., Member TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON	
7. RETURN TO:	
NAME	Regina Braman
FIRM	O'Melveny & Myers LLP
ADDRESS	810 Newport Center Drive, Suite 1700
CITY/STATE	Newport Beach, CA 92660
ZIP CODE	

SED/STATE FORM LLC-2 (Rev. 03/2006) - FILING FEE \$30.00

APPROVED BY SECRETARY OF STATE

70111587





I hereby certify that the foregoing transcript of \_\_\_\_\_ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 27 2011

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State

**State of California  
Secretary of State**

**CERTIFICATE OF REGISTRATION**

I, **DEBRA BOWEN**, Secretary of State of the State of California, hereby certify:

That on the **27TH** day of **OCTOBER, 2011**, **MERCHSOURCE, LLC**, complied with the requirements of California law in effect on that date for the purpose of registering to transact intrastate business in the State of California; and further purports to be a limited liability company organized and existing under the laws of **DELAWARE** as **MERCHSOURCE, LLC** and that as of said date said limited liability company became and now is duly registered and authorized to transact intrastate business in the State of California, subject, however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great Seal  
of the State of California this day of  
October 27, 2011.



*Debra Bowen*

**DEBRA BOWEN**  
Secretary of State

TAL

201130010079

**LLC-5 Application to Register a Foreign Limited Liability Company (LLC)**

To register an LLC from another state or country in California, fill out this form, and submit for filing along with:

- A \$70 filing fee,
- A certificate of good standing from the agency where your LLC was formed originally, and
- A separate, non-refundable \$15 service fee, if you drop off the completed form.

**Important!** LLCs in California may have to pay a minimum \$800 yearly tax to the Franchise Tax Board.

LLCs that provide professional services cannot register in California.

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

OCT 27 2011

This Space For Office Use Only

For questions about this form, go to [www.sos.ca.gov/business/be/filing-tips.html](http://www.sos.ca.gov/business/be/filing-tips.html)

**1 Name to be used for this LLC in California**

MerchSource, LLC

*proposed LLC name*

The name must end with "LLC," "L.L.C.," "Limited Liability Company," "Limited Liability Co.," "Liability Co.," or "Ltd. Liability Company," and may not include: "bank," "trust," "trustee," "incorporated," "inc.," "corporation," "corp.," "insurer," or "insurance company."

**2 LLC History**

a. If the proposed LLC name you listed above is different than the LLC name you use now (as listed on your certificate of good standing), list the complete LLC name used now:

b. Date your LLC was formed (MM, DD, YYYY): 10/10/2011

c. State or country where your LLC was formed: Delaware

d. Your LLC currently has powers and privileges to conduct business in the state or country listed above.

**3 Service of Process**

List a California resident or a qualified 1505 corporation in California that agrees to be your agent to accept service of process in case your LLC is sued. You may list any adult who lives in California. You may not list an LLC as your agent. Do not list an address if the agent is a 1505 corporation.

a. Agent's name: Adam Gromlin

b. Agent's address: 19517 Pauling Foothill Ranch CA 92610  
*street address (if agent is not a corporation) city (no abbreviations) state zip*

If the agent listed above has resigned or cannot be found or served after reasonable attempts, the California Secretary of State will be appointed the agent for service of process for your LLC.

**4 LLC Address**

a. List address for your LLC's headquarters:

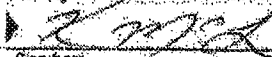
19517 Pauling Foothill Ranch CA 92610  
*street address city (no abbreviations) state zip*

b. List address for your LLC's main office in California, if any:

19517 Pauling Foothill Ranch CA 92610  
*street address city (no abbreviations) state zip*

**5 Read and sign below:**

I declare that I am the person who signed this form, and that I am authorized to do so under the laws of the state or country where this LLC was formed.



Sign here

Kirk McLean

Print your name here

October 27, 2011

Date

Manager

Your business title

Make check/money order payable to: Secretary of State  
We can give you up to 2 free certified copies of your filed form if you submit up to 2 completed copies of this form (with all attachments).

**By Mail**  
Secretary of State  
Business Entities, P. O. Box 944228  
Sacramento, CA 94244-2280

**Drop-Off**  
Secretary of State  
1500 11th St., 3rd Floor  
Sacramento, CA 95814

Corporations Code §§ 17325, 17451, 17452, Revenue and Taxation Code § 17941  
LLC-5 (REV 09/2010)

2010 California Secretary of State  
[www.sos.ca.gov/business](http://www.sos.ca.gov/business)

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