

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM339670

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	02/13/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Kidrobot, Inc.		02/13/2015	CORPORATION: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
KR Purchase, LLC	02/13/2015	LIMITED LIABILITY COMPANY: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Kidrobot, LLC
Street Address:	1468 Pearl Street, Suite 200
City:	Boulder
State/Country:	COLORADO
Postal Code:	80302
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	77686575	BEAUTIFUL PLASTIC
Serial Number:	78496819	DUNNY
Serial Number:	85465224	KIDROBOT
Serial Number:	77417661	KIDROBOT
Serial Number:	86373579	KIDROBOT
Serial Number:	77287007	KIDROBOT
Serial Number:	78290452	KIDROBOT
Serial Number:	78711231	MUNNY
Serial Number:	85466630	YUMMY
Serial Number:	85479948	YUMMY
Serial Number:	85977306	YUMMY
Serial Number:	85977464	YUMMY X KIDROBOT
Serial Number:	85479982	YUMMY X KIDROBOT

OP \$340.00 77686575

CORRESPONDENCE DATA**Fax Number:** 3034732720*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.***Phone:** 303 473-2710**Email:** docket@hollandhart.com, shavlick@hollandhart.com**Correspondent Name:** Scott S. Havlick**Address Line 1:** P.O. Box 8749**Address Line 4:** Denver, COLORADO 80201

ATTORNEY DOCKET NUMBER:	79848.0001
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NAME OF SUBMITTER:	Scott S. Havlick
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SIGNATURE:	/Scott Havlick/
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DATE SIGNED:	04/29/2015
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Total Attachments: 5

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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:

"KIDROBOT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "KR PURCHASE, LLC" UNDER THE NAME OF "KR PURCHASE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF FEBRUARY, A.D. 2015, AT 3:35 O'CLOCK P.M.

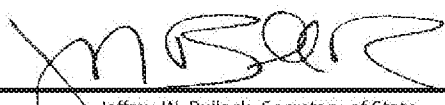
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5633853 8100M

150208777



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2126642

DATE: 02-18-15

TRADEMARK
REEL: 005505 FRAME: 0886

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING

KIDROBOT, INC.
a Delaware corporation

WITH AND INTO

KR PURCHASE, LLC
a Delaware limited liability company

Pursuant to Section 267 of the Delaware General Corporation Law
and Section 18-209 of the Delaware Limited Liability Company Act

KR PURCHASE, LLC, a Delaware limited liability company (the "*Company*"), does hereby certify:

FIRST: That the Company was formed pursuant to the provisions of the Delaware Limited Liability Company Act (the "*DLLCA*") on November 5, 2014.

SECOND: That the Company owns at least 90% of the outstanding shares of each class of the capital stock of Kidrobot, Inc. (the "*Subsidiary*"), a corporation incorporated pursuant to the provisions of the Delaware General Corporation Law (the "*DGCL*") on September 3, 2009.

THIRD: That in accordance with the Company's Certificate of Formation, the Company's Limited Liability Company Agreement and the DLLCA, the Company has authorized the merger of the Subsidiary into itself by the following resolutions of its sole manager (the "*Manager*") and on the conditions set forth therein, duly adopted by written consent dated February 12, 2015:

WHEREAS, the Company owns at least 90% of the issued and outstanding shares of each class of the capital stock of Kidrobot, Inc., a Delaware corporation (the "*Subsidiary*"), and the Manager has determined it to be in the best interests of the Company and its members to merge the Subsidiary with and into the Company in a statutory short-form merger pursuant to the provisions of Section 267 of the Delaware General Corporation Law (the "*DGCL*") and Section 18-209 of the DLLCA, wherein the Company will be the surviving entity of such merger (the "*Merger*").

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to Section 267 of the DGCL and Section 18-209 of the DLLCA, the Manager hereby adopts and approves (i) the Merger, (ii) the Company's acquisition of all the assets and properties of the Subsidiary and assumption all of the liabilities and obligations of the Subsidiary, (iii) the consideration to be received by the holders of the Subsidiary's outstanding common stock of \$0.014706 for each share of the Subsidiary's outstanding common stock of \$0.014706 for each share of the outstanding common stock of the Subsidiary ("*Share*") (other than Shares held by

the Company and any stockholders who properly demand appraisal) and (iv) the consideration to be received by the holders of the Subsidiary's outstanding options (the "*Options*") of \$0.004706 (which is net of the \$0.01 exercise price for each Option) for each share of the Subsidiary's common stock subject to the Options;

RESOLVED FURTHER, that the Manager of the Company is hereby authorized and directed, for and on behalf of the Company, to cause the Company to execute and deliver, and file with the Delaware Secretary of State, a Certificate of Ownership and Merger in the form attached hereto as EXHIBIT A (the "*Certificate of Merger*") and to execute and deliver the Agreement and Plan of Merger in substantially the form attached hereto as EXHIBIT B (the "*Merger Agreement*"), each setting forth the terms and conditions of the Merger, and to execute, deliver and file such additional documents or perform such acts as are determined to be necessary or appropriate in connection with the Merger;

RESOLVED FURTHER, that by virtue of the Merger, and without any action on the part of the Company or Subsidiary, all of the issued and outstanding shares of capital stock of the Subsidiary immediately prior to the Effective Time (as defined in the Merger Agreement) shall be cancelled and extinguished, and shall be so registered on the books and records of the Subsidiary, subject to the rights of stockholders who properly demand and perfect appraisal rights under Section 262 of the DGCL;

RESOLVED FURTHER, that the Merger is hereby determined to be fair to, advisable and in the best interests of the Company and its members;

RESOLVED FURTHER, that all prior actions taken by the Manager of the Company with respect to effecting the purposes and intent of the Merger be, and each of them hereby is, authorized, ratified, confirmed and approved in all respects; and

RESOLVED FURTHER, that the Manager of the Company be, and hereby is, authorized and directed to execute, deliver, perform, file and record all such documents or instruments and take all such actions as such officers in their discretion may deem necessary or desirable in connection with the foregoing resolutions in order to consummate the intents and purposes thereof.

FOURTH: The Company shall continue as the surviving entity after the Merger (the "*Surviving Entity*").

FIFTH: The Certificate of Formation of the Company, as now in force and effect, shall continue to be the certificate of formation of the Surviving Entity.

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.

[Signature page follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed and acknowledged by the authorized officer set forth below on this 13th of February 2015.

KR PURCHASE, LLC

By: /s/Joel Weinshanker

Name: Joel Weinshanker

Title: Manager

SIGNATURE PAGE TO
CERTIFICATE OF OWNERSHIP AND MERGER

TRADEMARK
REEL: 005505 FRAME: 0889

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 AMENDMENT OF "KR PURCHASE, LLC", CHANGING ITS NAME FROM "KR PURCHASE, LLC" TO "KIDROBOT, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF FEBRUARY, A.D. 2015, AT 3:36 O'CLOCK P.M.

5633853 8100

150208791



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2128357

DATE: 02-18-15

RECORDED: 04/29/2015

TRADEMARK
REEL: 005505 FRAME: 0890