

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM357570

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/31/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rhythm Newmedia, Inc.		03/30/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	RhythmOne, LLC		
Street Address:	One Market Plaza, Spear Tower		
Internal Address:	Suite 1810		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94105		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3603027	RHYTHM NEWMEDIA	
CORRESPONDENCE DATA			
Fax Number:	4154421001		
<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:	415-442-1326		
Email:	ralpert@morganlewis.com		
Correspondent Name:	Rochelle Alpert, Morgan Lewis & Bockius		
Address Line 1:	One Market, Spear Street Tower		
Address Line 4:	San Francisco, CALIFORNIA 94105		
ATTORNEY DOCKET NUMBER:	100268-2200		
NAME OF SUBMITTER:	Rochelle D. Alpert		
SIGNATURE:	/rda/		
DATE SIGNED:	10/06/2015		
Total Attachments: 2			
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Delaware

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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:

"RHYTHM NEWMEDIA INC.", A DELAWARE CORPORATION,
WITH AND INTO "RHYTHMONE, LLC" UNDER THE NAME OF "RHYTHMONE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2015, AT 5:52 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2015.

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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2250665

DATE: 03-31-15

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

TRADEMARK
REEL: 005638 FRAME: 0515

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is _____
RhythmOne, LLC _____, a
(list jurisdiction) California _____ limited liability company, and the
name of the corporation being merged into this surviving limited liability company is
Rhythm NewMedia Inc. _____, a Delaware Corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is _____
RhythmOne, LLC _____.

FOURTH: The merger is to become effective on March 31, 2015.

FIFTH: The Agreement of Merger is on file at _____
One Market Plz Spear Tower Ste 1810, San Francisco, CA 94105,

the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company or stock holder of the merging corporation.

SEVENTH: The surviving limited liability company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation or limited liability company of Delaware, as well as for enforcement of any obligation of the surviving limited liability company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving limited liability company at One Market Plz Spear Tower Ste 1810, San Francisco, CA 94105.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, the 30th day of March, A.D., 2015.

By: Subhansu Mukherjee
Authorized Person

Name: Subhansu Mukherjee
Type or Print