

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM358799

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	02/23/1999		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Mad Catz, Inc.		02/23/1999	CORPORATION: UTAH
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mad Catz, Inc.		
<b>Street Address:</b>	10680 Treena Street # 500		
<b>City:</b>	San Diego		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92131-2447		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	75595335	DUAL FORCE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8587905018		
<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>	8587905030		
<b>Email:</b>	wpeterson@madcatz.com		
<b>Correspondent Name:</b>	Whitney E Peterson		
<b>Address Line 1:</b>	10680 Treena Street #500		
<b>Address Line 4:</b>	San Diego, CALIFORNIA 92131-2447		
<b>ATTORNEY DOCKET NUMBER:</b>	MCI CHG FROM UTAH TO DE		
<b>NAME OF SUBMITTER:</b>	Whitney E Peterson		
<b>SIGNATURE:</b>	/Whitney E Peterson/		
<b>DATE SIGNED:</b>	10/15/2015		
<b>Total Attachments: 5</b>			
source=Mad Catz Inc Merger from Utah to Delaware Corporation 02-23-1999 #page1.tif			
source=Mad Catz Inc Merger from Utah to Delaware Corporation 02-23-1999 #page2.tif			
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**UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS  
OF  
MAD CATZ, INC.**

**(Delaware Reincorporation Merger)**

**February 23, 1999**

Pursuant to and in accordance with the provisions of Section 16-10a-821 of the Utah Revised Business Corporation Act (the "URBCA"), the undersigned, constituting all of the directors (the "Directors") of Mad Catz, Inc., a Utah corporation ("MCI"), do hereby take the following actions:

WHEREAS, the Directors have determined that it is advisable to cause MCI to merge (the "Merger") with and into its wholly-owned subsidiary, Mad Catz, Inc., a Delaware corporation (the "Corporation"), in accordance with the applicable provisions of the URBCA, the Delaware General Corporation Law (the "DGCL") and the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, BE IT RESOLVED, that the actions of the officers of MCI (the "Officers") in arranging for, and in negotiating the terms of, the Merger shall be and they hereby are ratified, confirmed and approved in all respects.

RESOLVED, FURTHER, that MCI shall be merged with and into the Corporation and the Corporation shall assume all of the obligations and liabilities of MCI.

RESOLVED, FURTHER, that the Plan of Merger which is attached hereto as Exhibit A (the "Plan of Merger") shall be and hereby is adopted by the Directors.

RESOLVED, FURTHER, that the Directors hereby recommend the Plan of Merger to the shareholders of MCI (the "Shareholders") and hereby direct that the Plan of Merger be submitted to the Shareholders for approval in accordance with Section 16-10a-1103 of the URBCA.

RESOLVED, FURTHER, that, in connection with the submission of the Plan of Merger to the Shareholders, the Shareholders shall be advised that the Plan of Merger has been adopted by, and is recommended by, the Directors.

RESOLVED, FURTHER, that, if the Plan of Merger is approved by the Shareholders in accordance with Section 16-10a-1103 of the URBCA, the Officers, on behalf of MCI, shall be and they hereby are singly authorized, empowered and directed to cause counsel to MCI to prepare Articles of Merger that comply with the requirements of the URBCA, and to cause any appropriate officer of the Corporation to execute and file such Articles of Merger, with the Plan of Merger attached thereto, with the Utah Department of Commerce, Division of Corporations and Commercial Code.

RESOLVED, FURTHER, that, if the Plan of Merger is approved by the Shareholders in accordance with Section 16-10a-1103 of the URBCA, the Officers, on behalf of MCI, shall be and they hereby are authorized, empowered and directed to cause counsel to MCI to prepare a Certificate of Ownership and Merger that complies with the requirements of the DGCL (and which shall include a copy of these resolutions), and to cause any appropriate officer of the Corporation to execute and file such Certificate of Ownership and Merger with the Delaware Secretary of State and in any other locations required by applicable law.

RESOLVED, FURTHER, that the Officers shall be, and each hereby is, singly authorized, empowered and directed for and in the name and on behalf of MCI to take all such further actions (including, without limitation, the payment of any fees or expenses) which, in such Officer's sole discretion, shall be necessary, proper or advisable in order for MCI to complete the Merger and/or to carry out fully the intent and to effectuate the purposes of the foregoing resolutions.

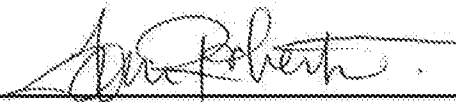
This Unanimous Written Consent shall have the same force and effect as a unanimous vote of the Directors at a meeting which has been duly called, convened and held in accordance with the URBCA, the Articles of Incorporation and the Bylaws of MCI.

This Unanimous Written Consent may be executed in any number of counterparts and together such counterparts shall constitute one original document.

IN WITNESS WHEREOF, the undersigned Directors have executed this Unanimous Written Consent as of the date first written above.



Kelly Tyler



Tom Roberts

Exhibit A

**PLAN OF MERGER  
OF  
MAD CATZ, INC., a Utah corporation,  
INTO  
MAD CATZ, INC., a Delaware corporation**

**February 23, 1999**

The Board of Directors of Mad Catz, Inc., a Utah corporation ("MCI"), has determined that MCI should be merged (the "Merger") with and into its wholly-owned subsidiary, Mad Catz, Inc., a Delaware corporation (the "Corporation," and together with MCI, the "Constituent Corporations"), in accordance with the Utah Revised Business Corporation Act (the "URBCA"), the Delaware General Corporation Law (the "DGCL"), the Internal Revenue Code of 1986, as amended (the "Code"), and the following Plan of Merger (this "Plan"):

I. Merger

1.1 Names and States of Incorporation. The name and state of incorporation of each of the Constituent Corporations is as follows:

- (a) Mad Catz, Inc., a Utah corporation, and
- (b) Mad Catz, Inc., a Delaware corporation.

1.2 Effective Time. In accordance with the URBCA and the DGCL, the Merger shall be effective on February 24, 1999 (the "Effective Time") as specified in the Articles of Merger filed with the Utah Department of Commerce, Division of Corporations and Commercial Code and the Certificate of Ownership and Merger filed with the Delaware Secretary of State.

1.3 Merger. At the Effective Time, the following shall occur:

- (a) MCI shall be merged with and into the Corporation and the separate existence of MCI shall cease.
- (b) The Corporation shall be the surviving corporation and shall continue its corporate existence in accordance with the laws of the State of Delaware and under the name "Mad Catz, Inc."
- (c) The Merger shall have the effects set forth in the URBCA and the DGCL.
- (d) All of the assets and liabilities of MCI (collectively, the "Assets and Liabilities") shall become assets and liabilities of the Corporation.

1.4 Certificate of Incorporation. The Certificate of Incorporation of the Corporation shall continue to be the Certificate of Incorporation of the Corporation after the Effective Time, until amended or repealed in accordance with the DGCL.

1.5 Bylaws. The Bylaws of the Corporation shall continue to be the Bylaws of the Corporation after the Effective Time, until amended or repealed in the manner provided by such Bylaws and the DGCL.

1.6 Directors. The directors of the Corporation immediately prior to the Effective Time shall continue to serve as the directors of the Corporation for the term specified in the Bylaws of the Corporation.

1.7 Officers. The officers of the Corporation immediately prior to the Effective Time shall continue to be officers of the Corporation until otherwise provided in accordance with the Bylaws of the Corporation.

## II. Shares of the Constituent Corporations

2.1 MCI Stock. As of the date of this Plan, MCI has an authorized capital structure consisting of 50,000 shares of Common Stock, no par value per share ("MCI Common Stock"), and 11,909 shares of MCI Common Stock are issued and outstanding.

2.2 Corporation Stock. As of the date of this Plan, the Corporation has an authorized capital structure consisting of 50,000 shares of Common Stock, \$0.01 par value per share ("Corporation Common Stock"), and 1 share of Corporation Common Stock is issued and outstanding.

2.3 Conversion of Outstanding Shares. As of the Effective Time, by virtue of the Merger and without any further action, the following shall occur:

(a) Each issued and outstanding share of MCI Common Stock shall be converted into one share of fully paid and nonassessable Corporation Common Stock.

(b) Each issued and outstanding share of Corporation Common Stock shall be canceled and, because the Corporation is a wholly-owned subsidiary of MCI, no consideration shall be paid for the cancellation of such share of Corporation Common Stock.

2.4 Certificates. As soon after the Effective Time as practicable, (a) the Corporation shall issue and deliver certificates for shares of Corporation Common Stock in accordance with Section 2.3 above, and (b) each certificate evidencing the formerly issued and outstanding shares of Corporation Common Stock and MCI Common Stock shall be marked canceled in accordance with Section 2.3 above.

2.5 Options, Warrants or Other Rights. At the Effective Time, any options, warrants or other rights to purchase shares of MCI, without any further action, shall be terminated.

### III. General Provisions

3.1 Approval. This Plan has been approved by the Board of Directors and the shareholders of MCI as required by the URBCA and the DGCL.

3.2 Accounting Records. As of the Effective Time, the Assets and Liabilities shall be recorded in the accounting records of the Corporation at the amounts at which they had been carried at that time in the accounting records of MCI, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles.

3.3 Issuance of Shares. Between the date of this Plan and the Effective Time, MCI shall not issue or cause to be issued any additional shares of stock.

3.4 Tax Matters. MCI and the Corporation intend that the transaction contemplated by this Plan shall constitute a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Code. Therefore, all of the terms and provisions of this Plan shall be interpreted so that such terms and provisions are in accordance with Section 368(a)(1)(A) of the Code.

3.5 Additional Actions. The officers of each of the Constituent Corporations shall execute all such other documents and shall take all such other actions as may be necessary or advisable to make this Plan and the Merger effective.