

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM375273

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/26/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VIVID SEATS LTD.		02/26/2016	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	VIVID SEATS LLC
Street Address:	111 North Canal Street, Suite 800
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3614140	VIVID SEATS
Serial Number:	86339161	SKYBOX
Serial Number:	86339197	SKYBOX TICKET RESALE PLATFORM
Serial Number:	86753919	VIVID SEATS
Serial Number:	86765885	VIVID VALUES
Serial Number:	86765894	DON'T JUST SIT THERE. . .
Serial Number:	86765911	WIN-SURANCE
Serial Number:	86765964	MORE THAN TICKETS, VIVID SEATS. . .
Serial Number:	86753886	VS
Serial Number:	86753898	VIVIDSEATS
Serial Number:	86814396	SEE MORE. SIT CLOSER.

CORRESPONDENCE DATA

Fax Number: 2124464900

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.

Email: susan.zablocki@kirkland.com

Correspondent Name: Susan Zablocki

Address Line 1: Kirkland & Ellis LLP

Address Line 2: 601 Lexington Avenue

TRADEMARK

Address Line 4:	New York, NEW YORK 10022
ATTORNEY DOCKET NUMBER:	38123-254
NAME OF SUBMITTER:	Susan Zablocki
SIGNATURE:	/susan zablocki/
DATE SIGNED:	03/02/2016
Total Attachments: 2 source=vivid Seats LLC-DE-Merger (Survivor)#page1.tif source=vivid Seats LLC-DE-Merger (Survivor)#page2.tif	

Delaware

The First State

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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:

"VIVID SEATS LTD.", AN ILLINOIS CORPORATION,
WITH AND INTO "VIVID SEATS LLC" UNDER THE NAME OF "VIVID SEATS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2016, AT 3:33 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5921688 8100M
SR# 20161236341

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

Authentication: 201897048
Date: 02-26-16

TRADEMARK
REEL: 005744 FRAME: 0112

**CERTIFICATE OF MERGER
MERCING
VIVID SEATS LTD.
WITH AND INTO
VIVID SEATS LLC**

PURSUANT TO SECTION 18-209 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT

Vivid Seats LLC, a Delaware limited liability company (“**Vivid Seats**”), hereby certifies to the following facts relating to the merger (the “**Merger**”) of Vivid Seats Ltd., an Illinois corporation (the “**Terminating Corporation**”), with and into Vivid Seats, with Vivid Seats remaining as the surviving entity (the “**Surviving Entity**”):

FIRST: The name and state of formation of each of the constituent companies are as follows:

<u>Name</u>	<u>State of Formation</u>
VIVID SEATS LTD.	Illinois
VIVID SEATS LLC	Delaware

SECOND: An Agreement and Plan of Merger, dated as of February 26, 2016 (the “**Merger Agreement**”), has been approved and executed by Vivid Seats and the Terminating Corporation.

THIRD: The name of the entity surviving the Merger is “Vivid Seats LLC”.

FOURTH: The Merger Agreement is on file at the principal place of business of the Surviving Entity, located at 111 N. Canal Street, Suite 800, Chicago, Illinois 60606.

FIFTH: A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any shareholder or any other person holding an interest in the Terminating Corporation.

[signature page follows]

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:33 PM 02/26/2016
FILED 03:33 PM 02/26/2016
SS 0113 5921688
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