

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM378879

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Amalgamation		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
W Mode Inc.		07/20/2015	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	APPCAROUSELDIRECT INC.		
<b>Street Address:</b>	650 California Street		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94108		
<b>Entity Type:</b>	Corporation: CANADA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4348224	APPCAROUSEL	
<b>Registration Number:</b>	4671174	REACHPLAY	
<b>Registration Number:</b>	2986044	WMODE	
<b>Registration Number:</b>	2978164	WMODE	
<b>Registration Number:</b>	2917171	CLEARMODE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6504936811		
<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>	650-493-9300		
<b>Email:</b>	ckahn@wsgr.com		
<b>Correspondent Name:</b>	WILSON SONSINI GOODRICH & ROSATI		
<b>Address Line 1:</b>	650 Page Mill Road		
<b>Address Line 4:</b>	Palo Alto, CALIFORNIA 94304		
<b>ATTORNEY DOCKET NUMBER:</b>	38741-900/CK9		
<b>NAME OF SUBMITTER:</b>	Matthew J. Kuykendall		
<b>SIGNATURE:</b>	/matthew kuykendall/		
<b>DATE SIGNED:</b>	03/31/2016		
<b>Total Attachments: 5</b>			

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# Articles Of Amalgamation

Business Corporations Act  
Section 185

1. Name of Amalgamated Corporation

APPCAROUSELDIRECT INC.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

See Schedule

3. Restrictions on share transfers (if any):

See Schedule

4. Number, or minimum and maximum number of directors:

Minimum 1 - Maximum 15

5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None


6. Other provisions (if any):

None

7. Name of Amalgamating Corporations

Corporate Access Number

1899214 Alberta Ltd.	2018992145
W Mode Inc.	208955591
AppCarousel Inc.	2017296969
1423117 Alberta Ltd.	2014231175

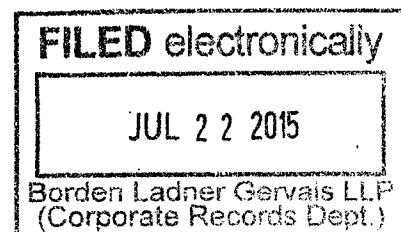
  
Signature of Person Authorizing

N/A  
Identification

Daniel Saks, President  
Name and Title of Person Authorizing (please print)

July 20/2015  
Date

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Box 3140, Edmonton, Alberta T5J 4L4, (780) 427-7013.



## **SCHEDULE: SHARE STRUCTURE**

### **THE CLASSES OF SHARES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE ARE:**

**An unlimited number of common shares, which as a class, have attached thereto the following rights, privileges, restrictions and conditions:**

1. Voting

Each common share entitles its holder to receive notice of and to attend all general and special meetings of shareholders of Corporation. Each such common share entitles its holder to one vote.

2. Dividends

The holders of common shares are, at the sole discretion of the Board of Directors of Corporation, entitled to receive out of any profits or all profits or surplus of Corporation properly applicable to the payment of dividends, such dividends as may be declared by the Board of Directors from time to time and payable by Corporation on the common shares.

No declaration or payment of any dividend shall be made to the holders of the common shares if there are reasonable grounds for the Board to believe that:

- (a) Corporation is, or would after the payment be, unable to pay its liabilities as they become due, or
- (b) the declaration or payment of such dividend would result in the realizable value of the assets of Corporation being reduced to less than the aggregate of:
  - (i) the liabilities of Corporation, and
  - (ii) the stated capital of the common shares.

3. Dissolution

In the event of the voluntary or involuntary liquidation, dissolution or winding-up of Corporation, or other distribution of assets of Corporation among the shareholders for the purpose of winding up its affairs, the holders of the common shares shall be entitled to receive ratably in any distribution of any part of the assets of Corporation available after payment or satisfaction of all liabilities of Corporation.

## **SCHEDULE: RESTRICTIONS ON SHARE TRANSFERS**

Shares issued by Corporation shall not be transferred without the consent of either:

(a) the directors evidenced by a resolution passed or signed by them and recorded in the books of Corporation; or

(b) the holders of a majority in number of the outstanding voting shares of Corporation. Securities of Corporation, other than shares and non-convertible debt securities, shall not be transferred without compliance with the restrictions on transfer contained in the applicable securityholders' agreement or, absent any such restrictions, without the consent of the Secretary of Corporation.

# Notice of Address or Notice of Change of Address

Business Corporations Act  
Section 20

<b>1. Name of Corporation</b> <b>APPCAROUSELDIRECT INC.</b>	<b>2. Corporate Access Number</b>
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**3. Address of Registered Office (P.O. Box number can only be used by a Society)**

Street	City / Town	Province	Postal Code
1900, 520 - 3rd Avenue SW	Calgary	Alberta	T2P 0R3

OR

Legal Land Description	Section Meridian	Township	Range

**4. Records Office (P.O. Box number cannot be used)**

Street	City / Town	Province	Postal Code
1900, 520 - 3rd Avenue SW	Calgary	Alberta	T2P 0R3


OR

Legal Land Description	Section Meridian	Township	Range

**5. Address for Service by Mail (If different from Item 3)**

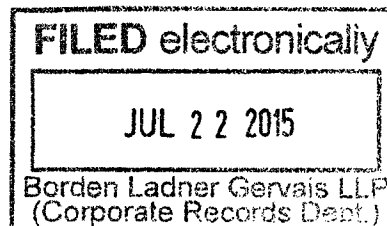
*NOTE: If this is a change, please read instructions carefully.*

Post Office Box Only	City / Town	Province	Postal Code

 _____ Authorized Signature	Daniel Sales _____ Name of Person Authorizing (please print)	July 20/2015 _____ Date
415 852-3918 _____ Telephone Number (daytime)	N/A _____ Identification <small>(not applicable for societies and non-profit companies)</small>	President _____ Title (please print)

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REG 3018 (2003/05)



**TRADEMARK**  
**REEL: 005762 FRAME: 0749**

# Notice of Directors or Notice of Change of Directors

Business Corporations Act  
Sections 108, 113 and 289

1. Name of Corporation

2. Alberta Corporate  
Access Number

<b>APPCAROUSELDIRECT INC.</b>	
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3. The following persons were appointed Director(s) on N/A :  
year / month / day

Name of Director (Last, First, Second)	Mailing Address (including postal code)	Are you a resident Canadian? Yes No

4. The following persons ceased to hold office as Director(s) on N/A :  
year / month / day


Name of Director (Last, First, Second)	Mailing Address (including postal code)

5. As of this date, the Director(s) of the corporation are:

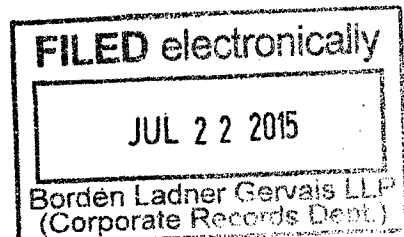
Name of Director (Last, First, Second)	Mailing Address (including postal code)	Are you a resident Canadian? Yes No
Desmarais, Nicolas	1501 Greenwich St, Apt 503, San Francisco, California, USA 94123	No
Fetherstonhaugh, Robert	50 Whitehead Terrace, Dorval, Quebec, H9S 5M4	Yes
Saks, Daniel	8, 10 <sup>th</sup> Street, San Francisco, California, USA 94103	No

6. To be completed only by Alberta Corporations:

Are at least 1/4 of the members of the Board of Directors Resident Canadians?  Yes

 Authorized Signature	Daniel Saks Name of Person Authorizing (please print)	July 20 / 2015 Date
415 852 3918 Telephone Number (daytime)	N/A Identification <small>(not applicable for non-profit companies)</small>	President Title (please print)

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REG 3017 (2005/08)



**TRADEMARK**