

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM380667

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	04/13/2016
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Shift Brands Inc.		04/13/2016	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Brand Networks, LLC	04/13/2016	Limited Liability Company: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Brand Networks, LLC
Street Address:	40 Broad Street
Internal Address:	Floor 6
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	4019307	GRAPHEFFECT
Registration Number:	4019314	GRAPHEFFECT

CORRESPONDENCE DATA

Fax Number: 2128594000

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: 2128598778

Email: novika.ishar@friedfrank.com

Correspondent Name: Novika Ishar

Address Line 1: One New York Plaza

Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER: 10026-337

CH \$65.00 4019307

NAME OF SUBMITTER:	Novika Ishar
SIGNATURE:	/NI/
DATE SIGNED:	04/14/2016
Total Attachments: 9 source=Step 3 - Certificate of Conversion - Shift Labs Inc (Filed)#page1.tif source=Step 3 - Certificate of Conversion - Shift Labs Inc (Filed)#page2.tif source=Step 3 - Certificate of Conversion - Shift Labs Inc (Filed)#page3.tif source=Step 3 - Certificate of Formation - Shift Brands LLC (Filed)#page1.tif source=Step 3 - Certificate of Formation - Shift Brands LLC (Filed)#page2.tif source=Step 3 - Certificate of Formation - Shift Brands LLC (Filed)#page3.tif source=Step 4 - Certificate of Merger - Shift LLC (Filed)#page1.tif source=Step 4 - Certificate of Merger - Shift LLC (Filed)#page2.tif source=Step 4 - Certificate of Merger - Shift LLC (Filed)#page3.tif	

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SHIFT LABS INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SHIFT LABS INC." TO "SHIFT BRANDS LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF APRIL, A.D. 2016, AT 4:48 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTEENTH DAY OF APRIL, A.D. 2016 AT 7 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4776108 8100V
SR# 20162275343

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

Authentication: 202142412
Date: 04-13-16

TRADEMARK
REEL: 005771 FRAME: 0494

CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY
OF
Shift Labs Inc.
TO
Shift Brands LLC

April 13, 2016

This Certificate of Conversion to Limited Liability Company, dated as of April 13, 2016, has been duly executed and is being filed by Shift Labs Inc., a Delaware corporation (the "Corporation"), to convert the Corporation to Shift Brands LLC, a Delaware limited liability company, under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) (the "DLLCA") and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "DGCL").

FIRST: The name of the Corporation immediately prior to filing this Certificate was Shift Labs Inc., and the name of the Corporation under which it was originally incorporated was Focused Labs, Inc.

SECOND: The Corporation filed its original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware and was first incorporated on January 12, 2010, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.

THIRD: The name of the limited liability company into which the Corporation shall be converted, as set forth in the Certificate of Formation of such limited liability company, shall be Shift Brands LLC, and the jurisdiction of such limited liability company shall be Delaware.

FOURTH: The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.

FIFTH: The conversion shall be effective as of 7:00 p.m. (Eastern Time) on April 13, 2016 in accordance with the DGCL and the DLLCA.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion on the date first written above.

Shift Labs Inc.

By: Joyce Bell
Name: Joyce Bell
Title: Vice President, Chief Financial
Officer and Treasurer

{Signature page to Certificate of Conversion}

TRADEMARK
REEL: 005771 FRAME: 0496

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SHIFT BRANDS LLC" FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF APRIL, A.D. 2016, AT 4:48 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTEENTH DAY OF APRIL, A.D. 2016 AT 7 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4776108 8100V
SR# 20162275343

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

Authentication: 202142412
Date: 04-13-16

TRADEMARK
REEL: 005771 FRAME: 0497

CERTIFICATE OF FORMATION
OF
SHIFT BRANDS LLC

Pursuant to the
Delaware Limited Liability Company Act
6 Del. C. § 18-101 *et seq.*

April 13, 2016

The undersigned being duly authorized to execute and file this Certificate, does hereby certify as follows:

FIRST: The name of the limited liability company is Shift Brands LLC (the "Company").

SECOND: The Company's registered office in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The registered agent of the Company for service of process at such address is The Corporation Trust Company.

THIRD: The name and address of the authorized person is Liza Andrews, One New York Plaza, New York, New York 10004. The powers of the authorized person shall terminate upon the filing of this Certificate of Formation.

FOURTH: That this Certificate of Formation is to become effective as of 7:00 p.m. (Eastern Time) on April 13, 2016.

[*Signature Page Follows*]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation on the date first written above.

/s/ Liza Andrews
Liza Andrews, Authorized Person

[Signature page to Certificate of Formation]

TRADEMARK
REEL: 005771 FRAME: 0499

Delaware

The First State

Page 1

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:

"SHIFT BRANDS LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "BRAND NETWORKS, LLC" UNDER THE NAME OF "BRAND NETWORKS, 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 THIRTEENTH DAY OF APRIL, A.D. 2016, AT 6:02 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTEENTH DAY OF APRIL, A.D. 2016 AT 8 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5341635 8100M
SR# 20162277756

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

Authentication: 202143837
Date: 04-13-16

TRADEMARK
REEL: 005771 FRAME: 0500

CERTIFICATE OF MERGER
OF
SHIFT BRANDS LLC
INTO
BRAND NETWORKS, LLC

Under Section 18-209 of the Delaware Limited Liability Company Act (the "Act").

The undersigned does hereby certify:

FIRST: The name, jurisdiction of formation and entity type of each of the constituent entities in the merger is as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>	<u>Entity Type</u>
Shift Brands LLC	Delaware	limited liability company
Brand Networks, LLC	Delaware	limited liability company

SECOND: An agreement of merger (the "Merger Agreement") between Shift Brands LLC ("Shift") and Brand Networks, LLC ("Brand") has been approved and executed by Shift and Brand in accordance with the requirements of Section 18-209(b) of the Act.

THIRD: The name of the surviving limited liability company is Brand Networks, LLC (the "Surviving LLC").

FOURTH: The merger between Shift and Brand is to be effective as of 8:00 pm (Eastern Time) on April 13, 2016.

FIFTH: The Certificate of Formation of Brand, as in effect immediately prior to the effective time of the merger, shall be the Certificate of Formation of the Surviving LLC.

SIXTH: The executed Merger Agreement is on file at the following place of business of the Surviving LLC: c/o Brand Networks, Inc., 40 Broad Street, Boston, Massachusetts 02109.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving LLC, on request and without cost, to any member of the Surviving LLC or any person holding an interest in Shift.

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:02 PM 04/13/2016
FILED 06:02 PM 04/13/2016
SR 20162277756 - FileNumber 5341635

IN WITNESS WHEREOF, this certificate has been subscribed this 13 day of April, 2016, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Brand Networks, LLC
(a Delaware limited liability company)

By: Brand Networks Midco, LLC,
its Managing Member

By Joyce M Bell
Name: Joyce Bell
Title: Vice President, Chief Financial Officer
and Treasurer

Shift Brands LLC
(a Delaware limited liability company)

By: Shift Labs Holdco, Inc.,
its Sole Member

By Joyce M Bell
Name: Joyce Bell
Title: Vice President, Chief Financial Officer
and Treasurer

[Signature Page to Certificate of Merger]