

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM382379

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/21/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Colle & McVoy, Inc.		05/21/2013	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	MDC Corporate (US) Inc.		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3134299	EXPONENT	
CORRESPONDENCE DATA			
Fax Number:	9142880022		
<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:	914-821-3084		
Email:	clarke@leasonellis.com, tmdocket@leasonellis.com		
Correspondent Name:	Deirdre A Clarke c/o Leason Ellis LLP		
Address Line 1:	One Barker Ave., Fifth Floor		
Address Line 4:	White Plains, NEW YORK 10601		
ATTORNEY DOCKET NUMBER:	04713/808000-000		
NAME OF SUBMITTER:	Deirdre A. Clarke		
SIGNATURE:	/deirdreclarke/		
DATE SIGNED:	04/29/2016		
Total Attachments: 8			
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ARTICLES OF MERGER

OF

COLLE & MCVOY, INC.
(a Minnesota corporation)

AND

MDC CORPORATE (US) INC.
(a Delaware corporation)

To the Secretary of State
State of Minnesota

Pursuant to the provisions of the Minnesota Business Corporation Act governing the merger of a domestic corporation for profit into a foreign corporation for profit, the corporations hereinafter named do hereby adopt the following Articles of Merger.

1. The names of the merging corporations are COLLE & MCVOY, INC., which is a corporation for profit organized under the laws of the State of Minnesota, and which is subject to the provisions of the Minnesota Business Corporation Act, and MDC CORPORATE (US) INC., which is a corporation for profit organized under the laws of the State of Delaware.
2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging COLLE & MCVOY, INC. with and into MDC CORPORATE (US) INC. as set forth in a joint unanimous written consent approved by the sole shareholder and the Board of Directors of COLLE & MCVOY, INC.
3. The Agreement and Plan of Merger has been approved by COLLE & MCVOY, INC. pursuant to Chapter 302A, Minnesota Statutes.
4. The laws of the jurisdiction of organization of MDC CORPORATE (US) INC. permit the merger of a corporation for profit of another jurisdiction with and into a corporation for profit of the jurisdiction of organization of MDC CORPORATE (US) INC.; and the merger of COLLE & MCVOY, INC. with and into MDC CORPORATE (US) INC. is in compliance with the laws of the jurisdiction of organization of MDC CORPORATE (US) INC.
5. MDC CORPORATE (US) INC. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization.
6. MDC CORPORATE (US) INC. does hereby agree that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of COLLE & MCVOY, INC. and MDC CORPORATE (US) INC. and in a proceeding for the enforcement of the rights of a dissenting shareholder of COLLE & MCVOY, INC. and MDC CORPORATE (US) INC. against MDC CORPORATE (US) INC.; does hereby irrevocably appoint the Secretary of State of the State

of Minnesota as its agent to accept service of process in any proceeding; and does hereby agree that it will promptly pay to the dissenting shareholders of COLLE & MCVOY, INC. and MDC CORPORATE (US) INC. the amount, if any, to which they are entitled under the provisions of Section 302A.473 of the Minnesota Business Corporation Act with respect to the rights of dissenting shareholders.

7. The address to which process may be forwarded is c/o MDC Partners Inc., 745 Fifth Avenue, 19th Floor, New York, New York 10151.


8. The merger of COLLE & MCVOY, INC. with and into MDC CORPORATE (US) INC. shall become effective in the State of Minnesota at 10:59 P.M. on May 31, 2013.

Signature Page Follows

I certify that I am authorized to execute the document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this document under oath.

Executed on

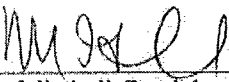
COLLE & MCVOY INC.

By: 
Name: Mitchell Gendel
Title: Vice President and Secretary

I certify that I am authorized to execute the document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48, Minnesota Statutes as if I had signed this document under oath.

Executed on

MDC CORPORATE (US) INC.

By: 
Name: Mitchell Gendel
Title: Vice President and Secretary

AGREEMENT AND PLAN OF MERGER

OF EACH OF

MF+P ACQUISITION CO.
(a Delaware corporation)

MDC/KBP ACQUISITION INC.
(a Delaware corporation)

COMPANY C COMMUNICATIONS, INC.
~~BRATSKEIR & COMPANY, INC.~~(a Delaware corporation)

BRATSKEIR & COMPANY, INC.
(a Delaware corporation)

AND

COLLE & MCVOY, INC.
(a Minnesota corporation)

WITH AND INTO

MDC CORPORATE (US) INC.
(a Delaware corporation)

This **AGREEMENT AND PLAN OF MERGER** dated as of May 24, 2013 (this "*Agreement*") was approved by (i) an omnibus joint unanimous written consent of the Boards of Directors and sole Stockholders of each of **MF+P ACQUISITION CO.**, a Delaware corporation ("*MF+P*"), **MDC/KBP ACQUISITION INC.**, a Delaware corporation ("*MDC/KBP*"), **COMPANY C COMMUNICATIONS, INC.**, a Delaware corporation ("*Company C*"), **BRATSKEIR & COMPANY, INC.**, a Delaware corporation ("*Bratskeir*") and **COLLE & MCVOY, INC.**, a Minnesota corporation ("*C&M*"); and together with **MF+P**, **MDC/KBP**, **Company C** and **Bratskeir**, collectively, the "*Merger Targets*" and each a "*Merger Target*"; and (ii) the joint unanimous written consent of the Board of Directors and the sole Stockholder of **MDC CORPORATE (US) INC.**, a Delaware corporation (the "*Surviving Corporation*").

WHEREAS, **MF+P** is a business corporation incorporated under the laws of the State of Delaware, with its registered office in Delaware located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which MF+P has authority to issue is 1,000, all of which are of one class and are without par value; and

WHEREAS, MDC/KBP is a business corporation incorporated under the laws of the State of Delaware with its registered office in Delaware located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which MDC/KBP has authority to issue is 1,500, all of which are of one class and are without par value; and

WHEREAS, Company C is a business corporation incorporated under the laws of the State of Delaware, with its registered office in Delaware located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Company C has authority to issue is 1,500, all of which are of one class and are without par value; and

WHEREAS, Bratskeir is a business corporation incorporated under the laws of the State of Delaware with its registered office in Delaware located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Bratskeir has authority to issue is 1,000, all of which are of one class and are without par value; and

WHEREAS, C&M is a business corporation incorporated under the laws of the State of Minnesota with its registered office in Minnesota located at 100 South 5th Street #1075, City of Minneapolis, County of Hennepin; and]

WHEREAS, the total number of shares of stock which C&M has authority to issue is 334,637, all of which are of one class and are without par value; and

WHEREAS, the Surviving Corporation is a business corporation incorporated under the laws of the State of Delaware with its registered office in Delaware located at 1209 Orange Street, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which the Surviving Corporation has authority to issue is 1,500, all of which are of one class and are without par value; and

WHEREAS, the Merger Targets, the Surviving Corporation, and the respective Boards of Directors and stockholders thereof have declared it advisable and to the advantage, and in the best interests of said corporations and their respective stockholders to merge the Merger Targets with and into the Surviving Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware and the Minnesota Business Corporation Act, upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereby duly approved by resolutions adopted by the Boards of Directors and sole Stockholders of the Merger Targets and duly approved by resolutions adopted

by the Board of Directors and sole Stockholder of the Surviving Corporation, this Agreement, and the terms and conditions thereof, and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

1. Each Merger Target and the Surviving Corporation shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the Minnesota Business Corporation Act, as applicable, be merged with and into a single corporation, namely, the Surviving Corporation, which shall be the surviving corporation from and after the effective time and date of the merger, and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware and the Minnesota Business Corporation Act, as applicable.

2. The separate existence of each Merger Target shall cease at the said effective time and date of the merger in accordance with the provisions of said General Corporation Law of the State of Delaware and the Minnesota Business Corporation Act, as applicable.

3. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said Surviving Corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

5. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger shall be all of the members of the Board of Directors and all of the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

6. Each issued and outstanding share of each Merger Target issued and outstanding immediately prior to the effective time and date of the merger shall automatically be cancelled and extinguished, without any action on the part of the holder thereof, as a result of the merger. All such shares of the Merger Targets, when so extinguished, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto. The existing shares of the Surviving Corporation shall not be converted or exchanged in any manner, but such shares that exist immediately prior to the effective time and date of the merger shall continue to represent shares of the surviving entity. All equity interests held by the Merger Targets prior to the effective time and date of the merger shall be held by the Surviving Corporation following to the effective time and date of the merger.

7. In the event that this Agreement shall have been fully adopted upon behalf of the Merger Targets and of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the Minnesota Business Corporation Act, as applicable, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.


8. The Board of Directors and the proper officers of each Merger Target and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

9. The effective time and date of this Agreement, and the time and date when the merger therein agreed upon shall become effective, shall be 11:59 P.M. Eastern Standard Time on May 31, 2013.


Signature Page Follows

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger have caused this document to be signed as of the date first written above on behalf of each constituent corporation by a person authorized to do so.


MF+P ACQUISITION CO.

By: 
Name: Mitchell Gendel
Title: Vice President and Secretary

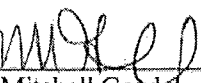
MDC/KBP ACQUISITION INC.

By: 
Name: Mitchell Gendel
Title: Vice President and Secretary


COMPANY C COMMUNICATIONS, INC.

By: 
Name: Mitchell Gendel
Title: Vice President and Secretary


BRATSKEIR & COMPANY INC.

By: 
Name: Mitchell Gendel
Title: Vice President and Secretary

COLLE & MCVOY INC.

By: 
Name: Mitchell Gendel
Title: Vice President and Secretary

MDC CORPORATE (US) INC.

By: 
Name: Mitchell Gendel
Title: Vice President and Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 21 2013


TRADEMARK Secretary of State