

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM391758

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	02/26/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
VIVID SEATS LTD.		02/26/2016	Corporation: ILLINOIS
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
VIVID SEATS LLC	02/26/2016	Limited Liability Company: DELAWARE	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	VIVID SEATS LLC		
<b>Street Address:</b>	111 N. Canal Street		
<b>Internal Address:</b>	Suite 800		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3614140	VIVID SEATS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3122685063		
<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>	7737292239		
<b>Email:</b>	akelly@norvellip.com		
<b>Correspondent Name:</b>	Alice A. Kelly		
<b>Address Line 1:</b>	P.O. Box 2461		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60690		
<b>NAME OF SUBMITTER:</b>	Alice A. Kelly		
<b>SIGNATURE:</b>	/Alice A. Kelly/		
<b>DATE SIGNED:</b>	07/18/2016		

OP \$40.00 3614140

**Total Attachments: 3**

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# 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:

"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](http://corp.delaware.gov/authver.shtml)

Authentication: 201897048  
Date: 02-26-16

**TRADEMARK**  
**REEL: 005836 FRAME: 0441**

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

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

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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.

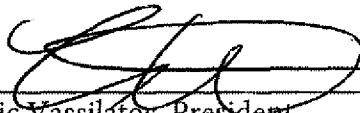
[signature page follows]

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:33 PM 02/26/2016  
FILED 03:33 PM 02/26/2016  
SS 01/01/16 File Number 5921688

**REEL: 005836 FRAME: 0442**

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 26 day of February, 2016.

VIVID SEATS LLC

By:   
Eric Vassilatos, President