

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM399466

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	07/01/2011		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
EMAK Worldwide, Inc.		07/01/2011	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	EMAK Holdings, Inc.		
<b>Street Address:</b>	350 N. Orleans, 5th Floor		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60654		
<b>Entity Type:</b>	Corporation: ILLINOIS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2270378	UPSHOT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3122585600		
<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>	312-258-5724		
<b>Email:</b>	cbollinger@schiffhardin.com		
<b>Correspondent Name:</b>	Chris L. Bollinger		
<b>Address Line 1:</b>	P.O. Box 06079		
<b>Address Line 2:</b>	Schiff Hardin LLP		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606-0079		
<b>ATTORNEY DOCKET NUMBER:</b>	45062-0002		
<b>NAME OF SUBMITTER:</b>	Chris L. Bollinger		
<b>SIGNATURE:</b>	/Chris L. Bollinger/		
<b>DATE SIGNED:</b>	09/22/2016		
<b>Total Attachments: 3</b>			
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# Delaware

PAGE 1

*The First State*

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 OWNERSHIP, WHICH MERGES:

"EMAK WORLDWIDE, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "EMAK HOLDINGS, INC." UNDER THE NAME OF "EMAK HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ILLINOIS, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 2011, AT 4:10 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5005648 8100M

110787459

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8881376

DATE: 07-05-11

TRADEMARK  
REEL: 005881 FRAME: 0688

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**EMAK WORLDWIDE, INC.**

**WITH AND INTO**

**EMAK HOLDINGS, INC.**

**JULY 1, 2011**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned, the duly elected and acting Secretary of EMAK Worldwide, Inc., a Delaware corporation (the "Parent"), hereby certifies to the following information relating to the merger (the "Merger") of Parent with and into EMAK Holdings, Inc., an Illinois corporation (the "Subsidiary"):

**FIRST:** The Parent was incorporated in the State of Delaware on April 7, 1995.

**SECOND:** The Parent owns all of the issued and outstanding capital stock of the Subsidiary, which was incorporated in the State of Illinois on June 21, 2011.

**THIRD:** The laws of the jurisdiction of organization of the Subsidiary permit the merger of a business incorporated in that jurisdiction with a business incorporated in another jurisdiction.

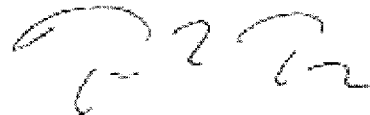
**FOURTH:** The Parent is hereby merged with and into the Subsidiary.

**FIFTH:** On June 30, 2011, the Board of Directors of the Parent duly adopted the resolutions attached hereto as Exhibit A in connection with the Merger, with the Subsidiary to be the surviving corporation. On June 30, 2011, the Merger was approved by a majority of the outstanding stock of the Parent entitled to vote thereon at a meeting duly called and held.

**SIXTH:** That the Secretary of State of the State of Delaware is appointed as agent for service of process for the Parent in the State of Delaware. Any documents served on the Secretary of State of the State of Delaware in its capacity as such agent should be mailed to the Secretary of the Subsidiary at 350 N. Orleans, 5th Floor, Chicago, IL 60654.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of the date first written above.

**EMAK WORLDWIDE, INC.**



Name: Teresa L. Tormey

Title: Secretary

**TRADEMARK**

**REEL: 005881 FRAME: 0689**

**RESOLUTIONS**

APPROVAL OF MERGER

WHEREAS, the Board of Directors deems it to be advisable and in the best interests of the Company to merge with and into EMAK Holdings, Inc., an Illinois corporation ("EMAK Holdings"), whereupon the separate corporate existence of the Company would cease and EMAK Holdings would be the surviving entity (the "Merger").

WHEREAS, pursuant to the Merger, the holders of the Company's capital stock will receive shares of capital stock of EMAK Holdings on a pro rata basis upon surrender of their certificates.

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby approved and the officers shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to (a) finalize the terms and provisions of an Agreement and Plan of Merger between the Company and EMAK Holdings substantially in the form attached hereto as Exhibit A (the "Plan of Merger") with all attachments and other agreements, documents and instruments to be executed and delivered by the Company in connection therewith as contemplated in the Plan of Merger (collectively, the "Merger Documents"), (b) execute and deliver the Merger Documents on behalf of the Company and (c) prepare, execute, deliver and file such other documents, as such officers, or any of them, deem necessary or appropriate to effectuate the Merger and the Plan of Merger, the execution by such officers of any such documents or the doing by them of any act in connection with the foregoing matters to establish conclusively their authority therefor from the Company and the approval and ratification by the Company of the documents so executed and the action so taken.