

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM433390

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/15/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FURNITURE MART LAND HOLDINGS I, LLC		08/15/2014	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	IMC TRS, LLC		
Street Address:	495 S. Grand Central Parkway		
Internal Address:	Suite 2203		
City:	Las Vegas		
State/Country:	NEVADA		
Postal Code:	89106		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4787754		
Registration Number:	4805819		
CORRESPONDENCE DATA			
Fax Number:	7027929002		
<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:	702-792-3773		
Email:	lvpto@gtlaw.com		
Correspondent Name:	Greenberg Traurig, LLP; Attn. L.Thompson		
Address Line 1:	3773 Howard Hughes Parkway		
Address Line 2:	Suite 400N		
Address Line 4:	Las Vegas, NEVADA 89169		
ATTORNEY DOCKET NUMBER:	150013.000000		
NAME OF SUBMITTER:	Lauri S. Thompson		
SIGNATURE:	/Lauri S. Thompson/		
DATE SIGNED:	06/30/2017		
Total Attachments: 10			

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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 MERGER, WHICH MERGES:

"EVENT LOGISTICS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"FURNITURE MART LAND HOLDINGS I, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"WMCCO, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"WMC EXPERIENCES, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"WMC MARKETPLACE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,


WITH AND INTO "IMC TRS, LLC" UNDER THE NAME OF "IMC TRS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF AUGUST, A.D. 2014, AT 9:22 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIFTEENTH DAY OF AUGUST, A.D. 2014, AT 11 O'CLOCK A.M.

4972847 8100M

141074855




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1623253

DATE: 08-15-14

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

TRADEMARK
REEL: 006096 FRAME: 0089

Delaware

PAGE 2


The First State

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1623253

DATE: 08-15-14

TRADEMARK
REEL: 006096 FRAME: 0090

**CERTIFICATE OF MERGER
OF
EVENT LOGISTICS, LLC
(a Delaware limited liability company),
WMCCO, LLC
(a Delaware limited liability company),
FURNITURE MART LAND HOLDINGS I, LLC
(a Delaware limited liability company),
WMC MARKETPLACE, LLC
(a Delaware limited liability company),
WMC EXPERIENCES, LLC
(a Delaware limited liability company),
and
IMC TRS, LLC
(a Delaware limited liability company)**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

IMC TRS, LLC, a Delaware limited liability company (the "Surviving Company"), does hereby certify as of August 15, 2014:

FIRST: The names and states of each constituent entity to this merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Event Logistics, LLC	Delaware
WMCCO, LLC	Delaware
Furniture Mart Land Holdings I, LLC	Delaware
WMC Marketplace, LLC	Delaware
WMC Experiences, LLC	Delaware
IMC TRS, LLC	Delaware

SECOND: An Agreement and Plan of Merger, dated as of August 15, 2014, by and between the Surviving Company and each of Event Logistics, LLC, a Delaware limited liability company, WMCCO, LLC, a Delaware limited liability company, Furniture Mart Land Holdings I, LLC, a Delaware limited liability company, WMC Marketplace, LLC, a Delaware limited liability company and WMC Experiences, LLC, a Delaware limited liability company (each, a "Merger Agreement", collectively, the "Merger Agreements"), have been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Title 6 and Section 18-209 of the Limited Liability Company Act of the State of Delaware.

THIRD: The Surviving Company is the limited liability company surviving the merger.

FOURTH: The Certificate of Formation of the Surviving Company shall be the Certificate of Formation of the Surviving Company.

FIFTH: The merger shall become effective on August 15, 2014 at 11:00 AM ET.

SIXTH: The executed Merger Agreements between the aforesaid constituent entities is on file at 495 S. Grand Central Pkwy, Suite 2203, Las Vegas, Nevada 89106, the office of the Surviving Company.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company on request, without cost, to any member of the constituent entities.

* * * * *

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be signed by an authorized person, this 15th day of August 2014.

IMC TRS, LLC

By: /s/ Ryan Cotton

Name: Ryan Cotton

Title: Vice President

By: /s/ Kaj Vazales

Name: Kaj Vazales

Title: Vice President

MERGER AGREEMENT
OF
FURNITURE MART LAND HOLDINGS I, LLC

THIS MERGER AGREEMENT dated as of August 15, 2014 (this "Agreement") is between Furniture Mart Land Holdings I, LLC, a Delaware limited liability company ("Furniture Mart Land Holdings I"), and IMC TRS, LLC, a Delaware limited liability company ("IMC TRS" or the "Surviving Limited Liability Company").

W I T N E S S E T H:

WHEREAS, IMC TRS desires to acquire the properties and other assets, and to assume all of the liabilities and obligations, of Furniture Mart Land Holdings I by means of a merger of Furniture Mart Land Holdings I with and into IMC TRS, pursuant Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), following which IMC TRS shall be the surviving entity; and

WHEREAS, IMC TRS, as the sole member of Furniture Mart Land Holdings I, and International Market Centers, Inc., a Maryland corporation, as the sole member of IMC TRS, have each approved this Agreement and the consummation of the Merger (as defined below).

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto hereby agree as follows:

ARTICLE 1
THE MERGER

Section 1.01. *The Merger.* Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Act, at the Effective Time (as defined below), Furniture Mart Land Holdings I shall be merged with and into IMC TRS (the "Merger"). Following the Merger, IMC TRS shall continue as the surviving limited liability company and shall continue its existence under the Act, and the separate existence of Furniture Mart Land Holdings I shall cease. From and after the Effective Time, IMC TRS shall succeed to all the assets, rights, privileges, powers and franchises of, and be subject to all of the liabilities, obligations, restrictions and duties of, Furniture Mart Land Holdings I, as provided under the Act.

Section 1.02. *Effective Time.* Promptly following execution of this Agreement by each party hereto, IMC TRS shall file a certificate of merger with the Delaware Secretary of State and make all other filings or recordings required by the Act in connection with the Merger. The Merger shall become effective at such time (the "Effective Time") as the certificate of merger is duly filed with the Delaware Secretary of State (or at such later time as shall be specified in such certificate of merger).

Section 1.03. *Organizational Documents.* The certificate of formation and articles of organization of IMC TRS in effect at the Effective Time shall be the certificate of formation and articles of organization of the Surviving Limited Liability Company unless and until amended in accordance with their terms and applicable law.

Section 1.04. *Directors and Officers.* From and after the Effective Time, (i) the directors of IMC TRS in office immediately prior to the Effective Time shall serve as the directors of surviving limited liability company, and (ii) the officers of the IMC TRS in office immediately prior to the Effective Time shall be the officers of surviving limited liability company, in each case, until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the certificate of formation and the articles of organization of surviving limited liability company and applicable law.

ARTICLE 2 TERMINATION

Section 2.01. *Right to Terminate.* This Agreement and the transactions contemplated by this Agreement may be terminated at any time prior to the Effective Time by mutual written consent of IMC TRS and Furniture Mart Land Holdings I.

ARTICLE 3 MISCELLANEOUS

Section 3.01. *Amendments.* Subject to applicable law, any provision of this Agreement may, be amended or waived prior to the Effective Time in writing and signed by IMC TRS and Furniture Mart Land Holdings I.

Section 3.02 *Service of Process.* The Surviving Limited Liability Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent entity of Delaware, as well as the enforcement of any obligation of the Surviving Limited Liability Company arising from this merger and appoints Corporation Service Company as its agent to accept services of process in any such suit or proceeding. The address of Corporation Service Company is 2711 Centerville Road, Suite 400, City of Wilmington, Delaware 19808.

Section 3.03 *No Third-Party Beneficiaries.* This Agreement shall not confer any rights or remedies upon any person other than the parties and their respective successors and permitted assigns.

Section 3.04. *Entire Agreement.* This Agreement constitutes the entire agreement of the parties hereto with respect to the subject matter hereof.

Section 3.05. *Governing Law.* This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to principles of conflicts of laws.

Section 3.06. *Counterparts; Effectiveness.* This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto

and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other parties hereto.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first above written.

Furniture Mart Land Holdings I, LLC
a Delaware limited liability company

By: IMC TRS, LLC
a Delaware limited liability company
its sole member

By: _____
Ryan Cotton,
Authorized Signatory

By: _____
Kaj Vazales,
Authorized Signatory

IMC TRS, LLC
a Delaware limited liability company

By: _____
Ryan Cotton,
Authorized Signatory

By: _____
Kaj Vazales,
Authorized Signatory

Signature Page

[Agreement and Plan of Merger]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first above written.

Furniture Mart Land Holdings I, LLC
a Delaware limited liability company

By: IMC TRS, LLC
a Delaware limited liability company
its sole member

By: _____
Ryan Cotton,
Authorized Signatory

By: _____
Kaj Vazales,
Authorized Signatory

IMC TRS, LLC
a Delaware limited liability company

By: _____
Ryan Cotton,
Authorized Signatory

By: _____
Kaj Vazales,
Authorized Signatory

Signature Page

[Agreement and Plan of Merger]

Merger Agreement – Furniture Mart Land Holdings I, LLC