

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM475555

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
RESUBMIT DOCUMENT ID:	900445739		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MANWIN LICENSING INTERNATIONAL S.A R.L		11/20/2013	Corporation: LUXEMBOURG
RECEIVING PARTY DATA			
Name:	LICENSING IP INTERNATIONAL S.AR.L		
Street Address:	32 boulevard Royal		
City:	Luxembourg		
State/Country:	LUXEMBOURG		
Postal Code:	L-2449		
Entity Type:	Corporation: LUXEMBOURG		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1690906	SPICE	
Registration Number:	4473771	SPICETV	
CORRESPONDENCE DATA			
Fax Number:	3102318311		
<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:	(310) 312-3750		
Email:	Trademark@msk.com		
Correspondent Name:	S. Bevins/Mitchell Silberberg & Knupp		
Address Line 1:	11377 West Olympic Boulevard		
Address Line 4:	Los Angeles, CALIFORNIA 90064-1683		
ATTORNEY DOCKET NUMBER:	43277-00277		
NAME OF SUBMITTER:	Evan M. Kent		
SIGNATURE:	/EMK012362/		
DATE SIGNED:	05/25/2018		
Total Attachments: 11			
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Manwin Licensing International S.à r.l.

Société à responsabilité limitée

Registered office: 32, boulevard Royal, L-2449 Luxembourg

Share capital: EUR 100,000

RCS Luxembourg: B 158.298

(the "Company")

Francis KESSELER
notaire
B.P. 186
L-4002 ESCH/ALZETTE

Numéro

Assemblée générale extraordinaire du 18 octobre 2013

In the year two thousand and thirteen, on the eighteenth day of the month of October.

Before Us, Maître Francis KESSELER, notary residing in Esch-sur-Alzette, Grand-Duchy of Luxembourg.

THERE APPEARED:

Manwin RK S.à r.l., a private limited liability company (*société à responsabilité limitée*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 32, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 169.252,

here represented by Mr. Philippe Poiré Côté, residing professionally in Luxembourg, by virtue of a proxy established under private seal.

- I. The said proxy, signed *ne varietur* by the proxyholder of the person appearing and the undersigned notary, will remain annexed to the present deed to be filed with the registration authorities.
- II. The appearing party declare being the sole shareholder (the "Sole Shareholder") of Manwin Licensing International S.à r.l., a private limited liability company (*société à responsabilité limitée*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 32, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 158.298, incorporated by a deed of the undersigned notary of 3 December 2010, published in the *Memorial C, Recueil des Sociétés et Associations* under number 755, page 36226 on 19 April 2011 (the "Company").
- III. The articles of association of the Company (the "Articles") have been amended for the last time by a deed of the undersigned notary of 20 April 2011, published in the *Memorial C, Recueil des Sociétés et Associations* under number 1573, page 75503 on 14 July 2011.

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IV. The appearing party, duly represented, having recognised to be fully informed of the resolutions to be taken on the basis of the following agenda:

AGENDA:

1. Change of the corporate name of the Company into "Licensing IP International S.à r.l.";
2. Amendment of Article 4 of the articles of association of the Company, as amended from time to time (the "Articles") in order to reflect the resolution to be adopted above; and
3. Miscellaneous.

The appearing party has requested the undersigned notary to document the following resolutions:

FIRST RESOLUTION

The Sole Shareholder **RESOLVES** to change the corporate name of the Company into "Licensing IP International S.à r.l."

SECOND RESOLUTION

So as to reflect the above resolution, the Sole Shareholder **RESOLVES** to amend Article 4 of the Articles which shall forthwith read as follows:

"Art. 4. The company will have the name Licensing IP International S.à r.l."

EXPENSES

The expenses, costs, fees and charges of any kind whatsoever, which fall to be paid by the Company as a result of this document are estimated at approximately one thousand three hundred euro (EUR 1,300.-).

DECLARATION

Whereof the present deed was drawn up in Luxembourg, on the day named at the beginning of this document.

The undersigned notary who knows English, states herewith that on request of the above appearing person, the present deed is worded in English followed by a French version; on request of the same person and in case of divergences between the English and the French text, the English text will prevail.

The document having been read to the proxyholder of the person appearing, who is known to the notary by his surname, first name, civil status and residence, he signed together with Us notary this original deed.

SUIT LA TRADUCTION FRANCAISE DU TEXTE QUI PRECEDE:

L'an deux mille treize, le dix-huit octobre.

Par-devant Nous, Maître Francis KESSELER, notaire de résidence à Esch-sur-Alzette, Grand-Duché de Luxembourg.

A COMPARU:

Manwin RK S.à r.l., une société à responsabilité limitée constituée et existante selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 32, boulevard Royal, L-2449 Luxembourg, Grand-Duché de Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 169.252,

ici représenté par Mr. Philippe Poiré Côté, résidant professionnellement à Luxembourg, en vertu d'une procuration donnée sous seing privé.

- I. Ladite procuration signée *ne varietur* par le mandataire du comparant et le notaire instrumentant restera annexée au présent acte pour être soumise aux fins d'enregistrement.
- II. Le comparant déclare être l'associé unique (l'« **Associé Unique** ») de **Manwin Licensing International S.à r.l.**, une société à responsabilité limitée constituée et existante selon les lois du Grand-Duché de Luxembourg, ayant son siège social au 32, boulevard Royal, L-2449 Luxembourg, Grand-Duché de Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 158.298, constituée par acte du notaire instrumentant en date du 3 décembre 2010, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 755, page 36226 du 19 avril 2011 (la « **Société** »).
- III. Les statuts de la Société (les « **Statuts** ») ont été modifiés pour la dernière fois par un acte du notaire instrumentant en date du 20 avril 2011, publié au Mémorial C, Recueil des Sociétés et Associations sous le numéro 1573, page 75503 du 14 juillet 2011.
- IV. Le comparant, représenté comme mentionné ci-dessus, reconnaît être entièrement informé des résolutions à prendre sur base de l'ordre du jour suivant:

ORDRE DU JOUR:

1. Changement de la dénomination de la Société en « **Licensing IP International S.à r.l.** » ;
2. Modification de l'Article 4 des statuts de la Société, tels que modifiés (les « **Statuts** ») de façon à refléter la résolution à adopter ci-dessus; et
3. Divers.

La partie comparante a requis le notaire instrumentant de prendre acte des résolutions suivantes:

PREMIERE RESOLUTION

L' Associé Unique DECIDE de changer la dénomination de la Société en « Licensing IP International S.à r.l. ».

DEUXIEME RESOLUTION

Afin de refléter les résolutions adoptées ci-dessus, l' Associé Unique DECIDE de modifier l'Article 4 des Statuts qui aura désormais la teneur suivante:

« Art. 4. La société aura la dénomination Licensing IP International S.à r.l. »

EVALUATION DES FRAIS

Les frais, dépenses, honoraires et charges de toute nature incombant à la Société en raison du présent acte sont évalués à environ mille trois cents euros (EUR 1.300,-).

DECLARATION

Dont acte passé à Luxembourg, date qu'en tête des présentes.

Le notaire instrumentant qui connaît la langue anglaise, déclare par la présente qu'à la demande du comparant ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande du même comparant, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

Lecture du présent acte fait et interprétation donnée au mandataire des comparants à Luxembourg, connu du notaire instrumentant par son nom, prénom usuel, état et demeure, il a signé avec Nous, notaire, le présent acte.





TRANSPERFECT

City of New York, State of New York, County of New York

I, Aurora Landman, hereby certify that the document, “**OFFICIAL NAME CHANGE MINUTES-LICENSING IP (5708281)**” is, to the best of my knowledge and belief, a true and accurate translation from French into English.

Aurora Landman

Sworn to before me this
May 8, 2018

Signature, Notary Public



Stamp, Notary Public

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TRADEMARK

REEL: 006339 FRAME: 0819

Manwin Licensing International S.à r.l.

Société à responsabilité limitée

Registered office: 32, boulevard Royal, L-2449 Luxembourg

[stamp:] Francis KESSELER
notary
B.P.186
L-4002 ESCH/ALZETTE

Share capital: EUR 100,000
RCS Luxembourg: B 158.298
(the “Company”)

Number

Extraordinary General Meeting of October 18, 2013

BELOW IS THE FRENCH TRANSLATION OF THE PRECEDING TEXT:

In the year two thousand and thirteen, on the eighteenth day of the month of October.

In the presence of Maître Francis KESSELER, notary, residing in Esch-sur-Alzette, Grand-Duchy of Luxembourg.

APPEARED:

Manwin RK S.à r. l., a private limited liability company (*société à responsabilité limitée*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 32, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 169.252,

here represented by Mr. Philippe Poiré Côté, residing professionally in Luxembourg, by virtue of a power of attorney established by private agreement.

- I. Such power of attorney, signed *ne varietur* by the representative of the declarant and the undersigned notary, will remain annexed to this deed to be filed with the registration authorities.
- II. The declarant affirms being the sole shareholder (the “**Sole Shareholder**”) of **Manwin Licensing International S.à r.l.**, a private limited liability company (*société à responsabilité limitée*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 32, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 158.298, incorporated by a deed of the undersigned notary of December 3, 2010, published in the *Memorial C, Recueil des Sociétés et Associations* [Memorial C, Collection of Companies and Associations] under number 755, page 36226 on April 19, 2011 (the “**Company**”).
- III. The articles of association of the Company (the “**Articles**”) have been amended the last time by a

deed of the undersigned notary of April 20, 2011, published in the *Memorial C, Recueil des Sociétés et Associations* under number 1573, page 75503 on July 14, 2011.

IV. The appearing party, duly represented, acknowledges having been fully informed of the resolutions to be taken on the basis of the following agenda:

AGENDA:

1. Change of the corporate name of the Company into "Licensing IP International S.à r.l.";
2. Amendment of Article 4 of the articles of association of the Company, as amended from time to time (the "**Articles**") in order to reflect the resolution to be adopted above; and
3. Miscellaneous.

The appearing party has requested the undersigned notary to document the following resolutions:

FIRST RESOLUTION

The Sole Shareholder **RESOLVES** to change the corporate name of the Company into "Licensing IP International S.à r.l.."

SECOND RESOLUTION

So as to reflect the above resolution, the Sole Shareholder **RESOLVES** to amend Article 4 of the Articles which shall now read as follows:

"Art. 4. The company will have the name "Licensing IP International **S.à r.l.**"

EXPENSES

The expenses, costs, fees and charges of any kind whatsoever, which shall be borne by the Company as a consequence hereof are estimated at approximately one thousand three hundred euro (EUR 1,300.-).

DECLARATION

Whereas this deed was drawn up in Luxembourg, on the date set forth at the beginning of this document.

The undersigned notary who understands English, states herewith that on request of the above

appearing person, the present deed is drafted in English followed by a French version; on request of the same person and in case of any differences between the English and the French text, the English text will prevail.

The document having been read to the representative of the declarant, who is known to the notary by his last name, first name, civil status and residence, has together signed with Us this original deed.

[stamp:]
Certified true copy
Esch-sur-Alzette, on
OCT 18, 2013
Francis KESSELER
Notary



TRANSPERFECT

City of New York, State of New York, County of New York

I, Aurora Landman, hereby certify that the document, “**OFFICIAL NAME CHANGE CERTIFICATE-LUXEMBOURG (5708278)**” is, to the best of my knowledge and belief, a true and accurate translation from French into English.

Aurora Landman

Sworn to before me this
May 18, 2018

Signature, Notary Public



Stamp, Notary Public

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TRADEMARK

REEL: 006339 FRAME: 0823



EXTRACT

Licensing IP International S.à.r.l.

Registration number: B: 158298
Registration/filing date: 01/25/2011

Name(s) or company name(s):
Licensing IP International S.à.r.l.

Legal form: *Société à responsabilité limitée* [Limited Liability Company (S.à.r.l.)]

Registered office:
32, Boulevard Royal
L-2449 Luxembourg

Statement of corporate purpose: The purpose of the company is the acquisition of shares, in any form whatsoever, in other companies in Luxembourg or abroad, as well as the management, control and development of these shares. The company may acquire and develop all intellectual property rights (patents, domain names, etc.) and other rights arising from or supplementing them. The company may also contract loans and provide guarantees and collateral for these loans. It may grant all types of assistance, loans, advances and collateral to the companies in which it has a direct or indirect stake, or which are members of the same group. The company may also contract loans with third parties. The company may, in particular, acquire by means of contribution, subscription, option, purchase and any other means, any type of securities and realize them by means of sale, assignment, exchange or otherwise. In addition, the company may perform all commercial, industrial and financial operations, both in real and movable property, that is may deem useful in the fulfillment of its purpose.

Corporate capital / equity:

Amount: €100,000

Payment status: Fully paid up

Date of incorporation: 12/03/2010

Term:
Unlimited

Financial year:
Exceptionally, the financial year beginning on 12/03/2010 will close on 12/31/2011.
From: 01/01 to 12/31

Associate(s):
Name(s) or company name(s): Manwin RK S.à.r.l.
Legal form: *Société à responsabilité limitée*
Registration number: B: 169252
Registered office of the legal entity:
32, Boulevard Royal, L-2449 Luxembourg
Shares held: 4,000

Director(s)/Manager(s)

Statutory rule of signature: The company will be bound by the sole signature of the single manager and, in case of multiple managers, by the joint signature of two members of the Management Board.

Name or company name: MindGeek S.à.r.l.

Registration number: B: 181337

Function: Single manager

Registered office of the legal entity:

32, Boulevard Royal, L-2449 Luxembourg

Term: Unlimited Date appointed: 11/21/2013

(*) Extract of the registration: For full details, please refer to the file.

Certified extract ⁽¹⁾

Luxembourg, 11/22/2013

The registrar of the trade and companies register ⁽²⁾

⁽¹⁾ In application of Article 21, paragraph 2 of the Law of December 19, 2002, as amended, on the trade and companies register and corporate accounting and annual accounts, and Article 21 of the Grand-Ducal regulations of January 23, 2003, as amended, implementing the Law of December 19, 2002, this extract indicates at minimum the current status of the information provided to the trade and companies register up to three days prior to the date on which this extract was issued. If a change was notified to the trade and companies register after that date, it may not have been taken into account when this extract was issued.

⁽²⁾ This extract was issued and signed electronically.

The registrar of the trade and companies register guarantees the authenticity of the source and the integrity of the information contained in this extract with regard to the information recorded in the trade and companies register only if this extract includes an electronic signature issued by the registrar of the trade and companies register.