

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM858623

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/30/2023		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Alliance Entertainment Holding Corporation		02/10/2023	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	AENT Corporation		
Street Address:	30 Corporate Park, Suite 207		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92606		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3192582	"THE MOVIE COLLECTOR'S WEBSITE"	
Registration Number:	3776506	THE MOVIE COLLECTOR'S BLOG	
Registration Number:	2615288	MOVIESUNLIMITED.COM	
Registration Number:	1245646	MOVIES UNLIMITED	
Registration Number:	1245647	MOVIES UNLIMITED	
CORRESPONDENCE DATA			
Fax Number:			
<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:	2125001515		
Email:	sseuradge@sillscummis.com		
Correspondent Name:	Stanley Seuradge		
Address Line 1:	101 Park Avenue		
Address Line 4:	New York, NEW YORK 10178		
NAME OF SUBMITTER:	Stanley Seuradge		
SIGNATURE:	/Stanley Seuradge/		
DATE SIGNED:	12/05/2023		

CH \$140.00 3192582

Total Attachments: 15

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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AENT CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINTH DAY OF AUGUST, A.D. 2010, AT 7:38 O`CLOCK P.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "PROJECT PANTHER HOLDING CORPORATION" TO "ALLIANCE ENTERTAINMENT HOLDING CORPORATION", FILED THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2011, AT 8:36 O`CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINTH DAY OF DECEMBER, A.D. 2014, AT 8:07 O`CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "ALLIANCE ENTERTAINMENT HOLDING CORPORATION" TO "AENT CORPORATION", FILED THE TENTH DAY OF FEBRUARY, A.D. 2023, AT 8:34 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

4856472 8100H
SR# 20234102274

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

Authentication: 204700084
Date: 11-30-23

TRADEMARK
REEL: 008279 FRAME: 0166

Delaware

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*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "AENT CORPORATION".*




Jeffrey W. Bullock, Secretary of State

4856472 8100H
SR# 20234102274

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

Authentication: 204700084
Date: 11-30-23

TRADEMARK
REEL: 008279 FRAME: 0167

CERTIFICATE OF INCORPORATION
OF
PROJECT PANTHER HOLDING CORPORATION

FIRST: The name of the corporation is Project Panther Holding Corporation (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000), consisting of one thousand (1,000) shares of common stock, \$0.01 par value per share.

FIFTH: The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The exact number of directors of the Corporation shall be fixed by or in the manner provided in the Bylaws of the Corporation (the "Bylaws").

SIXTH: In furtherance and not in limitation of the powers conferred by the statute, the Board of Directors is expressly authorized:

(a) to adopt, repeal, rescind, alter or amend in any respect the Bylaws, and to confer in the Bylaws powers and authorities upon the directors of the Corporation in addition to the powers and authorities expressly conferred upon them by statute;

(b) from time to time to set apart out of any funds or assets of the Corporation available for dividends an amount or amounts to be reserved as working capital or for any other lawful purpose and to abolish any reserve so created and to determine whether any, and, if any, what part, of the surplus of the Corporation or its net profits applicable to dividends shall be declared in dividends and paid to its stockholders, and all rights of the holders of stock of the Corporation in respect of dividends shall be subject to the power of the Board of Directors so to do;

(c) subject to the laws of the State of Delaware, from time to time to sell, lease or otherwise dispose of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as it may deem best; and

(d) in addition to the powers and authorities hereinbefore and by the laws of the State of Delaware conferred upon the Board of Directors, to execute all such powers and to do all acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the express provisions of said laws, of the Certificate of Incorporation of the Corporation and its Bylaws.

SEVENTH: Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws provide. The books of Corporation may be kept (subject to any provision of applicable law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

EIGHTH: The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

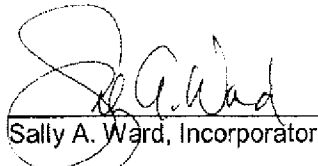
NINTH: The Corporation is to have perpetual existence.

TENTH: A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Section 174 of the Delaware General Corporation Law, as the same exists or hereafter may be amended, or (iv) for any transaction for which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware Corporation Law. No amendment to or repeal of this Article Tenth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or appeal.

ELEVENTH: The name and mailing address of the incorporator of the Corporation are:

Sally A. Ward
Platinum Equity, LLC
360 North Crescent Drive, South Building
Beverly Hills, California 90210

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto executed this Certificate of Incorporation the 9th day of August, 2010.



Sally A. Ward, Incorporator

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PROJECT PANTHER HOLDING CORPORATION

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. That Sally A. Ward is the duly elected and acting Assistant Secretary of Project Panther Holding Corporation, a Delaware corporation (the "Corporation"), the date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State was August 9, 2010, and the name under which the corporation was originally incorporated is Project Panther Holding Corporation.

2. That the Amended and Restated Certificate of Incorporation set forth below has been duly adopted in accordance with Sections 228, 242 and 245 of the Delaware General Corporation Law. Pursuant to Section 228 of the Delaware General Corporation Law, the stockholders have unanimously approved this Amended and Restated Certificate of Incorporation.

3. That the Certificate of Incorporation of the Corporation shall be amended and restated to read in its entirety as follows:

FIRST: The name of the corporation is Alliance Entertainment Holding Corporation (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000), consisting of one thousand (1,000) shares of common stock, \$0.01 par value per share.

FIFTH: The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The exact number of directors of the Corporation shall be fixed by or in the manner provided in the Bylaws of the Corporation (the "Bylaws").

SIXTH: In furtherance and not in limitation of the powers conferred by the statute, the Board of Directors is expressly authorized:

(a) to adopt, repeal, rescind, alter or amend in any respect the Bylaws, and to confer in the Bylaws powers and authorities upon the directors of the Corporation in addition to the powers and authorities expressly conferred upon them by statute;

(b) from time to time to set apart out of any funds or assets of the Corporation available for dividends an amount or amounts to be reserved as working capital or for any other lawful purpose and to abolish any reserve so created and to determine whether any, and, if any, what part, of the surplus of the Corporation or its net profits applicable to dividends shall be declared in dividends and paid to its stockholders,

and all rights of the holders of stock of the Corporation in respect of dividends shall be subject to the power of the Board of Directors so to do;

(c) subject to the laws of the State of Delaware, from time to time to sell, lease or otherwise dispose of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as it may deem best; and

(d) in addition to the powers and authorities hereinbefore and by the laws of the State of Delaware conferred upon the Board of Directors, to execute all such powers and to do all acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the express provisions of said laws, of the Certificate of Incorporation of the Corporation and its Bylaws.

SEVENTH: Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws provide. The books of Corporation may be kept (subject to any provision of applicable law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

EIGHTH: The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

NINTH: The Corporation is to have perpetual existence.

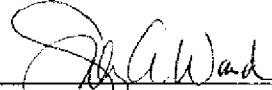
TENTH: A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Section 174 of the Delaware General Corporation Law, as the same exists or hereafter may be amended, or (iv) for any transaction for which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware Corporation Law. No amendment to or repeal of this Article Tenth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or appeal.

ELEVENTH: The name and mailing address of the incorporator of the Corporation are:

Sally A. Ward
Platinum Equity, LLC
360 North Crescent Drive, South Building
Beverly Hills, California 90210

4. This Amended and Restated Certificate of Incorporation shall be effective April 28, 2011.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed this 28th day of April, 2011.

A handwritten signature in cursive script, appearing to read "Sally A. Ward", is written over a horizontal line.

Sally A. Ward
Assistant Secretary

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER**

Section 253 Parent into Subsidiary

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
C D LISTENING BAR, INC.
INTO
ALLIANCE ENTERTAINMENT HOLDING CORPORATION**

C D Listening Bar, Inc., a corporation organized and existing under the laws of the State of California.

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of California on the 23rd day of August 1990.

SECOND: That it owns 100% of the issued and outstanding shares of the capital stock of Alliance Entertainment Holding Corporation (the "Subsidiary"), a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 9th day of August 2010.

THIRD: That each of the Boards of Directors of the corporation and the Subsidiary resolved to merge the corporation with and into the Subsidiary, and adopted the following resolutions as of December 5, 2014:

"NOW, THEREFORE, BE IT RESOLVED, that the merger (the "*Merger*") of C D Listening Bar, Inc., a California corporation (the "*Parent*"), with and into Alliance Entertainment Holding Corporation, a Delaware corporation, its wholly-owned subsidiary (the "*Subsidiary*"), which, automatically, as a result of the Merger, shall assume all of the obligations and liabilities of the Parent, be, and it hereby is, adopted and approved in all respects;

RESOLVED FURTHER, that forthwith upon the effective time of the Merger, (a) each of the issued and outstanding shares of Common Stock of the Subsidiary shall be cancelled and returned to the status of authorized but unissued shares of Common Stock of the Subsidiary, and (ii) each of the issued and outstanding shares of Common Stock of the Parent and all rights in respect thereof shall be converted into 3/7,000ths of one fully paid and nonassessable share of Common Stock of the Subsidiary, which shall constitute the pro rata conversion of the outstanding shares of the Parent into shares of the Subsidiary, and each certificate nominally representing shares of Common Stock of the Parent

shall for all purposes be deemed to evidence the ownership of a like number of shares and series of Common Stock of the Subsidiary; and

RESOLVED FURTHER, that the officers of the Parent be, and each of them hereby is, authorized and directed in the name and on behalf of the Parent to execute and deliver all documents and instruments and to take all actions necessary to effect the Merger and the above resolutions."

FOURTH: That this merger has been adopted, approved, certified, executed and acknowledged by said parent corporation in accordance with the General Corporation Law of the State of California.

IN WITNESS WHEREOF, said parent corporation has caused this Certificate to be signed by an authorized officer this 8th day of December 2014.

By: 
Name: Jeffrey C. Walker
Title: President

CERTIFICATE OF MERGER

OF

**ADARA MERGER SUB, INC.,
(a Delaware corporation)**

WITH AND INTO

**ALLIANCE ENTERTAINMENT HOLDING CORPORATION,
(a Delaware corporation)**

February 10, 2023

Pursuant to Title 8, Section 251(c) of the
General Corporation Law of the State of Delaware

Alliance Entertainment Holding Corporation, a Delaware corporation (the “*Company*”), does hereby certify to the following facts relating to the merger (the “*Merger*”) of Adara Merger Sub, Inc., a Delaware corporation (“*Merger Sub*”), with and into the Company:

- FIRST:** The Company and Merger Sub are the constituent corporations in the Merger.
- SECOND:** A Business Combination Agreement, dated as of June 22, 2022, (the “*Business Combination Agreement*”), by and among the Company, Merger Sub and Adara Acquisition Corp., a Delaware corporation, has been approved, adopted, executed and acknowledged by each of the Company and Merger Sub in accordance with Section 251(c) of the General Corporation Law of the State of Delaware (the “*DGCL*”).
- THIRD:** The Company shall be the surviving corporation in the Merger (the “*Surviving Corporation*”). The name of the Surviving Corporation of the Merger shall be “AENT Corporation”.
- FOURTH:** Upon the effectiveness of the filing of this Certificate of Merger, the Certificate of Incorporation of the Company is hereby amended and restated in its entirety as set forth in Exhibit A hereto, and, as so amended and restated, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended in accordance with its terms and the provisions of the DGCL.
- FIFTH:** The executed Business Combination Agreement is on file at the principal place of business of the Surviving Corporation at 8201 Peters Road, Suite 1000, Plantation, FL 33324.

SIXTH: A copy of the executed Business Combination Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.

SEVENTH: The Merger shall become effective immediately upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with Sections 103 and 251(c) of the DGCL.

[Signature page follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed in its corporate name by its duly authorized officer as of the date first above written.

Alliance Entertainment Holding Corporation,
a Delaware corporation

By: Jeffrey Walker
Name: Jeffrey Walker
Title: Chief Executive Officer

[Signature Page to Certificate of Merger]

Exhibit A

Second Amended and Restated Certificate of Incorporation

[See attached.]

SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

AENT CORPORATION

FIRST: The name of the corporation is AENT Corporation (the "**Corporation**").

SECOND: The registered office of the Corporation is to be located at The Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, in the County of New Castle, Delaware 19801. The name of its Registered Agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, par value \$0.0001 per share.

FIFTH: The number of directors of the Corporation shall be determined in the manner set forth in the Amended and Restated Bylaws of the Corporation (the "**By-Laws**"). The election of directors need not be by written ballot unless the By-Laws, so provide.

SIXTH: The Board of Directors of the Corporation is authorized and empowered from time to time in its discretion to make, alter, amend or repeal By-Laws of the Corporation, except as such power may be restricted or limited by the General Corporation Law of the State of Delaware.

SEVENTH: The Corporation shall to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all directors and officers when it shall have the power to indemnify under said Section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of stockholders, resolution of directors, agreement or otherwise, as permitted by said Section, as to actions of such person in any capacity in which he or she served at the request of the Corporation.

EIGHTH: Anything to the contrary in this Certificate of Incorporation notwithstanding, no director shall be liable personally to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided however, that nothing in this paragraph shall eliminate or limit the liability of a director (i) for any breach of such directors duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which such director derived an improper personal benefit. The modification or repeal of this Article Tenth shall not affect the restriction hereunder of a directors personal liability for any act or omission occurring prior to such modification or repeal.

NINTH: No stockholder or former stockholder, in such capacity ("plaintiff"), shall commence any derivative action or other action against the Corporation or any of its directors, officers, employees, accountants, attorneys, financial advisors, placement agents, or underwriters, in which wrongdoing is alleged for which the Corporation could be liable or with respect to which the Corporation might have an indemnification obligation ("stockholder action"), unless plaintiff and its counsel have entered a written agreement with the Corporation that: (a) plaintiff will not pay or agree to pay, and plaintiff's counsel will not seek, any fee in respect of such stockholder action, whether plaintiff prevails in such stockholder action, in settlement thereof, or otherwise, except a fee determined solely upon actual and reasonable time expended, at reasonable hourly rates set forth in the agreement, subject to customary periodic rate increases, of which plaintiff's counsel shall advise the Corporation in advance, but in any case not exceeding rates prevailing for ordinary commercial litigation; (b) neither plaintiff nor plaintiff's counsel shall pay or agree to pay any consultant, expert, or witness in connection with such stockholder action any compensation or reimbursement, other than on a flat-fee or hourly basis, at customary rates agreed in advance of the engagement of such consultant, expert, or witness; and (c) plaintiff's counsel shall provide the Corporation, at least monthly, a report of the time expended each day by each of its professionals in connection with the stockholder action during the period reported upon, describing the activities in reasonable detail and the dollar amount chargeable in connection therewith, summaries of time and charges with respect to each professional for such period and since inception, and expenses, including consultant, expert, and witness compensation and expenses, accrued or incurred during such period and since inception, provided that no confidential communication or attorney work product must be disclosed. Neither the Corporation nor any person acting on the Corporation's behalf shall make or agree, conditionally or otherwise, to make any payment in respect of plaintiff's counsel fees or expenses, including consultant, expert, and witness compensation and expenses, in connection with such stockholder action, except insofar as this Article and the agreement required hereby have been complied with.

TENTH: To the fullest extent permitted by Section 122(17) of the General Corporation Law of the State of Delaware, the doctrine of corporate opportunity, or any other analogous doctrine, shall not apply with respect to the Corporation or any of its officers or directors, or any of their respective affiliates, in circumstances where the application of any such doctrine to a corporate opportunity would conflict with any fiduciary duties or contractual obligations they may have as of the date of this Second Amended and Restated Certificate or in the future. In addition to the foregoing, the doctrine of corporate opportunity shall not apply to any other corporate opportunity with respect to any of the directors or officers of the Corporation unless such corporate opportunity is expressly offered to such person in writing solely in his or her capacity as a director or officer of the Corporation and such opportunity is one the Corporation is legally and contractually permitted to undertake and would otherwise be reasonable for the Corporation to pursue.