

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | | | |
|----------------------------------|--|--------------------------|--------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 05/30/2008 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| MILL CREEK ENTERTAINMENT, LLC | | 05/30/2008 | LIMITED LIABILITY COMPANY: MINNESOTA |
| RECEIVING PARTY DATA | | | |
| Name: | HALF MOON INVESTMENTS, LLC | | |
| Street Address: | 2445 Nevada Avenue North | | |
| City: | Golden Valley | | |
| State/Country: | MINNESOTA | | |
| Postal Code: | 55427 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: MINNESOTA | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3227077 | MILL CREEK ENTERTAINMENT | |
| Registration Number: | 3227080 | MILL CREEK ENTERTAINMENT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (612)371-3207 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 612 371 3211 | | |
| Email: | tmg@lindquist.com | | |
| Correspondent Name: | LINDQUIST & VENNUM P.L.L.P. | | |
| Address Line 1: | 80 South Eighth Street, 4200 IDS Center | | |
| Address Line 2: | Connie Heikkila | | |
| Address Line 4: | MINNEAPOLIS, MINNESOTA 55402 | | |
| ATTORNEY DOCKET NUMBER: | 513274.0005 | | |
| NAME OF SUBMITTER: | CONNIE R. HEIKKILA | | |

CH \$65.00 3227077

900138682

TRADEMARK
REEL: 004024 FRAME: 0678

| | |
|--|-------------------|
| Signature: | /connierheikkila/ |
| Date: | 07/15/2009 |
| Total Attachments: 6 source=half moon_1#page1.tif source=half moon_1#page2.tif source=half moon_1#page3.tif source=half moon_1#page4.tif source=half moon_1#page5.tif source=half moon_1#page6.tif | |

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 322B

State of Formation and Names of Merging Entities:

MN: HALF MOON INVESTMENTS, LLC

MN: MILL CREEK ENTERTAINMENT, LLC

State of Formation and Name of Surviving Entity:

MN: HALF MOON INVESTMENTS, LLC

Effective Date of Merger: June 2, 2008 @ 12:01 a.m.

Name of Surviving Entity After Effective Date of Merger:

HALF MOON INVESTMENTS, LLC

This certificate has been issued on: 06/02/2008.



Mark Ritchie
Secretary of State.

1314400-2

LLC M



28767990002

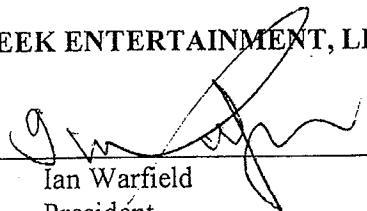
ARTICLES OF MERGER
MERGING
MILL CREEK ENTERTAINMENT, LLC
INTO
HALF MOON INVESTMENTS, LLC

Pursuant to the provisions of Minnesota Statutes, Sections 322B.73, the undersigned managers of MILL CREEK ENTERTAINMENT, LLC, a Minnesota limited liability company (the "Merging LLC"), and HALF MOON INVESTMENTS, LLC, a Minnesota limited liability company (the "Surviving LLC"), hereby certify that:


- (a) attached hereto as Exhibit A is a true and correct copy of the Plan of Merger (the "Plan of Merger") merging the Merging LLC into the Surviving LLC; and
- (b) the Plan of Merger has been duly adopted and approved by all of the members and all of the governors of each of the Merging LLC and the Surviving LLC pursuant to and in accordance with Minnesota Statutes, Section 322B.72.

IN WITNESS WHEREOF, the parties have caused this instrument to be executed this 30th day of May, 2008.

MILL CREEK ENTERTAINMENT, LLC

By 
 Name: Ian Warfield
 Its: President

HALF MOON INVESTMENTS, LLC

By 
 Name: Robert Zakheim
 Its: Chief Executive Officer

**EXHIBIT A
PLAN OF MERGER**

See attached.

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is dated as of May 30, 2008, by and between HALF MOON INVESTMENTS, LLC, a Minnesota limited liability company (the "Surviving LLC"), and MILL CREEK ENTERTAINMENT, LLC, a Minnesota limited liability company (the "Merging LLC").

RECITALS

WHEREAS, all of the members and all of the governors of each of the Merging LLC and the Surviving LLC have approved the merger of the Merging LLC with and into the Surviving LLC upon the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual promises set forth below, the Merging LLC and the Surviving LLC hereby agree as follows:

PLAN

1. Name of Merging Entity. The name of the merging entity is Mill Creek Entertainment, LLC.

2. Name of Surviving Entity. The name of the surviving entity is Half Moon Investments, LLC.

3. Merger. On the Effective Date (as defined below), the Merging LLC shall be merged with and into the Surviving LLC in accordance with the laws of the State of Minnesota and the separate existence of the Merging LLC shall thereupon cease (the "Merger"). The Surviving LLC shall continue to exist as a limited liability company created and governed by the Minnesota Limited Liability Company Act (the "Act") after the Merger.

4. Effective Date. The Merger shall become effective (the "Effective Date") at 12:01 a.m. on the date this Plan of Merger is filed with the Minnesota Secretary of State.

5. Treatment of Ownership Interests. On the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) each unit of the Surviving LLC's membership interests which was outstanding prior to the Effective Date shall be unaffected by the Merger;

(b) each unit of the Merging LLC's membership interests which was issued and outstanding prior to the Effective Date shall automatically be cancelled.

6. Articles of Merger. On or before the Effective Date, each party hereto shall execute Articles of Merger (the "Articles of Merger") setting forth the information required by the Act. The Articles of Merger shall be filed with the Secretary of the State of Minnesota or as

otherwise required by the Act, and shall provide that the Merger shall become effective at the Effective Date.

7. Articles of Organization; Bylaws.

(a) The Articles of Organization of the Surviving LLC in effect on the Effective Date shall remain in effect as the Articles of Organization of the Surviving Corporation until the same shall thereafter be amended as provided by the Act.

(b) The Amended and Restated Bylaws of the Surviving LLC as in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving LLC until the same shall thereafter be altered, amended or repealed.

(c) The Amended and Restated Member Control Agreement of the Surviving LLC as in effect immediately prior to the Effective Date shall be the Member Control Agreement of the Surviving LLC until the same shall thereafter be altered, amended or repealed.

8. Succession to Rights and Obligations. From and after the Effective Date, the Surviving LLC shall automatically succeed to all of the assets and rights and all of the liabilities and obligations of the Merging LLC. The provisions of this Plan of Merger shall be binding upon and inure to the benefit of all the parties hereto and their successors and assigns.

9. Managers and Governors. The managers and governors of the Surviving LLC on the Effective Date shall continue as managers and governors of the Surviving LLC until the election and qualification of their successors.

10. Governing Law. The laws of the State of Minnesota shall govern this Plan of Merger.

11. Miscellaneous.

(a) This Plan of Merger (including the documents and instruments referred to herein):
(i) constitutes the entire agreement of the parties hereto and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof and (ii) is not intended to confer upon any other person any rights or remedies hereunder.

(b) All section headings are inserted for convenience only and shall not affect the interpretation of this Plan of Merger.

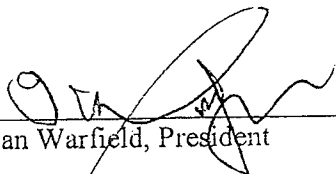
(c) This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, which together constitute one and the same instrument.

* * * *

IN WITNESS WHEREOF, each of the parties does hereby execute this Plan of Merger as of the date first written above.

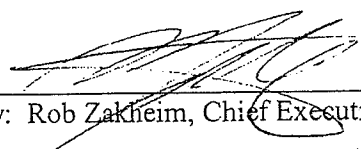
MERGING LLC:

MILL CREEK ENTERTAINMENT, LLC


By: Ian Warfield, President

SURVIVING LLC:

HALF MOON INVESTMENTS, LLC


By: Rob Zakheim, Chief Executive Officer

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 02 2008


Mark Ritchie
Secretary of State