

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Second City, Inc.		05/21/2013	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	The Second City, Inc.
Street Address:	1616 N. Wells Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60614
Entity Type:	CORPORATION: ILLINOIS

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1413702	SECOND CITY
Registration Number:	1472660	THE SECOND CITY
Registration Number:	3520614	SECOND CITY TELEVISION NETWORK
Registration Number:	3681456	SECOND CITY TELEVISION NETWORK
Registration Number:	4137045	UP COMEDY CLUB
Registration Number:	4189812	SECOND CITY

CORRESPONDENCE DATA

Fax Number: 2023935350
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 2026386666
 Email: trademark@jhip.com,lweiss@jhip.com
 Correspondent Name: Leesa N. Weiss
 Address Line 1: 400 7th St., N.W.

OP \$165.00 1413702

Address Line 2: 6th Floor
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	13847/A01016
NAME OF SUBMITTER:	Leesa N. Weiss
Signature:	/Leesa N Weiss/
Date:	07/11/2013

Total Attachments: 10
source=Second City Merger Documents Nevada into IL#page1.tif
source=Second City Merger Documents Nevada into IL#page2.tif
source=Second City Merger Documents Nevada into IL#page3.tif
source=Second City Merger Documents Nevada into IL#page4.tif
source=Second City Merger Documents Nevada into IL#page5.tif
source=Second City Merger Documents Nevada into IL#page6.tif
source=Second City Merger Documents Nevada into IL#page7.tif
source=Second City Merger Documents Nevada into IL#page8.tif
source=Second City Merger Documents Nevada into IL#page9.tif
source=Second City Merger Documents Nevada into IL#page10.tif



140103



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Second City, Inc.

Name of **merging** entity

Nevada

Jurisdiction

Corporation

Entity type *

Name of **merging** entity

Jurisdiction

Entity type *

Name of **merging** entity

Jurisdiction

Entity type *

Name of **merging** entity

Jurisdiction

Entity type *

and,

The Second City, Inc.

Name of **surviving** entity

Illinois

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 8-31-11



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o: The Second City, Inc.
 1616 N. Wells Street
 Chicago, IL 60614

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Name of **surviving** entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
 Revised: 8-31-11



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 3

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

(b) The plan was approved by the required consent of the owners of *:

Second City, Inc.
 Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;
 The Second City, Inc.
 Name of **surviving** entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 3
 Revised: 8-31-11



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 4

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Name of **surviving** entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
 Revised: 8-31-11



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

6) Location of Plan of Merger (check a or b):



(a) The entire plan of merger is attached;

or,



(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: July 1, 2013 Time: 12:00:01 AM

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
Revised: 8-31-11

NV025 - 10/19/2011 C T System Online

TRADEMARK
REEL: 005068 FRAME: 0305



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 6

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Second City, Inc.

Name of merging entity

X Michael Hart
 Signature

Chief Financial Officer
 Title

5/21/13
 Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

and,

The Second City, Inc.

Name of surviving entity

X

Signature

Chief Financial Officer
 Title

Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
 Revised: 8-31-11

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to the Secretary of State.

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

_____ File # _____ Filing Fee: \$ _____ Approved:
_____ Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ ^{merge}, and the state or country of their incorporation:
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
The Second City, Inc.	Illinois	53782787
Second City, Inc.	Nevada	C694-1985
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~xxxxxxx~~ ^{surviving} corporation: The Second City, Inc.

(b) it shall be governed by the laws of: Illinois

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

Please see Exhibit A

5. Plan of ~~consolidation~~^{merger} was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
The Second City, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.
 (Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated MAY 21 , 2013
 (Month & Day) (Year)

 The Second City, Inc.
 (Exact Name of Corporation)

 Michael Gart
 (Any authorized officer's signature)

 Michael Gart, Chief Financial Officer
 (Type or Print Name and Title)

Dated MAY 21 , 2013
 (Month & Day) (Year)

 Second City, Inc.
 (Exact Name of Corporation)

 Michael Gart
 (Any authorized officer's signature)

 Michael Gart, Chief Financial Officer
 (Type or Print Name and Title)

Dated _____, _____
 (Month & Day) (Year)

 (Exact Name of Corporation)

 (Any authorized officer's signature)

 (Type or Print Name and Title)

Form BCA-14.35
(Rev. Jan. 2003)

**Report Following Merger
or Consolidation**

File #:

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

DO NOT SEND CASH

This space for use by
Secretary of State

Date:

Franchise Tax: \$
Filing Fee: \$ 5
Penalty: \$
Interest: \$
Approved:

Remit payment in the form of a
check or money order, payable to
Secretary of State.

1. Corporate Name: The Second City, Inc.

2. State or Country of Incorporation: Illinois

3. Issued shares of each corporation party to the merger prior to the merger:

Corporation	Class	Series	Par Value	Number of Shares
The Second City, Inc.	Common		1.00	50,000
Second City, Inc.	Common		1.00	100,000

4. Paid-in Capital of each corporation party to the merger prior to the merger:

Corporation	Paid-in Capital
The Second City, Inc.	\$ 50,000.00
Second City, Inc.	\$ 100,000.00
	\$
	\$
	\$

5. Description of merger: (Include effective date and brief explanation of the conversion as stated in the plan of merger.)

On July 1, 2013, Second City, Inc., a Nevada corporation merged with and into The Second City, Inc., an Illinois corporation. Each share of \$1.00 par value Common Stock of Second City, Inc. issued and outstanding or held in treasury immediately prior to the merger shall be canceled and retired and shall cease to exist, and no consideration shall be delivered or deliverable in respect thereof or in exchange therefor, except for those shares, if any, of Nevada Common Stock with respect to which the holders thereof duly, properly and timely exercise their dissenters' rights under the Illinois Business Corporation Act of 1983.

6. Issued shares after merger:

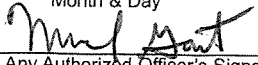
Class	Series	Par Value	Number of Shares
Common		1.00	50,000

7. Paid-in Capital of the surviving or new corporation: \$ 50,000.00

("Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

ITEM 8 MUST BE SIGNED

8. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated May 21, 2013, The Second City, Inc.
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature
Michael Gart, Chief Financial Officer
Name and Title (type or print)

Printed by authority of the State of Illinois - 4/05 - 5M - C-243.3