

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM377927

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/31/2015
<b>SEQUENCE:</b>	1

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Multi-Ad Services, Inc.		12/21/2015	Corporation: ILLINOIS

## RECEIVING PARTY DATA

<b>Name:</b>	MA Stock Acquisition LLC
<b>Street Address:</b>	626 West Main Street
<b>Internal Address:</b>	Suite 500
<b>City:</b>	Louisville
<b>State/Country:</b>	KENTUCKY
<b>Postal Code:</b>	40202
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

## PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3761957	KWIKEE
Registration Number:	3761958	KWIKEE
Registration Number:	2777370	MULTIAD
Registration Number:	2731474	MULTIAD
Registration Number:	895218	KWIKEE

## CORRESPONDENCE DATA

Fax Number: 2128594000

*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.*

Phone: 2128598778

Email: novika.ishar@friedfrank.com

Correspondent Name: Novika Ishaar

Address Line 1: One New York Plaza

Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER: 34041-7

NAME OF SUBMITTER: Novika Ishaar

CH \$140.00 3761957

<b>SIGNATURE:</b>	/NI/
<b>DATE SIGNED:</b>	03/24/2016
<b>Total Attachments: 9</b> source=6 Illinois Articles of Merger Multi-Ad into MA Stock#page1.tif source=6 Illinois Articles of Merger Multi-Ad into MA Stock#page2.tif source=6 Illinois Articles of Merger Multi-Ad into MA Stock#page3.tif source=6 Illinois Articles of Merger Multi-Ad into MA Stock#page4.tif source=6 Illinois Articles of Merger Multi-Ad into MA Stock#page5.tif source=6 Illinois Articles of Merger Multi-Ad into MA Stock#page6.tif source=6 Illinois Articles of Merger Multi-Ad into MA Stock#page7.tif source=7 Delaware Certificate of Merger Multi-Ad into MA Stock#page1.tif source=7 Delaware Certificate of Merger Multi-Ad into MA Stock#page2.tif	



# OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

DECEMBER 22, 2015

2813-697-8

C T CORPORATION SYSTEM  
118 W EDWARDS, STE 200  
SPRINGFIELD, IL 62704

RE MULTI-AD SERVICES, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION.

THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

SINCERELY,

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961.

FORM **BCA 11.39** (rev. Dec. 2003)  
**ARTICLES OF MERGER**  
**BETWEEN ILLINOIS CORPORATIONS**  
**AND LIMITED LIABILITY COMPANIES**  
 Business Corporation Act

Secretary of State  
 Department of Business Services  
 501 S. Second St., Rm. 350  
 Springfield, IL 62756  
 217-782-6961  
 www.cyberdriveillinois.com

**FILED**  
**DEC 22 2015**  
**JESSE WHITE**  
**SECRETARY OF STATE**

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

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

File # 2813-697-8 Filing Fee: \$ 100 Approved: [Signature]

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Names of Corporations and Limited Liability Companies proposing to merge and State or Country of organization or incorporation:

Name of Corporation or Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
Multi-Ad Services, Inc. <u>(NS)</u>	Illinois	28136978
MA Stock Acquisition, LLC <u>(S)</u>	Delaware	<u>[Signature]</u>

2. The laws of the state or country under which each Corporation and Limited Liability Company are organized, permit such merger.

3. a. Name of Surviving Party: MA Stock Acquisition, LLC

b. Corporation or Limited Liability Company shall be governed by the laws of: Delaware

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:  
 (See attached Agreement and Plan of Merger.)

5. Plan of merger was approved, as to each Limited Liability Company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

Mark an "X" in one box only 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 and §11.20.
Multi-Ad Services, 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 survivor is an Illinois Corporation or an Illinois Limited Liability Company.

It is agreed that, upon and after the filing of Articles of Merger by the Secretary of State of the State of Illinois:

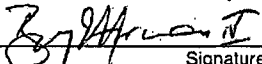
- a. The surviving Limited Liability Company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving Limited Liability Company.
- b. The Secretary of State of the State of Illinois shall be and is hereby irrevocably appointed as the agent of the surviving Limited Liability Company to accept service of process in any such proceedings, and
- c. The surviving Limited Liability Company 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 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. a. The undersigned Corporations have caused this statement to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated December 21, 2015 Multi-Ad Services, Inc.  
Month & Day Year Exact Name of Corporation  
  
Any Authorized Officer's Signature  
Benjamin F. Harmon, IV, Vice President, General Counsel and Secretary  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Exact Name of Corporation  
\_\_\_\_\_  
Any Authorized Officer's Signature  
\_\_\_\_\_  
Name and Title (type or print)

7. b. The undersigned Limited Liability Companies have caused this statement to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated December 21, 2015 MA Stock Acquisition, LLC  
Month & Day Year Exact Name of Limited Liability Company  
  
Signature  
Benjamin F. Harmon, IV, Vice President, General Counsel and Secretary  
Name and Title (type or print)

Dated \_\_\_\_\_, \_\_\_\_\_  
Month & Day Year Exact Name of Limited Liability Company  
\_\_\_\_\_  
Signature  
\_\_\_\_\_  
Name and Title (type or print)

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**MULTI-AD SERVICES, INC.**  
**WITH AND INTO**  
**MA STOCK ACQUISITION, LLC**

This Agreement and Plan of Merger (this "Agreement") is dated as of December 21, 2015, by and between (i) Multi-Ad Services, Inc., an Illinois corporation ("Multi-Ad") and (ii) MA Stock Acquisition, LLC, a Delaware limited liability company ("MA Stock").

WHEREAS, Multi-Ad is a corporation existing under the laws of the State of Illinois;

WHEREAS, MA Stock is a limited liability company existing under the laws of the State of Delaware, and is the sole owner of all of the issued and outstanding shares of common stock of Multi-Ad; and

WHEREAS, Multi-Ad and MA Stock desire to merge (the "Merger"), with MA Stock to be the surviving entity of the Merger (the "Surviving Entity").

NOW, THEREFORE, for and in consideration of the premises and the representations, warranties, covenants and agreements contained herein, Multi-Ad and MA Stock do represent, warrant, covenant and agree as follows:

1. Parties to Merger and Surviving Entity. Multi-Ad shall merge with and into MA Stock, pursuant to the laws of the State of Illinois and the State of Delaware. After the consummation of the Merger, MA Stock will be the Surviving Entity. The name of the Surviving Entity will be MA Stock Acquisition, LLC, a Delaware limited liability company, and its principal office will be 1720 W Detweiller Dr, Peoria, IL 61615.

2. Terms of Merger. The terms and conditions of the Merger are set forth in this Agreement. Upon satisfaction of all the terms and conditions set forth herein, the Merger shall be effective as of 11:30 p.m. (Eastern Time) on December 31, 2015 (the "Effective Time").

3. Effect of the Merger. Upon consummation, the Merger shall have the following effects:

(a) The Surviving Entity, shall upon the effective date of the Merger and thereafter, possess all the rights, privileges, immunities and contracts of both Multi-Ad and MA Stock.

(b) All property, real, personal, and mixed, and all debts due in whatever amount, and all choses in action, and all and every other interest belonging to or due to Multi-Ad, shall be taken and deemed to be transferred to and invested in MA Stock without further act or deed; and the title to any real estate (which shall be documented with a confirmatory deed), if any, or any interest therein, vested in Multi-Ad, shall not revert nor be in any way impaired by reason of the Merger.

(c) The Surviving Entity shall be responsible and liable for all the liabilities and obligations of Multi-Ad and neither the rights of creditors nor liens upon the property of MA Stock and Multi-Ad shall be impaired by the Merger.

(d) The Merger is intended to be treated, for U.S. federal income tax purposes, as a complete liquidation of Multi-Ad pursuant to Section 332 of the U.S. Internal Revenue Code of 1986, as amended.

4. Cancellation of Multi-Ad Common Stock. At the Effective Time, by virtue of the Merger and without any other action on the part of Multi-Ad or MA Stock, each share of common stock in Multi-Ad which shall be outstanding immediately prior to the Effective Time, and all rights in respect thereof shall be cancelled and extinguished without any payment of any consideration therefor, and shall thereafter cease to exist.

5. Certificate of Formation and Limited Liability Company Agreement. From and after the Effective Time, (a) the Certificate of Formation of MA Stock in effect immediately prior to the Effective Time filed with the Secretary of State of the State of Delaware shall be the Certificate of Formation of the Surviving Entity and (b) the Limited Liability Company Agreement of MA Stock, dated as of October 8, 2015, in effect immediately prior to the Effective Time shall be the Limited Liability Company Agreement of the Surviving Entity, each until altered or amended in accordance with their respective provisions and applicable law.

6. Amendment. This Agreement may be amended or waived only by a written instrument executed by both parties hereto at any time prior to filing by the Secretary of State.

7. Counterparts. This Agreement may be executed in two or more counterparts and by electronic means (including 'pdf' or facsimile), each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

8. Headings. The headings in this Agreement are for reference only and shall not affect the interpretation of this Agreement.

9. Severability. If any provision of this Agreement is invalid or unenforceable, the balance of this Agreement shall remain in effect.

*[Signature Page Follows]*



IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed and delivered in its name and on its behalf, all as of the day and year first above written.

MULTI-AD SERVICES, INC.  
an Illinois corporation

By: *Benjamin F. Harmon, IV*  
Name: Benjamin F. Harmon, IV  
Title: Vice President, General Counsel  
and Secretary

MA STOCK ACQUISITION, LLC  
a Delaware limited liability company

By: *Benjamin F. Harmon, IV*  
Name: Benjamin F. Harmon, IV  
Title: Vice President, General Counsel  
and Secretary

# Delaware

The First State

Page 1

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:

"MULTI-AD SERVICES, INC.", AN ILLINOIS CORPORATION, WITH AND INTO "MA STOCK ACQUISITION, LLC" UNDER THE NAME OF "MA STOCK ACQUISITION, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2015, AT 2:35 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2015 AT 11:30 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

4209492 8100M  
SR# 20151491758

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 10681066  
Date: 12-23-15

**TRADEMARK**  
**REEL: 005757 FRAME: 0598**

**State of Delaware  
Certificate of Merger of Foreign Corporation  
into Domestic Limited Liability Company**

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

**First:** The name of the surviving Limited Liability Company is MA Stock Acquisition, LLC, a Delaware Limited Liability Company.

**Second:** The name of the foreign corporation being merged into this surviving Limited Liability Company is Multi-Ad Services, Inc.  
The jurisdiction in which the foreign corporation was formed is Illinois.

**Third:** The Agreement of Merger has been approved and executed by each of the constituent entities.


**Fourth:** The name of the surviving Limited Liability Company is: MA Stock Acquisition, LLC

**Fifth:** The merger is to become effective on December 31, 2015 at 11:30 p.m. (Eastern Time).

**Sixth:** The Agreement of Merger is on file at 626 West Main St., Suite 500, Louisville, KY 40202  
a place of business of the surviving Limited Liability Company.

**Seventh:** A copy of the Agreement of Merger will be furnished by the surviving Limited Liability Company, on request without cost, to any member or stockholder of the constituent entities.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 21 day of December, A.D. 2015.

By:   
Authorized Person

Name: Benjamin F. Harmon, IV  
Print or Type