

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM391758

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	02/26/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VIVID SEATS LTD.		02/26/2016	Corporation: ILLINOIS
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
VIVID SEATS LLC	02/26/2016	Limited Liability Company: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	VIVID SEATS LLC		
Street Address:	111 N. Canal Street		
Internal Address:	Suite 800		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3614140	VIVID SEATS	
CORRESPONDENCE DATA			
Fax Number:	3122685063		
<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:	7737292239		
Email:	akelly@norvellip.com		
Correspondent Name:	Alice A. Kelly		
Address Line 1:	P.O. Box 2461		
Address Line 4:	Chicago, ILLINOIS 60690		
NAME OF SUBMITTER:	Alice A. Kelly		
SIGNATURE:	/Alice A. Kelly/		
DATE SIGNED:	07/18/2016		

OP \$40.00 3614140

Total Attachments: 3

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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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VIVID SEATS LTD.", AN ILLINOIS CORPORATION,
WITH AND INTO "VIVID SEATS LLC" UNDER THE NAME OF "VIVID SEATS 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-SIXTH DAY OF FEBRUARY, A.D. 2016, AT 3:33 O`CLOCK P.M.



5921688 8100M
SR# 20161236341

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

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 201897048
Date: 02-26-16

TRADEMARK
REEL: 005836 FRAME: 0441

**CERTIFICATE OF MERGER
MERCING
VIVID SEATS LTD.
WITH AND INTO
VIVID SEATS LLC**

PURSUANT TO SECTION 18-209 OF THE
DELAWARE LIMITED LIABILITY COMPANY ACT

Vivid Seats LLC, a Delaware limited liability company (“**Vivid Seats**”), hereby certifies to the following facts relating to the merger (the “**Merger**”) of Vivid Seats Ltd., an Illinois corporation (the “**Terminating Corporation**”), with and into Vivid Seats, with Vivid Seats remaining as the surviving entity (the “**Surviving Entity**”):

FIRST: The name and state of formation of each of the constituent companies are as follows:

<u>Name</u>	<u>State of Formation</u>
VIVID SEATS LTD.	Illinois
VIVID SEATS LLC	Delaware

SECOND: An Agreement and Plan of Merger, dated as of February 26, 2016 (the “**Merger Agreement**”), has been approved and executed by Vivid Seats and the Terminating Corporation.

THIRD: The name of the entity surviving the Merger is “Vivid Seats LLC”.

FOURTH: The Merger Agreement is on file at the principal place of business of the Surviving Entity, located at 111 N. Canal Street, Suite 800, Chicago, Illinois 60606.

FIFTH: A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any shareholder or any other person holding an interest in the Terminating Corporation.

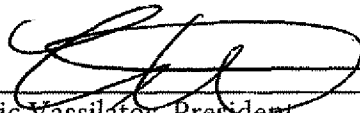
[signature page follows]

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:33 PM 02/26/2016
FILED 03:33 PM 02/26/2016
SS 01/01/16 File Number 5921688

REEL: 005836 FRAME: 0442

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 26 day of February, 2016.

VIVID SEATS LLC

By: 
Eric Vassilatos, President