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FORM PTO-1594
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ⇨ ⇨ ⇨ ▼

To the Honorable Commissioner of Pa ... ttached original documents or copy thereof.

1. Name of conveying party(ies):

TIGER ELECTRONICS, LTD

3.14.01

- ☐ Individual(s)
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☒ Corporation-State - Delaware
- ☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies):

Name: HASBRO, INC.

Internal Address: 1027 Newport Avenue

Street Address: 1027 Newport Avenue

City: Pawtucket State: RI ZIP: 02862

- ☐ Individual(s) citizenship
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☒ Corporation-State Rhode Island
- ☐ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment
- ☒ Merger
- ☐ Security Agreement
- ☐ Change of Name
- ☐ Other

Execution Date: 12-31-2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/094,660

B. Trademark registration No.(s)

03-14-2001

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #01

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Paul N. Vanasse

Internal Address: HASBRO, INC.

Street Address: 1027 Newport Avenue

City: Pawtucket State: RI ZIP: 02862

6. Total number of applications and registrations involved: 221

7. Total fee (37 CFR 3.41): $ 5,540.00

- ☒ Enclosed
- ☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

03/27/2001 TDIAZ1 00000165 76094660

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 5500.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Paul N. Vanasse	Paul N. Vanasse	3-9-2001
Name of Person Signing	Signature	Date

Total number of pages comprising cover sheet: 14

U.S. APPLICATIONS

Trademark	Serial Number	Filing Date
Aquaroids	76/094,660	07/24/00
Backyard Band	75/772,250	08/10/99
Beat It Repeat It	76/097,401	07/24/00
Cayman, Cl. 28		01/05/01
Crigit, CL. 28	76/152,796	10/24/00
Chirpy-Chi	76/023,276	04/11/00
Dance Mania	75/799,653	09/15/99
Dino-Chi	76/091,658	07/17/00
Dino Pets	76/143,886	10/09/00
Disco Dino	76/056,636	05/25/00
E-Chat, Cl. 28	76/168,337	11/21/00
Efortunes	75/736,718	06/25/99
E-Girl Cl. 9	75/834,281	10/28/99
E-Girl Cl. 28	75/833,528	10/28/99
Finger Forces	75/737,180	06/25/99
Furby Cl. 9	75/598,538	12/03/98
Furby Cl. 11	75/688,276	04/21/99
Furby Cl. 14	75/598,025	12/02/98
Furby Cl. 18	75/597,862	12/02/98
Furby Cl. 20	75/598,027	12/02/98
Furby Cl. 21	75/597,860	12/02/98
Furby Cl. 24	75/597,858	12/02/98
Furby Cl. 25	75/598,028	12/02/98
Furby Cl. 28 (Parent)	75/597,859	12/02/98
Furby Cl. 29	75/598,031	12/02/98
Furby Cl. 30	75/598,030	12/02/98
Furby Cl. 41	75/598,029	12/02/98
Furby Sleepy Time Bed	75/646,708	02/23/99
Game Balls	75/740,645	06/30/99
Game.Com Pocket Pro	75/481,949	05/08/98
Get Mail	76/035,386	04/26/00
Groove Machine	76/176,776	12/06/00
Havoc	75/799,846	09/14/99
Hit Clips, Cl. 9, 14	75/892,339	01/07/00
I-Furby	75/943,278	03/13/00
I Get It, Cl. 9	76/168,338	11/20/00
I Get It, Cl. 28	76/167,937	11/20/00
I-Karaoke, Cl. 28		01/05/01
Lightning Mail, Cl. 9	75/901,060	01/21/00
Light-Tech	75/741,185	07/01/99
Magic Spellmaster	75/430,374	02/06/98
Manic	76/177,180	12/06/00
Meow-Chi	75/938,607	03/08/00
My Data	76/177,181	12/06/00

U.S. APPLICATIONS

Trademark	Serial Number	Filing Date
My I-Furby	75/943,283	03/13/00
My Private Line	75/897,500	01/18/00
No Limits Games	75/693,136	04/28/99
Opposite Reaction	76/091,912	07/19/00
Ottobot, Cl. 28		01/05/01
Pocket Pro	75/481,948	05/08/98
Poo-Chi	75/892,340	01/07/00
Power Talk	76/015,724	03/22/00
Prima Ballerina	75/902,531	01/26/00
Quik Writer	75/902,532	01/26/00
Radio Pals	75/817,675	10/06/99
Raptor Rampage	75/184,769	10/21/96
Robo-Baby, Cl. 28		01/05/01
Robo-Chi Pets	76/035,099	04/26/00
Shelby	75/853,978	11/19/99
Sneaker Pets	76/117,090	08/25/00
Sound Bites	75/016,064	11/06/95
Sound Grabber, CL. 9	76/148,843	10/18/00
Spike	75/856,432	11/25/99
Teaching Tiles		
Teddy-Chi	76/091,655	07/17/00
Terrifying T-Rex	76/134,656	09/25/00
The Quad, Cl. 41	75/812,104	09/30/00
Tiger	74/560,235	08/08/94
Tiger RC	76/032,858	04/24/00
Tonga, Cl. 28		01/05/01
Toyware, Cl. 9 & 28	75/053,642	02/05/96
Train 'N Race Horses		01/05/01
Turbo Top Mania	76/091,913	07/19/00
View Comm	76/028,454	04/18/00
Virtual Fishing	75/419,052	01/16/98
Virtual Tennis	75/679,192	04/09/99
Where Technology Comes to Play, Cl. 9		01/05/01
Where Technology Comes to Play, Cl. 28		01/05/01
X-Changers	75/902,530	01/26/00
X Stuff Cl. 9	76/096,473	07/25/00
X Stuff Cl. 28	76/096,472	07/25/00

U.S. REGISTRATIONS

Trademark	Reg. Number	Reg. Date
5 in One	2,072,377	06/17/97
99X Games	2,263,758	07/20/99
ABC Mall	2,092,182	08/26/97
Advanced Discoveries (TI)	1,531,768	03/28/89
Battlevision	1,899,988	06/13/95
Beepers	2,113,132	11/11/97
Bird Brain	2,113,004	11/11/97
Bit Critter	2,164,767	06/09/98
Blabbermouth	2,215,436	12/29/98
Bombs Away	2,293,414	11/16/99
Boogey Ball	2,365,273	07/04/00
Bowl-A-Rama	2,177,587	07/28/98
Brain Bash	1,890,635	04/18/95
Brain Shift	2,237,722	04/06/99
Brain Warp	2,050,002	04/01/97
Compu Kitty	2,166,617	06/16/98
Computer Fun Notebook	2,006,138	10/08/96
Cool Talk	2,131,280	01/20/98
Copy Cat	1,822,981	02/22/94
Crazy Clubhouse (TI)	1,933,927	11/07/95
Crazy Critter Concert	2,100,269	09/23/97
Crystal Twist	2,042,436	03/04/97
Cyber Trivia	2,144,479	03/17/98
Datapad	1,981,720	06/18/96
Data Fun	2,070,713	06/10/97
Data Pen	2,078,035	07/08/97
Dear Diary	1,867,528	12/13/94
Duphonic	2,263,696	07/20/99
Electronic Light Maze	2,236,320	03/30/99
Flak Attack	2,261,673	07/13/99
Fishing Champion	2,272,771	08/24/99
Flicker Flasher	2,344,064	04/18/00
Floppy Frog	2,176,971	07/28/98
Flyzz	2,056,315	04/22/97
Fortune Writer	2,124,397	12/23/97
Furbish	2,284,110	10/05/99
Furby	2,226,804	02/23/99
Furby Design	2,353,456	05/30/00
Furby (Cl. 28 - Child)	2,368,931	07/18/00
Game.Com	2,154,184	04/28/98
Giga Faces	2,186,902	09/01/98

U.S. REGISTRATIONS

Trademark	Serial Number	Filing Date
Giga Farm	2,251,953	06/08/99
Giga Fighters	2,239,758	04/13/99
Giga Pets	2,156,553	05/12/98
Giga Pets Plus	2,254,456	06/15/99
Glitterator	1,971,946	04/30/96
Grip Games	2,070,773	06/10/97
Gyrolight	2,302,156	12/21/99
Headstart Computer	2,322,916	02/29/00
Henry	2,041,452	02/25/97
Haunted Headstone	2,111,242	11/04/97
Hi Rev Racer	2,280,037	09/21/99
Home Run Blast	2,350,924	05/16/00
Klobber	1,983,103	06/25/96
Komputer Koala	2,178,674	08/04/98
Language Wise	2,012,801	10/29/96
Laptop Smarts	1,974,374	05/14/96
Laser Tennis	2,346,134	04/25/00
Last Out	2,107,720	10/21/97
Lights Out (Cl. 9)	2,063,960	05/20/97
Lights Out (Cl. 28)	2,032,609	01/21/97
Light Wars	2,131,389	01/20/98
Lite 3	2,041,453	02/25/97
Logic Wise	2,024,583	12/17/96
Magic Reading Desk	2,075,400	07/01/97
Master Mouse Computer	2,039,056	02/18/97
Match 4	2,259,972	07/02/99
Meeba	1,980,278	06/11/96
Mega Monster	2,060,030	05/06/97
Millennium 2000	2,258,087	06/29/99
Mirabelle	1,951,098	01/23/96
Moovit	2,243,442	05/04/99
Morphatrons	2,118,504	12/02/97
Mother Goose	2,234,609	03/23/99
My First Laptop	2,076,502	07/01/97
My Little Computer	2,040,660	02/25/97
New Discoveries	1,531,767	03/28/89
Number 1 & Design	2,089,628	08/19/97
Number Wise	2,022,570	12/10/96
Pick Your Brain	1,874,848	01/17/95
Pocket Pro	1,687,242	05/12/92
Pop Up Pals Piano	2,012,582	10/29/96

U.S. REGISTRATIONS

Trademark	Serial Number	Filing Date
Power Pack PC	1,998,768	09/03/96
Power Fighters	1,994,220	08/13/96
Pyramix	2,237,723	04/06/99
Roaring Good Fun	1,696,221	06/23/92
Really Dating	2,111,349	11/04/97
R-Zone	1,981,710	06/18/96
R-Zone (Cl. 28)	2,088,438	08/12/97
Screamin Shot Basketball	2,286,323	10/12/99
Screamin' Speedway	2,242,153	04/27/99
Shark Bite	1,975,457	05/21/96
Shock Rocker	2,139,798	02/24/98
Silly Soundstage	1,933,925	11/07/95
Skip-It	2,017,969	12/19/96
Skip-It	882,069	12/09/69
Smart Lights Learning Center	2,155,724	05/05/98
Smart Sticks	2,111,438	11/04/97
Soft Touch Melody Ball	1,975,453	05/21/96
Sound Squisher	2,164,784	06/09/98
Speak & Math	1,226,501	02/08/83
Speak & Read	1,226,499	02/08/83
Speak & Spell	1,226,500	02/08/83
Speak & Spell (Cl. 9)	2,155,198	05/05/98
Sports Feel	2,237,835	04/06/99
Squak Box	2,186,692	09/01/98
Stack-Around Clown	2,040,582	02/25/97
Stop!	2,236,191	03/30/99
Super Screen	2,056,334	04/22/97
Talkback	2,093,579	09/02/97
Talkback Picture Phone	1,974,375	05/14/96
Talkgirl	1,987,668	07/16/96
Talking Discovery Doodler	2,005,341	10/01/96
Talk & Teach Pictures	2,124,436	12/23/97
Tank Attack	2,419,506	01/09/01
Teach Me Tiles	2,355,791	06/06/00
Tech Warriors	2,296,798	11/30/99
The Right Choice For Real Learning	2,036,146	02/04/97
Tic Talker	2,292,819	11/16/99
Tiger Action Games	2,256,117	06/22/99
Tiger Ed	1,994,189	08/13/96
Tiger Interactive	2,120,707	12/16/97
Tiger Laser Games	2,056,362	04/22/97

U.S. REGISTRATIONS

Trademark	Serial Number	Filing Date
Tiger Learning Computer	2,093,652	09/02/97
Tiger Logo	1,696,222	06/23/92
Tiger Protégé Chess	2,280,035	09/21/99
Tiger Stix	1,980,274	06/11/96
Tiger Time Piano	2,076,491	07/01/97
Tiger Trekker Chess	2,258,097	06/29/99
Tiger TV Painter	2,211,819	12/15/98
Tiger Voicemaster	2,242,138	04/27/99
Tiger Webstart Computer	2,263,711	07/20/98
Toby's Wonderbone	1,900,019	06/13/95
Touch & Discover	1,979,506	06/11/96
Touch & Play Grand Piano	2,027,609	12/31/96
Touch & Talkies	1,912,657	08/15/95
Toy Tag	2,154,337	04/28/98
Trick Shot	2,072,709	06/17/97
Trivia Teasers	2,016,544	11/12/96
Tug of Words	2,239,803	04/13/99
Video Quest	1,975,455	05/21/96
VRT-X	1,980,270	06/11/96
Way Cool Sounds	2,192,344	09/29/98
Wheelz	2,009,148	10/15/96
Word Booster	2,044,971	03/11/97
Word Chaos	2,056,352	04/22/97
Wordy Wagon	1,933,926	11/07/95
X.P.G. Xtreme Pocket Game	2,244,432	05/11/99

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, *Secretary of State*

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

1. **Country: United States of America**
2. **This public document has been signed by Edward S. Inman, III**
3. **acting in the capacity of Secretary of State of Rhode Island**
4. **bears the seal /stamp of the State of Rhode Island and Providence Plantations**

CERTIFIED

5. **at Providence, Rhode Island**
6. **the twenty-second day of January A.D., 2001**
7. **by Edward S. Inman, III, Rhode Island Secretary of State**
8. **Seal/Stamp**
9. **Signature:**

Edward S. Inman, III

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, *Secretary of State*

Date: ***January 22, 2001***

Hasbro, Inc.
(Articles of Merger - 5 Pages)

A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Edward S. Inman, III

Secretary of State

By Delia Antonelli

SEAL OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
HOPE
1636

Filing Fee: *See Page 4* ID Number: 15908

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO

(To Be Filed In Duplicate Original)

Hasbro, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger *or* [ ] Consolidation *(check one box only)* for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
Hasbro, Inc.	Business Corporation	RI
Galoob Toys, Inc.	Business Corporation	DE
Tiger Electronics	Business Corporation	DE

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Hasbro, Inc.
which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. **(Attach Plan of Merger or Consolidation)**

e. If the surviving entity's name has been amended via the merger, please state the new name:

N/A

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

N/A

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) December 31, 2000

• •

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

Form No. 610
Revised: 01/99

TRADEMARK
REEL: 002256 FRAME: 0486

Name of Business Corporation	Total Number of Shares Outstanding	Entitled to Vote as a Class: Designation of Class	Number of Shares

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

			Entitled to Vote as a Class		
Name of Business Corporation	Total Voted For	Total Voted Against	Class	Voted For	Voted Against

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is Galoob Toys, Inc. Tiger Electronics, Ltd.

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

Number of Shares Outstanding of the Subsidiary Corporation	Designation of Class	Number of Shares of Subsidiary Corporation Owned by Surviving Corporation	Designation of Class
Galoob toys, Inc. 100	Common	100	Common
Tiger Electronics,Ltd. 100	Common	100	Common

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on Waived

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

_____

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Hasbro, Inc.
Print Entity Name

By: Alfred J. Verrecchia — Name of person signing
President — Title of person signing

By: Phillip H. Waldoks — Name of person signing
Secretary — Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Pawtucket, on this 12th day of December, 2000 before me personally appeared Alfred J. Verrecchia & Phillip H. Waldoks who, being duly sworn, declared that he/she is the President – Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Marie D. Tamenlal
Notary Public
My Commission Expires: 2/5/01

Galoob Toys, Inc.
Tiger Electronics, Ltd.
Print Entity Name

By: Phillip H. Waldoks — Name of person signing
Secretary — Title of person signing

By: Alfred J. Verrecchia — Name of person signing
Executive Vice President — Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Pawtucket, on this 12th day of December, 2000, before me personally appeared Phillip H. Waldoks and Alfred J. Verrecchia who, being duly sworn, declared that he/she is the Secretary – Executive Vice Pres. of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Marie D. Tamenlal
Notary Public
My Commission Expires: 2/5/01

FILED
DEC 27 2000
By MD 255750

TRADEMARK
REEL: 002256 FRAME: 0488

PLAN OF

MERGER OF GALOOB TOYS, INC.

AND

TIGER ELECTRONICS, LTD.

INTO HASBRO, INC.

1. The names of the subsidiary corporations to be merged are Galoob Toys, Inc. a Delaware corporation and Tiger Electronics, Ltd. a Delaware corporation (hereinafter referred to as the "subsidiary corporations"). All of the shares of the subsidiary corporations are owned by Hasbro, Inc., a Rhode Island corporation (hereinafter sometimes referred to as "Hasbro, Inc." and sometimes referred to as the "surviving corporation"). The merger of the subsidiary corporations with and into Hasbro, Inc. is hereinafter referred to as the "Merger."

2. The surviving corporation shall continue its existence as a corporation organized under the laws of the State of Rhode Island.

3. The effective time of the Merger ("Effective Time") shall be 10:00 A.M. on December 31, 2000.

4. At the Effective Time:

(a) The subsidiary corporations shall be merged into the surviving corporation pursuant to the provisions of the Business Corporation Act of the State of Rhode Island and the General Corporation Law of the State of Delaware.

(b) The separate existence of the subsidiary corporations shall cease, and all actions thereafter taken shall be taken in the name of the surviving corporation.

(c) No cash or other consideration shall be paid or delivered for the shares of the subsidiary corporations, the issued shares of the subsidiary corporations shall not be converted in any manner, and the certificates for such shares shall be surrendered and canceled.

(d) The Articles of Incorporation and By-Laws of the surviving corporation shall remain unchanged until amended or changed as provided therein or as provided by law.

(e) The then directors and officers of Hasbro, Inc. shall continue as directors and officers of the surviving corporation and shall hold office until their respective successors are elected in accordance with the By-Laws of the surviving corporation.

(f) The surviving corporation shall possess all of the rights, privileges, immunities and franchises of a public as well as of a private nature, of the subsidiary

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corporations; and all of the property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest or belonging to or due to the subsidiary corporations shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed. The title to any real estate, or any interest therein, vested in the subsidiary corporations shall not revert or in any way be impaired by the Merger.

(g) The surviving corporation shall assume and be responsible and liable for all the liabilities and obligations of the subsidiary corporations; and any claim existing or action or proceeding pending by or against the subsidiary corporations may be prosecuted as if the Merger had not taken place, or the surviving corporation may be substituted in place of the subsidiary corporations. Neither the rights of creditors nor any liens upon the property of the subsidiary corporations shall be impaired by the Merger.

(h) Except as otherwise specifically set forth in this Plan of Merger, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of Hasbro, Inc. shall continue unaffected and unimpaired by the Merger.

5. The surviving corporation shall pay all the expenses of carrying this Plan of Merger into effect and of accomplishment of the Merger.

6. The surviving corporation, as owner of all the outstanding shares of the subsidiary corporations, hereby waives, pursuant to Section 7-1.1-68(d) of the General Laws 1956, as amended, of the State of Rhode Island, the mailing to it of a copy of this Plan of Merger.

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