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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇨⇨⇨

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

GALOOB TOYS, INC. 5-15-02

- ☐ 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:

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: December 12, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1.386,887

Additional number(s) 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: ..... 12

7. Total fee (37 CFR 3.41).....$ 315.00

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

8. Deposit account number:

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

DO NOT USE THIS SPACE

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 — Name of Person Signing

Paul N. Vanasse — Signature

5/10/02 — Date

Total number of pages including cover sheet, attachments, and document: 8

06/07/2002 LMUELLER 00000146 1386887

01 FC:481 40.00 OP
02 FC:482 275.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

| Trademark Name: | Registration No.: | Reg. Date: |
|---|---|---|
| ANIMAL, THE & DESIGN | 1386887 | 18-Mar-1986 |
| BABY FACE | 1892217 | 02-May-1995 |
| CAMP HIDE-AND-SEEK | 2219209 | 19-Jan-1999 |
| CRUSHERS | 1773723 | 25-May-1993 |
| EMERGENCY CITY | 1643162 | 30-Apr-1991 |
| GALOOB LOGO | 1338130 | 28-May-1985 |
| MICRO MACHINES | 1504089 | 13-Sep-1988 |
| MICRO MACHINES LOGO | 1653146 | 06-Aug-1991 |
| MICRO WORLD | 2167901 | 23-Jun-1998 |
| ORIGINAL SCALE MINIATURES, THE | 1650851 | 16-Jul-1991 |
| SKY DANCERS | 2209926 | 25-Dec-1998 |
| SWEET SECRETS | 1338133 | 28-May-1985 |

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* Delina 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

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**SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A <u>BUSINESS CORPORATION</u> 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

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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:

| 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.

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

**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.



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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 (signature) — President
Name of person signing — Title of person signing

By: Phillip H Waldoks (signature) — Secretary
Name of person signing — 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. Pamental (signature)
Notary Public
My Commission Expires: 2/5/01

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

By: Phillip H Waldoks (signature) — Secretary
Name of person signing — Title of person signing

By: Alfred J Verrecchia (signature) — Executive Vice President
Name of person signing — 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. Pamental (signature)
Notary Public
My Commission Expires: 2/5/01

FILED

DEC 27 2000

BY MD 255750



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**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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