




Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings $\Rightarrow \Leftarrow \Rightarrow$	<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office			
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies):  <b>Waddington North America, Inc.</b>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Waddington North America Business Trust</u> Internal Address: _____  Street Address: <u>100 East River Center Blvd., Suite 200</u> City: <u>Covington</u> State: <u>KY</u> Zip: <u>41011</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____  <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
3. Nature of conveyance:  <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____  Execution Date: <u>October 24, 2001</u>	4. Application number(s) or registration number(s):  A. Trademark Application No.(s)  B. Trademark Registration No.(s)  <u>2,035,637</u>  Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Scott J. Asmus (WNA67-TM)</u>  Internal Address: <u>Maine &amp; Asmus</u>  _____  Street Address: <u>P.O. Box 3445</u>  _____  City: <u>Nashua</u> State: <u>NH</u> Zip: <u>03061</u>	6. Total number of applications and registrations involved: ..... <span style="border: 1px solid black; padding: 2px;">1</span>  7. Total fee (37 CFR 3.41).....\$ <u>40.00</u>  <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  8. Deposit account number:  <u>500,323</u>  <small>(Attach duplicate copy of this page if paying by deposit account)</small>				
<b>DO NOT USE THIS SPACE</b>					
9. Statement and signature. <i>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.</i>  <table style="width:100%; border: none;"> <tr> <td style="width:30%; border-bottom: 1px solid black;">           Scott J. Asmus, Reg. No. 42,269            Name of Person Signing         </td> <td style="width:30%; text-align: center; border-bottom: 1px solid black;">             Signature         </td> <td style="width:40%; border-bottom: 1px solid black;">           October 22, 2002            Date         </td> </tr> </table> <div style="text-align: right; margin-top: 5px;">         Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">5</span> </div>			Scott J. Asmus, Reg. No. 42,269 Name of Person Signing	 Signature	October 22, 2002 Date
Scott J. Asmus, Reg. No. 42,269 Name of Person Signing	 Signature	October 22, 2002 Date			

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

**WADDINGTON NORTH AMERICA, INC.**

**PLAN OF REORGANIZATION**

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WHEREAS, the Board of Directors and the Stockholders of Waddington North America, Inc., a Delaware corporation (the "Delaware Corporation"), have unanimously determined that it is desirable to carry on the business affairs and activities of the Delaware Corporation in a more simplified and flexible form;

WHEREAS, it has been determined that such business affairs can be continued without interruption and in a more simplified and flexible form by undertaking a reorganization (the "Reorganization") in which the Waddington North America Business Trust, a Massachusetts business trust within the contemplation of Chapter 182 of the Massachusetts General Laws (the "Business Trust"), shall succeed to the assets, liabilities and activities of the Delaware Corporation;

WHEREAS, the Delaware Corporation desires to exercise greater management control over inter-company accounts by reorganizing and centralizing these functions in the Business Trust personnel;

WHEREAS, it is intended that the Reorganization effect nothing more than a change in the identity and form in which the business and activities of the Delaware Corporation have been and will continue to be conducted; and

WHEREAS, it is intended that the Reorganization be undertaken in a manner that qualifies it as a "reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the following Plan of Reorganization shall proceed:

1. As soon as practicable, the Delaware Corporation will be merged (the "First Merger") into Waddington North America LLC, a newly created Massachusetts limited liability company (the "Massachusetts LLC") that shall be 100% owned for Federal income tax purposes by WNA Holding Company, a Delaware corporation (the "Parent"), pursuant to a Plan and Agreement of Merger between the Delaware Corporation and the Massachusetts LLC (the "Merger Agreement") providing that (i) the Delaware Corporation shall merge into the Massachusetts LLC; (ii) the issued and outstanding shares of the Delaware Corporation capital stock shall be cancelled and cease to exist; (iii) the Massachusetts LLC shall continue as the surviving entity under the laws of the Commonwealth of Massachusetts; (iv) 99% of all of the outstanding member interests in the Massachusetts LLC shall be owned by the Parent and 1% by Waddington North America (Delaware) LLC, a Delaware limited liability company ("Delaware LLC"), which is disregarded for federal income tax purposes; (v) the surviving entity's name will be "Waddington North

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America LLC"; and (vi) the separate existence of the Delaware Corporation will cease. The Merger Agreement shall also contain such other terms and conditions as the Delaware Corporation and the Massachusetts LLC may deem necessary or appropriate to effectuate the First Merger;

2. The Delaware Corporation and the members of the Massachusetts LLC will prepare, execute and deliver in a timely fashion any and all agreements, certificates, instruments and other documents necessary to effect the reorganization described herein;
3. Immediately after the First Merger, the Massachusetts LLC will be merged (the "Second Merger") into the Business Trust pursuant to a Plan and Agreement of Merger between the two entities (the "Trust Merger Agreement") providing that (i) the Massachusetts LLC will merge into the Business Trust; (ii) all shares of beneficial interest in the Business Trust outstanding as of immediately prior to the Second Merger shall be cancelled (automatically by virtue of the Second Merger) upon the effective time of the Second Merger; and (iii) all of the membership interests of the Massachusetts LLC outstanding as of immediately prior to the Second Merger shall (automatically by virtue of the Second Merger) be converted as of the effective time of the Second Merger into shares of beneficial interest of the Business Trust on the following basis: each 1% of the total membership interests in the Massachusetts LLC shall be converted into 10 shares of beneficial interest in the Business Trust; ; (iv) the Business Trust will continue as the surviving entity under the laws of the Commonwealth of Massachusetts; and (v) the Certificate of Merger shall act as a certificate of cancellation for the Massachusetts LLC and the separate existence of the Massachusetts LLC will cease. The Trust Merger Agreement shall also contain such other terms and conditions as the Massachusetts LLC and the Business Trust may deem necessary or appropriate to effectuate the Second Merger. The Delaware LLC shall be dissolved and cease to exist immediately after the Second Merger has been consummated and it has assigned its all of its shares of beneficial interest in the Business Trust to the Parent;
4. The members or managers of the Massachusetts LLC and the trustee or officers of the Business Trust will prepare, execute and deliver in a timely fashion any and all agreements, certificates, instruments and other documents necessary to effect the reorganization described herein; and
5. The corporate officers of the Delaware Corporation and the Parent, the Member-Managers of the Massachusetts LLC and the Delaware LLC, the trustee of the Business Trust and all other appropriate officers or agents shall take such other steps and actions as they deem necessary and proper to effect this Plan of Reorganization and to provide for the uninterrupted and continuous operation of the business and activities of the Delaware

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Corporation as they are undertaken by the Trust as the complete successor-in-interest to the Delaware Corporation.

October 24, 2001

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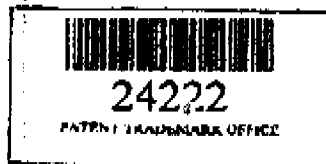
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### POWER OF ATTORNEY

THE UNDERSIGNED INDIVIDUAL OR COMPANY does hereby appoint, authorize and engage



Vernon C. Maine, USPTO Reg. No. 37,389  
Scott J. Asmus, USPTO Reg. No. 42,269

**Contact information:**

Maine & Asmus  
Attorneys at Law  
100 Main Street - Suite 2  
PO Box 3445  
Nashua, NH 03061-3445

Tel (603) 886-6100  
Fax (603) 886-4796  
Email: MaineandAsmus@aol.com

as its Agents and Attorneys, each with full powers of appointment, substitution and revocation, to apply for registration, prosecute, issue, maintain, renew, negotiate, license, assign, record, defend, settle and abandon, and to take all other actions permissible by law, without limitation, in regard to:

<u>Application Number</u>	<u>Atty Dkt #</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Issue Date</u>
<u>75/072,128</u>	<u>WNA67-TM</u>	<u>03/12/1999</u>	<u>2,035,637</u>	<u>02/04/1997</u>
<u>09/183,755</u>	<u>WNA96-US</u>	<u>10/30/1998</u>	<u>6,047,852</u>	<u>04/11/2000</u>
<u>491,488</u>	<u>WNA97-US</u>	<u>06/16/1995</u>	<u>5,516,036</u>	<u>05/14/1996</u>
<u>414,809</u>	<u>WNA98US</u>	<u>03/31/1995</u>	<u>5,480,031</u>	<u>01/02/1996</u>
<u>09/357,497</u>	<u>WNA91-US</u>	<u>07/20/1999</u>	<u>6,070,755</u>	<u>06/06/2000</u>

in the U. S. Patent and Trademark Office and Copyright Office, the United States Receiving Office, all state and federal agencies and courts of the United States, and all proper offices, agencies and courts of all other countries, states and jurisdictions. It agrees that all materials, communications, service of process, or copies thereof, in matters relating hereto may be directed by third parties to said Agents at the above address. This appointment is effective from the date ascribed below, forward.

Signed: Stephen Morehouse Date: 10/14/02

Individual: Stephen Morehouse Title: Assistant Treasurer/Assistant Secretary

Company: Waddington North America Business Trust

Address: 100 East River Center Blvd., Suite 220, Covington, KY 41011

Telephone: \_\_\_\_\_ Fax: \_\_\_\_\_

Customer # 24222

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

In re Trademark of: Maultasch Enterprises, Inc.

Serial No.: 75/072,128

Filed: 03/12/1999

Registration No.: 2,035,637

Dkt No: WNA67-TM

For: STAX

To: Box Assignment  
Commissioner for Patents  
Washington, D.C. 20231

Fr:



CERTIFICATE OF FACSIMILE 37 CFR 1.8: I certify that this correspondence is being faxed to the: Patent and Trademark Assignment System at facsimile number: 703-306-5995 on the below date.

Date: 10/22/2002

Debra A. Stengel  
 ~~Vernon C. Maine, Reg No 37,389~~ or  ~~Scott J. Asmus, Reg No 42,269~~

*Debra A. Stengel*

CERTIFICATE OF MAILING 37 CFR 1.8: I certify that this correspondence is being deposited on the below date with the U.S. Postal Service with sufficient postage as FIRST CLASS MAIL addressed to: Box Assignment, Commissioner for Patents, Washington, DC 20231.

Date:  Vernon C. Maine, Reg No 37,389 or  Scott J. Asmus, Reg No 42,269

Dear Commissioner:

LETTER OF TRANSMITTAL

Transmitted herewith for recordation is a 2 sheet(s) PTO 1594 Recordation Form Cover Sheet, 3 pages Plan of Reorganization, and 1 page executed Power of Attorney.

DEPOSIT ACCOUNT **500323** AUTHORIZATION - The Office is hereby authorized to charge the \$40.00 recordation fee, any deficiency or credit any overpayment in the fees to the above deposit account, registered to Vernon C. Maine P.L.L.C., dba Maine & Asmus, contact telephone no. 603-886-6100.

Respectfully submitted,

*Vernon C. Maine*

Vernon C. Maine, Reg. No. 37,389  
Scott J. Asmus, Reg. No. 42,269  
Attorneys for Applicant

Maine & Asmus  
PO Box 3445  
Nashua NH 03061-3445  
Tel. No. (603) 886-6100  
Fax. No. (603) 886-4796  
Email Info@MaineandAsmus.com

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

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

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

1. Name of conveying party(ies):

Waddington North America, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Waddington North America Business Trust  
 Internal Address: \_\_\_\_\_  
 Street Address: 100 East River Center Blvd., Suite 200  
 City: Covington State: KY Zip: 41011

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- 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
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: October 24, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,035,637

Additional number(s) attached  Yes  No

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

Name: Scott J. Asmus (WNA67-TM)

Internal Address: Maine & Asmus

Street Address: P.O. Box 3445

City: Nashua State: NH Zip: 03061

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500,323

(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.*

Scott J. Asmus, Reg. No. 42,269

Name of Person Signing

  
Signature

October 22, 2002

Date

Total number of pages including cover sheet, attachments, and document: 5

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