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To the Honorable Commissioner of Patents and Trademarks: Please record

102228445

1. Name of conveying party(ies): WALTER LANTZ PRODUCTIONS, INC.

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

Walter Lantz Productions, Inc.

Name: Walter Lantz Productions LLC

Internal Address: \_\_\_\_\_

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

- Individual(s)
- General Partnership
- Corporation-State California
- Other \_\_\_\_\_

- Association
- Limited Partnership

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

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other: Delaware limited liability company

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: May 1, 2002

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See Attached

Additional numbers attached?  Yes  No

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

Name: Anne B. Nielsen

Internal Address: LRW - 6th Floor

Street Address: 100 Universal City Plaza

City: Universal City State: CA ZIP: 91608

6. Total number of applications and registrations involved: 26

7. Total fee (37 CFR 3.41):..... \$ 665.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

50-0333

(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.

Anne B. Nielsen  
Name of Person Signing

Signature

9/12/02  
Date

Total number of pages comprising cover sheet: 6

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

00000004 500333 752138

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

09/20/2002 6TON11

01 FC:461  
02 FC:462

40.00 CH  
625.00 CH

**TRADEMARK REGISTRATIONS**

ANDY PANDA	752138
ANDY PANDA	752008
CHILLY WILLY	752140
CHILLY WILLY	752009
CHILLY WILLY & CHARACTER	752139
FOOLISH FABLE A & DESIGN	595150
WALTER LANTZ "CARTUNE" A STYLIZED	559671
WINNIE WOODPECKER CHARACTER	1696555
WOODY WOODPECKER	1297351
WOODY WOODPECKER	752141
WOODY WOODPECKER	752142
WOODY WOODPECKER	1308094
WOODY WOODPECKER	755106
WOODY WOODPECKER	1307196
WOODY WOODPECKER	752010
WOODY WOODPECKER	1327004
WOODY WOODPECKER	1324766
WOODY WOODPECKER	1325698
WOODY WOODPECKER	1324210
WOODY WOODPECKER	1334212
WOODY WOODPECKER CHARACTER	1696557
WOODY WOODPECKER CHARACTER	1339980
WOODY WOODPECKER CHARACTER	997067
WOODY WOODPECKER CHARACTER ON A HORSE	558834
WOODY WOODPECKER'S KIDZONE	2476168
WOODY WOODPECKER'S NUTHOUSE COASTER	2427367

**Certificate of Merger  
of  
Walter Lantz Productions, Inc. into Walter Lantz Productions LLC**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act") and Section 1113 of the California General Corporation Law (the "CGCL"), the undersigned hereby submit this Certificate of Merger for filing and certify that:

1. The names and jurisdictions of formation or organization of each of the limited liability companies or other business entities which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Walter Lantz Productions, Inc.	California
Walter Lantz Productions LLC	Delaware

2. A Plan and Agreement of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged in accordance with the LLC Act and the CGCL by Walter Lantz Productions LLC and Walter Lantz Productions, Inc.

3. Walter Lantz Productions LLC will be the surviving entity of the merger, and the name of the surviving entity of the merger will be Walter Lantz Productions LLC. The disappearing entity in the merger is Walter Lantz Productions, Inc.

4. The effective date of the merger contemplated by the Merger Agreement shall be the date on which this Certificate of Merger is filed in the office of the Secretary of State of the State of Delaware.

5. The total number of outstanding shares of each class of Walter Lantz Productions, Inc. entitled to vote on the merger was 20, and the principal terms of the Merger Agreement were unanimously approved by the sole shareholder of Walter Lantz Productions, Inc.

6. Walter Lantz Productions LLC is authorized by Section 18-209 of the Delaware Limited Liability Company Act to effect the merger.

7. A copy of the Merger Agreement is on file at a place of business of the surviving limited liability company located at 100 Universal City Plaza, Universal City, CA 91608.


8. A copy of the Merger Agreement will be furnished by Walter Lantz Productions LLC, as the surviving limited liability company, on request and without cost, to any member of Walter Lantz Productions LLC or any person holding an interest in Walter Lantz Productions, Inc.


*[Remainder of page intentionally left blank.]*

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:00 AM 05/01/2002  
020277037 - 3494922


IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 1st day of May, 2002, and is being filed in accordance with Section 18-209 of the LLC Act.

**Walter Lantz Productions, Inc.**

By:   
Name: Marc Palotay  
Title: Chairman / President / Vice President

By:   
Name: Sharon Garcia  
Title: Secretary / Assistant Secretary

**Walter Lantz Productions LLC**

By:   
Name: Sharon Garcia  
Title: Authorized Person

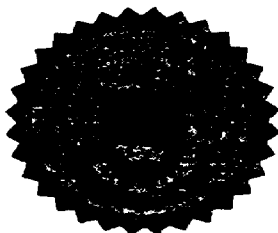
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"WALTER LANTZ PRODUCTIONS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "WALTER LANTZ PRODUCTIONS LLC" UNDER THE NAME OF "WALTER LANTZ PRODUCTIONS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MAY, A.D. 2002, AT 11 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3494922 8100M

020321679

AUTHENTICATION: 1786629

DATE: 05-20-02

RECORDED: 09/17/2002

TRADEMARK  
REEL: 002585 FRAME: 0867