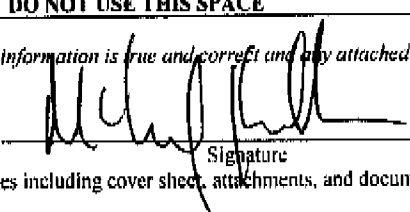


Form PTO-1594 (Ref. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌	<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies):  <b>Waddington North America LLC</b>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State - <input checked="" type="checkbox"/> Other - Limited Liability Company - Massachusetts  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies)  Name: <u>Waddington North America Business Trust</u> Internal Address: _____  Street Address: <u>Six Stuart Road</u>  City: <u>Chelmsford</u> State: <u>MA</u> Zip: <u>01824</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- <input checked="" type="checkbox"/> Other - <u>Trust under Massachusetts General Laws</u>  If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance:  <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____  Execution Date: <u>October 31, 2001</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s)  B. Trademark Registration No.(s)  <u>2,552,933</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>Michael G. Kelber</u>  Internal Address: <u>Altheimer &amp; Gray</u>  _____  Street Address: <u>10 S. Wacker Drive - Suite 4000</u>  _____  City: <u>Chicago</u> State: <u>Illinois</u> Zip: <u>60606</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>011-156</u>  (Attach duplicate copy of this page if paying by deposit account)	
DO NOT USE THIS SPACE		
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>  <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Michael G. Kelber</u>            Name of Person Signing         </div> <div style="width: 30%; text-align: center;">             Signature         </div> <div style="width: 30%; text-align: right;"> <u>February 25, 2003</u>            Date         </div> </div> <div style="text-align: right; margin-top: 10px;">         Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">6</span> </div>		

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

FILED

*Cancellation*  
**CERTIFICATE OF MERGER**

SECRETARY OF THE  
 CORPORATIONS DEPARTMENT

The undersigned, WNABT Corporate Trustee, Inc., a Massachusetts corporation, as Trustee of Waddington North America Business Trust (the "Surviving Entity") established under a Declaration of Trust dated October 31, 2001 pursuant to Chapter 182 of the Massachusetts General Laws, as amended ("M.G.L."), does hereby certify as follows:

(1) That the name and jurisdiction of formation or organization of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Formation or Organization</u>
Waddington North America LLC	Massachusetts
Waddington North America Business Trust	Massachusetts

(2) A Plan and Agreement of Merger has been approved and executed by the constituent entities in accordance with Chapter 156C and Chapter 182 of M.G.L.

(3) Waddington North America Business Trust shall be the surviving entity of the merger (the "Surviving Entity").

(4) The name of the Surviving Entity of the merger is "Waddington North America Business Trust."

(5) The executed Plan and Agreement of Merger is on file at the principal place of business of the Surviving Entity and its address is Six Stuart Road, Chelmsford, Massachusetts 01824.

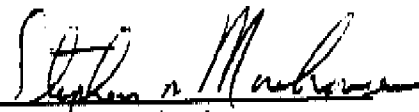
(6) A copy of the Plan and Agreement of Merger will be furnished on request and without cost to any member of or any person holding an interest in any constituent corporation.

*The remainder of this page intentionally left blank.*

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, as of the 31st day of October, 2001.

WADDINGTON NORTH AMERICA  
BUSINESS TRUST

By: WNABT Corporate Trustee, Inc., as  
sole Trustee

By: 

Name: Stephen Morehouse

Title: President

**FILED**

02/25/03

SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION

*Cancellation*  
**CERTIFICATE OF MERGER**

The undersigned, WNABT Corporate Trustee, Inc., a Massachusetts corporation, as Trustee of Waddington North America Business Trust (the "Surviving Entity") established under a Declaration of Trust dated October 31, 2001 pursuant to Chapter 182 of the Massachusetts General Laws, as amended ("M.G.L."), does hereby certify as follows:

(1) That the name and jurisdiction of formation or organization of each of the constituent entities of the merger is as follows:

<u>Name</u>		<u>State of Formation or Organization</u>
	<b>01242056</b>	
Waddington North America LLC		Massachusetts <b>M</b>
Waddington North America Business Trust		Massachusetts <b>S</b>

(2) A Plan and Agreement of Merger has been approved and executed by the constituent entities in accordance with Chapter 156C and Chapter 182 of M.G.L.

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***The remainder of this page intentionally left blank.***

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, as of the 31st day of October, 2001.

WADDINGTON NORTH AMERICA  
BUSINESS TRUST

By: WNABT Corporate Trustee, Inc., as  
sole Trustee

By: 

Name: Stephen Morehouse  
Title: President

105988249

CK. #

The Commonwealth of Massachusetts  
Limited Liability Company  
(General Laws, Chapter 156C)

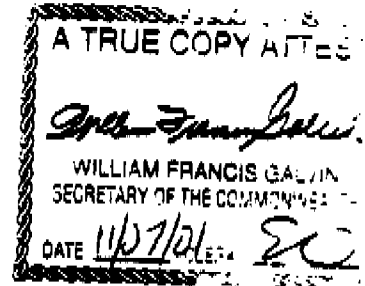
76555

Filed this 31<sup>st</sup> day OCTOBER, 2001.

**FILED**

OCT 31 2001

SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION



*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH

C-T. CORP

101 FEDERAL ST

BOSTON MA 02109

Phone: \_\_\_\_\_