

11-19-2002



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

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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): 11-12-02 Waddington North America, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] 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 [x] Other Massachusetts Business Trust If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name Correction to name of conveying party, name & [x] Other type of receiving party & nature of conveyance Execution Date: October 24, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,002,633 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Scott J. Asmus (WNA68-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) \$ [] 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. Scott J. Asmus, Esq. Signature Date November 6, 2002 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

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

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

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

1. Name of conveying party(ies):
Wadding North America, Inc.

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: Washington 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 _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 24, 2001

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,002,633

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Maine & Asmus
Internal Address: _____
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)

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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 Scott J. Asmus Sept 18 2002
Signature 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

WADDINGTON NORTH AMERICA, INC.

PLAN OF REORGANIZATION

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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