

11-21-2002



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

RE

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. Association 11-13-02

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Correction to receiving parties citizenship, entity Other type and 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) 2,035,637

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): 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, Reg. No. 42,269 Name of Person Signing Signature November 6, 2002 Date

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

TRADEMARK REEL: 002620 FRAME: 0393

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

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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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Trademark of: Maultasch Enterprises, Inc.

Serial No.: 75/072128

Filed: 03/13/1999

Registration No.: 2,035,637

Dkt No: WNA67-TM

For: STAX

To: USPTO
 Assignment Division
 Box Assignments, CG-4
 1213 Jefferson Davis Hwy, Suite 320
 Washington, D.C. 20231

Fr:



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: USPTO, Assignment Division, Box Assignments, CG-4, 1213 Jefferson Davis Hwy, Suite 320, Washington, D.C. 20231

Date: 11/06/2002

Debra A. Stengel

Debra A. Stengel

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

Dear Sir:

LETTER OF TRANSMITTAL

Applicant respectfully requests the following corrections be made to Change of Name recorded 10/22/2002, reel/frame 002564/0225.

Notice of Recordation and originally filed Recordation Form Cover Sheet form PTO-1594 show the following:

Brief: CHANGE OF NAME

Assignee Citizenship: DELAWARE

Assignee Entity: CORPORATION

The correct information is as follows, as cited in the executed Plan or Reorganization document submitted with the original request for recordation:

Brief: MERGER

Assignee Citizenship: MASSACHUSETTS

Assignee Entity: BUSINESS TRUST

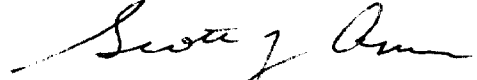
Please correct and confirm change to agent.

Transmitted herewith is 1 sheet PTO 1594 Recordation Form cover Sheet requesting correction, 2 sheets Notice of Recordation of Assignment with corrections noted, 1 sheet PTO 1594 Recordation Form Cover Sheet that accompanied Notice of Recordation, and 3 sheets executed Plan of Reorganization.

DEPOSIT ACCOUNT **500323** AUTHORIZATION - All necessary fees relating to the attached submittal, if any, are intended to be included. However the Office is hereby authorized to charge 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.

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

Respectfully submitted,



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

603886 4796
10/22/2002
700018982

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		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): Waddington North America, Inc. <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 <u>Delaware</u> <input type="checkbox"/> Other _____ 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: _____ 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 _____ 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) 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 & Asmus</u> Street Address: <u>P.O. Box 3445</u> City: <u>Hastua</u> State: <u>NH</u> Zip: <u>03061</u>			6. Total number of applications and registrations involved: <u>1</u> 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> (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. <u>Scott J. Asmus, Reg. No. 42,269</u> <u>October 22, 2002</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: <u>5</u>					

Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231