

12-11-2002



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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):

11-25-02

AVALON HILL GAMES, INC.

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

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

2. Name and address of receiving party(ies)

Name: HASBRO, INC.

Internal

Address:

Street Address: 1027 Newport Avenue

City: Pawtucket State: RI Zip: 02862

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Rhode Island 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 Merger Security Agreement Change of Name Other

Execution Date: 12/28/2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 782017

Additional number(s) attached Yes No

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

Name: Paul N. Vanasse

Internal Address: HASBRO, INC.

Street Address: 1027 Newport Avenue

City: Pawtucket State: RI Zip: 02862

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41) \$ 590.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Paul N. Vanasse

Name of Person Signing

Paul N. Vanasse

Signature

November, 2002

Date

Total number of pages including cover sheet, attachments, and document: 9

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

12/10/2002 6T0N11 00000206 782017

01 FC:8521 02 FC:8522

40.00 DP 550.00 DP

TRADEMARK REEL: 002631 FRAME: 0643

Handwritten mark

| Trademark Name: | CountryName | Registration No. | Reg. Date: | Status | Classes: |
|--------------------------------|--------------------------|------------------|-------------|------------|----------|
| ACQUIRE | United States of America | 782017 | 22-Dec-1964 | Registered | 28 |
| ADVANCED SQUAD LEADER RULES | United States of America | 1444112 | 23-Jun-1987 | Registered | 16 |
| AFRIKA KORPS | United States of America | 786357 | 09-Mar-1965 | Registered | 28 |
| AH & DESIGN | United States of America | 1314826 | 15-Jan-1985 | Registered | 28 |
| AH MISRCOMPUTER GAMES & DESIGN | United States of America | 1247173 | 02-Aug-1983 | Registered | 28 |
| BIG LEAGUE BASEBALL | United States of America | 840375 | 12-Dec-1967 | Registered | 28 |
| BISMARCK | United States of America | 1339303 | 04-Jun-1985 | Registered | 28 |
| DIPLOMACY | United States of America | 1421249 | 16-Dec-1986 | Registered | 28 |
| FACTS-IN-FIVE | United States of America | 795946 | 14-Sep-1965 | Registered | 28 |
| MR. PRESIDENT | United States of America | 818620 | 15-Nov-1966 | Registered | 28 |
| PENNANT RACE | United States of America | 1313602 | 08-Jan-1985 | Registered | 28 |
| REGATTA | United States of America | 853144 | 23-Jul-1968 | Registered | 28 |
| SQUAD LEADER | United States of America | 1102270 | 12-Sep-1978 | Registered | 28 |
| STOCKS & BONDS | United States of America | 819655 | 29-Nov-1966 | Registered | 28 |
| SUBMARINE | United States of America | 1222717 | 04-Jan-1983 | Registered | 28 |
| SUPER SUNDAY | United States of America | 1459368 | 29-Sep-1987 | Registered | 28 |
| TELENGARD & DESIGN | United States of America | 1305177 | 13-Nov-1984 | Registered | 28 |
| THE GENERAL | United States of America | 2165972 | 16-Jun-1998 | Registered | 16 |
| TWIXT | United States of America | 769104 | 05-May-1964 | Registered | 28 |
| UP FRONT & DESIGN | United States of America | 1358176 | 03-Sep-1985 | Registered | 28 |
| WAR AT SEA | United States of America | 1066321 | 24-May-1977 | Registered | 28 |
| WIN, PLACE & SHOW | United States of America | 831388 | 04-Jul-1967 | Registered | 28 |
| WOODEN SHIPS & IRON MEN | United States of America | 1091000 | 09-May-1978 | Registered | 28 |

CERTIFICATE OF OWNERSHIP AND MERGER

of

**Hasbro Far East Venture Ltd.
Hasbro International Trading, Inc.
Avalon Hill Games, Inc.
(Delaware corporations)**

into

Hasbro, Inc.

(a Rhode Island corporation)

It is hereby certified that:

1. Hasbro, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Rhode Island.
2. The Corporation is the owner of all of the outstanding shares of stock of each of Hasbro Far East Venture Ltd., Hasbro International Trading, Inc., and Avalon Hill Games, Inc., each of which is a business corporation of the State of Delaware, (each a "Subsidiary" and together the "Subsidiaries").
3. The laws of the jurisdiction of organization of the Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges the Subsidiaries with and into the Corporation (the "Merger"), with the Corporation being the surviving corporation (the "Surviving Corporation"). The Merger shall be effective on December 28, 2001.
5. A Plan and Agreement of Merger (the "Merger Agreement") involving the Corporation and the Subsidiaries has been approved, adopted and executed in accordance with the applicable requirements of Section and 253 of the Delaware General Corporation Law.
6. The Articles of Incorporation and By-Laws of the Surviving Corporation immediately prior to the Merger shall remain unchanged until amended or changed as provided therein or as provided by law.

7. The following is a copy of the resolutions adopted by a written consent, dated December 17, 2001, of the Board of Directors of the Corporation to merge the said Subsidiaries into the Corporation:

Parent-Subsidiary Mergers

RESOLVED: That the Board deems it advisable and in the best interests of the Corporation that the Corporation merge Hasbro Far East Venture Ltd., a Delaware corporation, Hasbro International Trading, Inc., a Delaware corporation, Avalon Hill Games, Inc., a Delaware corporation, and Cluster Television, Inc., a Maryland corporation, all of which are wholly-owned subsidiaries of the Corporation (collectively the "Subsidiaries"), with and into the Corporation.

FURTHER

RESOLVED: That the Corporation be, and hereby is, authorized to enter into a Plan and Agreement of Merger with the Subsidiaries, in substantially the form attached hereto as Exhibit A, with such changes thereto as the Chief Executive Officer, Chief Operating Officer, President, Chief Financial Officer, or any Senior Vice President (together the "Authorized Officers") of the Corporation shall deem appropriate (the "Merger Agreement"), pursuant to which the Subsidiaries will be merged with and into the Corporation, with the Corporation being the survivor corporation after the merger (the "Merger").

FURTHER

RESOLVED: That the Merger Agreement is approved, adopted and declared to be advisable and in the best interests of the Corporation.

FURTHER

RESOLVED: That the Authorized Officers, and each acting singly, be and hereby are authorized and directed to execute and deliver the Merger Agreement on behalf of the Corporation.

FURTHER

RESOLVED: That the Authorized Officers be, and each acting singly hereby is, authorized, up until the effective time of the Merger, to abandon the Merger as to one or more of the Subsidiaries at any time without further authorization from the Board and to amend the Merger Agreement accordingly.

General Authorization

RESOLVED: That the Authorized Officers be, and each acting singly hereby is, authorized and directed to execute and deliver, for and on behalf of the Corporation, any and all further documents, agreements, certificates and instruments, and to take any and all further actions, for and on behalf of the Corporation, as he deems necessary or desirable to carry out the purpose and intent of, and to consummate, any and all of the transactions contemplated by any of the foregoing resolutions, the execution and delivery of any such document and the taking of any such action to be conclusive evidence of the authority of the officer so acting pursuant to this resolution.

FURTHER

RESOLVED: That in furtherance, and not in limitation, of the foregoing, the Authorized Officers of the Corporation be, and each of them acting singly hereby is, authorized to execute and file (i) Articles of Merger in such form as they approve with the Office of the Secretary of State of the State of Rhode Island, (ii) a Certificate of Merger in such form as they approve with the Office of the Secretary of State of the State of Delaware, (iii) Articles of Merger in such form as they approve with the Office of the Secretary of State of the State of Maryland and (iv) such other documents and instruments as any of them deems necessary or appropriate pursuant to the Rhode Island Business Corporation Act, the Delaware General Corporation Law or the Maryland General Corporation Law to complete the Merger.

8. That the Surviving Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Subsidiaries as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Hasbro, Inc.
1027 Newport Avenue
Pawtucket, Rhode Island 02862
Attention: General Counsel


9. An executed copy of the Merger Agreement is on file at the principal executive offices of the Surviving Corporation at 1027 Newport Avenue, Pawtucket, Rhode Island 02862.

10. A copy of the Merger Agreement will be furnished, without cost, to any stockholder of any constituent corporation to the Merger upon request to the Corporation's Secretary at 1027 Newport Avenue, Pawtucket, Rhode Island 02862.

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Executed as of this 12th day of December, 2001.

HASBRO, INC.

By: 
Name: Barry Nagler
Title: Senior Vice President, General
Counsel and Secretary

Hasbro Far East Venture Ltd. 2157863
Hasbro International Trading, Inc. 2120971
Avalon Hill Games, Inc. 2865608
(Delaware corporations)

into

Hasbro, Inc. 3469719
(a Rhode Island corporation)

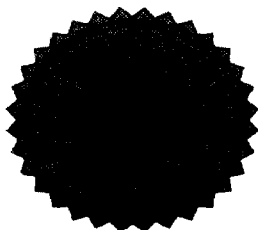
Delaware

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 OWNERSHIP OF "AVALON HILL GAMES, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2865608 8100

AUTHENTICATION: 2046183

020650259

DATE: 10-22-02

RECORDED: 11/25/2002

TRADEMARK
REEL: 002631 FRAME: 0651