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(Rev. 10/02)
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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.

4-22-04

1. Name of conveying party(ies):

GALOOB TOYS, INC.
1027 NEWPORT AVENUE
PAWTUCKET, RHODE ISLAND 02862

- 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 _____
- 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: **12/12/2000**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,050,879

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: 1

7. Total fee (37 CFR 3.41).....\$**40.00**

- 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.

PAUL N. VANASSE

Name of Person Signing

Paul N Vanasse

Signature

4-22-2004

Date

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

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FINANCE SECTION

04/28/2004 LNUJELLER 00000025 2050879

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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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown
Secretary of State

Date: January 24, 2003

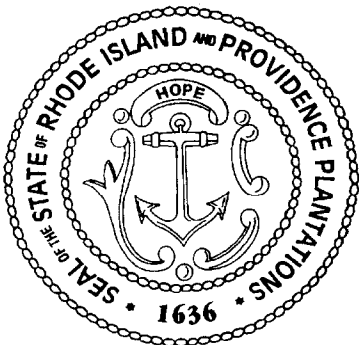
Hasbro, Inc.
(Articles of Merger - 5 Pages)

*A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE
OF RHODE ISLAND AND PROVIDENCE PLANTATIONS*

Matthew Brown

Secretary of State

By: Giuliana Antonelli





STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

Hasbro, Inc.
(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Hasbro, Inc., Galoob Toys, Inc., and Tiger Electronics.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Hasbro, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: N/A

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: N/A

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) December 31, 2000

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

Name of Business Corporation	Total Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

Name of Business Corporation	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is Galooob Toys, Inc. Tiger Electronics, Ltd.

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

Number of Shares Outstanding of the Subsidiary Corporation	Designation of Class	Number of Shares of Subsidiary Corporation Owned by Surviving Corporation	Designation of Class
Galooob toys, Inc. 100	Common	100	Common
Tiger Electronics, Ltd. 100	Common	100	Common

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on Waived

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Hasbro, Inc.

Print Entity Name

By: Alfred J. Verrucchio
Name of person signing

President
Title of person signing

By: Phillip H. Waldoks
Name of person signing

Secretary
Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Providence, RI, on this 12th day of December, 2000, before me personally appeared Alfred J. Verrucchio & Phillip H. Waldoks who, being duly sworn, declared that he/she is the President - Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Maria D. Tamentat
Notary Public
My Commission Expires: 2/5/01

Galoob Toys, Inc.
Tiger Electronics, Ltd.

Print Entity Name

By: Phillip H. Waldoks
Name of person signing

Secretary
Title of person signing

By: Alfred J. Verrucchio
Name of person signing

Executive Vice President
Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Providence, RI, on this 12th day of December, 2000, before me personally appeared Phillip H. Waldoks and Alfred J. Verrucchio who, being duly sworn, declared that he/she is the Secretary - Executive Vice Pres. of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Maria D. Tamentat
Notary Public
My Commission Expires: 2/5/01

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DEC 27 2000

By: [Signature]

**PLAN OF
MERGER OF GALOOB TOYS, INC.
AND
TIGER ELECTRONICS, LTD.
INTO HASBRO, INC.**

1. The names of the subsidiary corporations to be merged are Galoob Toys, Inc. a Delaware corporation and Tiger Electronics, Ltd. a Delaware corporation (hereinafter referred to as the "subsidiary corporations"). All of the shares of the subsidiary corporations are owned by Hasbro, Inc., a Rhode Island corporation (hereinafter sometimes referred to as "Hasbro, Inc." and sometimes referred to as the "surviving corporation"). The merger of the subsidiary corporations with and into Hasbro, Inc. is hereinafter referred to as the "Merger."

2. The surviving corporation shall continue its existence as a corporation organized under the laws of the State of Rhode Island.

3. The effective time of the Merger ("Effective Time") shall be 10:00 A.M. on December 31, 2000.

4. At the Effective Time:

(a) The subsidiary corporations shall be merged into the surviving corporation pursuant to the provisions of the Business Corporation Act of the State of Rhode Island and the General Corporation Law of the State of Delaware.

(b) The separate existence of the subsidiary corporations shall cease, and all actions thereafter taken shall be taken in the name of the surviving corporation.

(c) No cash or other consideration shall be paid or delivered for the shares of the subsidiary corporations, the issued shares of the subsidiary corporations shall not be converted in any manner, and the certificates for such shares shall be surrendered and canceled.

(d) The Articles of Incorporation and By-Laws of the surviving corporation shall remain unchanged until amended or changed as provided therein or as provided by law.

(e) The then directors and officers of Hasbro, Inc. shall continue as directors and officers of the surviving corporation and shall hold office until their respective successors are elected in accordance with the By-Laws of the surviving corporation.

(f) The surviving corporation shall possess all of the rights, privileges, immunities and franchises of a public as well as of a private nature, of the subsidiary

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corporations; and all of the property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest or belonging to or due to the subsidiary corporations shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed. The title to any real estate, or any interest therein, vested in the subsidiary corporations shall not revert or in any way be impaired by the Merger.

(g) The surviving corporation shall assume and be responsible and liable for all the liabilities and obligations of the subsidiary corporations; and any claim existing or action or proceeding pending by or against the subsidiary corporations may be prosecuted as if the Merger had not taken place, or the surviving corporation may be substituted in place of the subsidiary corporations. Neither the rights of creditors nor any liens upon the property of the subsidiary corporations shall be impaired by the Merger.

(h) Except as otherwise specifically set forth in this Plan of Merger, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of Hasbro, Inc. shall continue unaffected and unimpaired by the Merger.

5. The surviving corporation shall pay all the expenses of carrying this Plan of Merger into effect and of accomplishment of the Merger.

6. The surviving corporation, as owner of all the outstanding shares of the subsidiary corporations, hereby waives, pursuant to Section 7-1.1-68(d) of the General Laws 1956, as amended, of the State of Rhode Island, the mailing to it of a copy of this Plan of Merger.

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