

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/25/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MTGR Corporation		06/25/2007	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Kendall-Jackson International, Ltd.
Street Address:	421 Aviation Boulevard
City:	Santa Rosa
State/Country:	CALIFORNIA
Postal Code:	95403
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	1670451	MURPHY-GOODE
Registration Number:	1667802	GOODE-READY
Registration Number:	2536704	LIAR'S DICE
Registration Number:	3215378	ALL IN
Registration Number:	3215379	SNAKE EYES

**CORRESPONDENCE DATA**

Fax Number: (312)464-3111  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 312/464-3100  
 Email: chicagopto@loeb.com  
 Correspondent Name: Daniel D. Frohling  
 Address Line 1: 321 N. Clark Street, Suite 2300  
 Address Line 4: Chicago, ILLINOIS 60610

CH \$140.00 1670451

ATTORNEY DOCKET NUMBER:	208735-10001/MTGRMERGER
NAME OF SUBMITTER:	Daniel D. Frohling
Signature:	/daniel d frohling/
Date:	11/16/2007
Total Attachments: 3 source=MERGER#page1.tif source=MERGER#page2.tif source=MERGER#page3.tif	



**State of California**  
**Secretary of State**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 26 2007

DEBRA BOWEN  
Secretary of State

# Delaware

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*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 MERGER, WHICH MERGES:

"MTGR CORPORATION", A CALIFORNIA CORPORATION,  
WITH AND INTO "KENDALL-JACKSON INTERNATIONAL, LTD." UNDER THE NAME OF "KENDALL-JACKSON INTERNATIONAL, LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 2007, AT 5:50 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

JUN 26 2007

2818277 8100M

070748474



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5792015

DATE: 06-26-07

TRADEMARK  
REEL: 003661 FRAME: 0713

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Kendall-Jackson International, Ltd., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is MTGR Corporation, a California corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is Kendall-Jackson International, Ltd., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 200,000 shares common stock with par value of \$10.00 each

**SIXTH:** The merger is to become effective on upon filing.

**SEVENTH:** The Agreement of Merger is on file at Jackson Enterprises, 421 Aviation Boulevard, Santa Rosa, CA 95403, an office of

the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 25<sup>th</sup> day of June, A.D., 2007.

By: Jeff D. Wesselkamper  
Authorized Officer

Name: Jeff D. Wesselkamper  
Print or Type

Title: Senior Vice President and Corporate Counsel