

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the sequence of the recordation of the merger to precede the change of name recorded at 3601/0929 previously recorded on Reel 003601 Frame 0962. Assignor(s) hereby confirms the merger of 0798046 B.C. LTD. and Club Penguin Entertainment Inc. into 0798046 B.C. LTD on 8/2/07 at 12:01 a.m..

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
0798046 B.C. LTD.		08/02/2007	CORPORATION: CANADA
Club Penguin Entertainment, Inc.		08/02/2007	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	0798046 B.C. LTD.
Street Address:	1055 West Georgia Street
Internal Address:	3000 Royal Centre, P.O. Box 11130
City:	Vancouver, British Columbia
State/Country:	CANADA
Postal Code:	V6E 3R3
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	78859355	CLUB PENGUIN
Serial Number:	78706824	CLUB PENGUIN
Serial Number:	77049399	CLUB PENGUIN
Serial Number:	78859397	PUFFLE

CORRESPONDENCE DATA

Fax Number: (202)408-4400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202.408.4000
 Email: docketing@finnegan.com
 Correspondent Name: Monica Riva Talley
 Address Line 1: Finnegan Henderson Farabow et al.

OP \$115.00 78859355

Address Line 2: 901 New York Avenue, N.W.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20001

ATTORNEY DOCKET NUMBER: 6182.3981

DOMESTIC REPRESENTATIVE

Name: Steve W. Ackerman
Address Line 1: The Walt Disney Company
Address Line 2: 500 South Buena Vista Street
Address Line 4: Burbank, CALIFORNIA 91521-0639

NAME OF SUBMITTER: Monica Riva Talley

Signature: /Monica Riva Talley/

Date: 05/23/2008

Total Attachments: 9
source=CP Amalgamation 2#page1.tif
source=CP Amalgamation 2#page2.tif
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source=CP Amalgamation 2#page4.tif
source=CP Amalgamation 2#page5.tif
source=Recordation Notice 2#page1.tif
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source=Recordation Notice 2#page3.tif
source=Recordation Notice 2#page4.tif

DUPLICATE

Number: BC0798748



BRITISH
COLUMBIA

The Best Place on Earth

CERTIFICATE OF AMALGAMATION

BUSINESS CORPORATIONS ACT

I Hereby Certify that 0798046 B.C. LTD., incorporation number BC0798046, and CLUB PENGUIN ENTERTAINMENT INC., incorporation number BC0798531 were amalgamated as one company under the name 0798046 B.C. LTD. on August 2, 2007 at 12:01 AM Pacific Time.

Issued under my hand at Victoria, British Columbia

On August 2, 2007

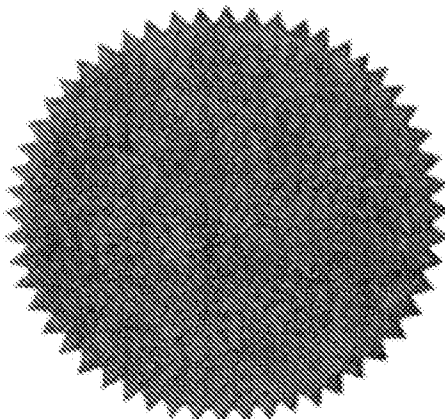
A handwritten signature in black ink, appearing to read "Ron Townshend".

RON TOWNSHEND

Registrar of Companies

Province of British Columbia

Canada



TRADEMARK

REEL: 003782 FRAME: 0073



**Ministry
of Finance**
BC Registry Services

Mailing Address:
PO BOX 9431 Stn Prov Govt.
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard St.
Victoria BC
250 356-8626

Notice of Articles

BUSINESS CORPORATIONS ACT

This Notice of Articles was issued by the Registrar on: August 2, 2007 12:01 AM Pacific Time

Incorporation Number: BC0798748

Recognition Date and Time: August 2, 2007 12:01 AM Pacific Time as a result of an Amalgamation

NOTICE OF ARTICLES

Name of Company:

0798046 B.C. LTD.

REGISTERED OFFICE INFORMATION

Mailing Address:

3000 ROYAL CENTRE, PO BOX 11130
1055 WEST GEORGIA STREET
VANCOUVER BC V6E 3R3
CANADA

Delivery Address:

3000 ROYAL CENTRE, PO BOX 11130
1055 WEST GEORGIA STREET
VANCOUVER BC V6E 3R3
CANADA

RECORDS OFFICE INFORMATION

Mailing Address:

3000 ROYAL CENTRE, PO BOX 11130
1055 WEST GEORGIA STREET
VANCOUVER BC V6E 3R3
CANADA

Delivery Address:

3000 ROYAL CENTRE, PO BOX 11130
1055 WEST GEORGIA STREET
VANCOUVER BC V6E 3R3
CANADA

DIRECTOR INFORMATION

Last Name, First Name, Middle Name:

Thompson, David K.

Mailing Address:

500 SOUTH BUENA VISTA STREET
BURBANK CA 91521
UNITED STATES

Delivery Address:

500 SOUTH BUENA VISTA STREET
BURBANK CA 91521
UNITED STATES

Last Name, First Name, Middle Name:

Reed, Marsha L.

Mailing Address:

500 SOUTH BUENA VISTA STREET
BURBANK CA 91521
UNITED STATES

Delivery Address:

500 SOUTH BUENA VISTA STREET
BURBANK CA 91521
UNITED STATES

AUTHORIZED SHARE STRUCTURE

1.	No Maximum	Common Shares	Without Par Value
			With Special Rights or Restrictions attached

2.	No Maximum	Preferred Shares	Without Par Value
			With Special Rights or Restrictions attached



**Ministry
of Finance**
BC Registry Services

Mailing Address:
PO BOX 9431 Stn Prov Govt.
Victoria BC V8W 9V3
www.corporateonline.gov.bc.ca

Location:
2nd Floor - 940 Blanshard St.
Victoria BC
250 356-8626

Vertical Short Form Amalgamation Application

FORM 14
BUSINESS CORPORATIONS ACT
Section 275

FILING DETAILS: Amalgamation Application for:
0798046 B.C. LTD.

Incorporation Number: **BC0798748**

Filed Date and Time: **August 1, 2007 02:25 PM Pacific Time**

NOTE: Filed but not Effective - The Amalgamation Application may be withdrawn at any time prior to the specified date and time of amalgamation

AMALGAMATION APPLICATION

The amalgamated company will adopt as its Notice of Articles, the Notice of Articles of the amalgamating holding corporation, 0798046 B.C. LTD., Incorporation No. BC0798046.

AMALGAMATION EFFECTIVE DATE:

Specified Date and Time of Amalgamation: August 2, 2007 12:01 AM Pacific Time

AMALGAMATING CORPORATION(S) INFORMATION

Name of Amalgamating Corporation(s)

Incorporation
Number in BC

0798046 B.C. LTD.

BC0798046

CLUB PENGUIN ENTERTAINMENT INC.

BC0798531

AMALGAMATION STATEMENT

This amalgamation has been effected without court approval. A copy of all of the required affidavits under section 277(1) have been obtained and the affidavit obtained from each amalgamating company has been deposited in that company's records office.



RECEIVED
AUG 27 2007
Steve Ackerman

UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

AUGUST 15, 2007

PTAS



900084489A

THE WALT DISNEY COMPANY
500 SOUTH BUENA VISTA STREET
CORPORATE LEGAL - TRADEMARK DEPARTMENT
BURBANK, CA 91521-0639

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 571-272-3350. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, MAIL STOP: ASSIGNMENT SERVICES BRANCH, P.O. BOX 1450, ALEXANDRIA, VA 22313.

RECORDATION DATE: 08/15/2007

REEL/FRAME: 003601/0929
NUMBER OF PAGES: 3

BRIEF: CHANGE OF NAME
DOCKET NUMBER: CLUB PENGUIN-NAME CHANGE

ASSIGNOR:
0798046 B.C. LTD

DOC DATE: 08/02/2007
CITIZENSHIP: CANADA
ENTITY: CORPORATION

ASSIGNEE:
CLUB PENGUIN ENTERTAINMENT INC.
1055 WEST GEORGIA STREET
VANCOUVER, BC, CANADA

CITIZENSHIP:
ENTITY: CORPORATION

APPLICATION NUMBER: 78859355
REGISTRATION NUMBER:

FILING DATE: 04/11/2006
ISSUE DATE:

MARK: CLUB PENGUIN
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

003601/0929 PAGE 2

APPLICATION NUMBER: 78706824
REGISTRATION NUMBER:

FILING DATE: 09/05/2005
ISSUE DATE:

MARK: CLUB PENGUIN
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

APPLICATION NUMBER: 77049399
REGISTRATION NUMBER:

FILING DATE: 11/22/2006
ISSUE DATE:

MARK: CLUB PENGUIN
DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 78859397
REGISTRATION NUMBER:

FILING DATE: 04/11/2006
ISSUE DATE:

MARK: PUFFLE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN BLOCK FORM

ASSIGNMENT SERVICES BRANCH
PUBLIC RECORDS DIVISION

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

**08/15/2007
 900084489**

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
0798046 B.C. LTD		08/02/2007	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Club Penguin Entertainment Inc.
Street Address:	1055 West Georgia Street
City:	Vancouver, BC
State/Country:	CANADA
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	78859355	CLUB PENGUIN
Serial Number:	78706824	CLUB PENGUIN
Serial Number:	77049399	CLUB PENGUIN
Serial Number:	78859397	PUFFLE

CORRESPONDENCE DATA

Fax Number: (818)848-6424
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 818 560 1030
 Email: Trademarks@disney.com
 Correspondent Name: The Walt Disney Company
 Address Line 1: 500 South Buena Vista Street
 Address Line 2: Corporate Legal - Trademark Department
 Address Line 4: Burbank, CALIFORNIA 91521-0639

ATTORNEY DOCKET NUMBER:	CLUB PENGUIN-NAME CHANGE
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DOMESTIC REPRESENTATIVE

CH \$115.00 78859355