

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/19/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CE STORES, LLC		11/19/2009	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	TOYS "R" US, INC.
Street Address:	One Geoffrey Way
City:	Wayne
State/Country:	NEW JERSEY
Postal Code:	07470
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Serial Number:	77814545	K B TOY WORKS
Registration Number:	2998915	CRITTER CORNER
Registration Number:	2185412	K B TOYS
Registration Number:	2035542	KAY TOYS BEE
Registration Number:	1651141	KAY-BEE AMERICA'S TOY STORE
Registration Number:	1341681	KAY-BEE TOY & HOBBY
Registration Number:	2364972	KAY-BEE TOY OUTLET
Registration Number:	1652713	KAY-BEE TOY STORES
Registration Number:	2300569	KAY-BEE TOYS
Registration Number:	1863363	K B TOY
Registration Number:	1366022	
Registration Number:	2369727	TOY LIQUIDATORS

CH \$315.00 77814545

CORRESPONDENCE DATA

Fax Number: (212)541-4630

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212-541-2341

Email: nyuspto@bryancave.com

Correspondent Name: Patricia L. Werner/Bryan Cave LLP

Address Line 1: 1290 Avenue of the Americas

Address Line 4: New York, NEW YORK 10104

ATTORNEY DOCKET NUMBER:	0182835/CESTORES.MERGER
NAME OF SUBMITTER:	Patricia L. Werner
Signature:	/Patricia L. Werner/
Date:	03/11/2010

Total Attachments: 4

source=cestoresmergerdoc#page1.tif

source=cestoresmergerdoc#page2.tif

source=cestoresmergerdoc#page3.tif

source=cestoresmergerdoc#page4.tif

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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:

"CE STORES, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "TOYS "R" US, INC." UNDER THE NAME OF "TOYS "R" US, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF NOVEMBER, A.D. 2009, AT 3:13 O'CLOCK P.M.

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

2356739 8100M

091032786



You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7653831

DATE: 11-20-09

TRADEMARK  
REEL: 004164 FRAME: 0970

**CERTIFICATE OF MERGER**

**MERGING**

**CE STORES, LLC**  
(a Delaware limited liability company)

**WITH AND INTO**

**TOYS "R" US, INC.**  
(a Delaware corporation)

Pursuant to Section 264(c) of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act

The undersigned corporation, Toys "R" Us, Inc., formed and existing under the laws of the State of Delaware, hereby certifies that:

**FIRST:** The name and the jurisdiction of formation or organization of each of the constituent entities are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
CE Stores, LLC	Delaware
Toys "R" Us, Inc.	Delaware

**SECOND:** An Agreement of Merger (the "Merger Agreement"), dated November 19, 2009, has been approved, adopted, certified, acknowledged and executed by (i) CE Stores, LLC, a Delaware limited liability company (the "Non-Surviving LLC"), and (ii) Toys "R" Us, Inc., a Delaware corporation (the "Surviving Corporation"). Said Merger Agreement has not been modified or rescinded and is in full force and effect on the date.

**THIRD:** The name of the surviving corporation of the Merger is Toys "R" Us, Inc. (the "Surviving Corporation").

**FOURTH:** The Certificate of Incorporation of the Surviving Corporation as in effect at the time of the filing of this Certificate of Merger shall govern the Surviving Corporation, until it shall be amended as provided by law.

**FIFTH:** An executed copy of the Merger Agreement is on file at an office of the Surviving Corporation, One Geoffrey Way, Wayne, New Jersey 07470, Att: Legal Department

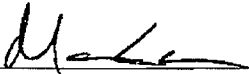
**SIXTH:** A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of the Surviving Corporation and/or member of the Non-Surviving LLC.

**SEVENTH:** The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the provision of Sections 103 and 264 of the DGCL.

\* \* \* \*

IN WITNESS WHEREOF, the duly authorized officer of the Surviving Corporation has executed this Certificate of Merger to be effective as of the date of the signature hereto, as indicated below.

Toys "R" Us, Inc.

By:   
Name: Matthew Loncar  
Title: Vice President - Corporate Counsel  
Date signed: 11/19/09

SCHEDULE A - TRADEMARKS

United States Federal Trademark Registrations

Trademark / Service Mark	Reg. No (Serial No.)	Reg./Renewal Date (Filing Data)	Jurisdiction
BE-BOPPIN' BOOGIE LIGHTS*	2,674,290	1/14/2009	US
CRITTER CORNER	2,998,915	9/20/2005	US
K*B TOY EXPRESS (STYLIZED)*	2,256,262	6/29/1999	US
K*B TOY WORKS*	2,203,538	11/17/1998	US
K*B TOYS	2,185,412	9/1/1998	US
KAY TOYS BEE (IN DESIGN ELEMENT)	2,035,542	2/4/1997	US
KAY-BEE AMERICA'S TOY STORE	1,651,141	7/16/1991	US
KAY-BEE TOY & HOBBY	1,341,681	6/11/1985	US
KAY BEE TOY OUTLET	2,364,972	7/4/2000	US
KAY-BEE TOY STORES	1,652,713	7/30/1991	US
KAY-BEE TOYS	2,300,569	12/14/1999	US
KB TOY	1,863,363	11/15/1994	US
MISCELLANEOUS DESIGN (LITTLE TOY SOLDIER)	1,366,022	10/15/1985	US
TOY LIQUIDATORS	2,369,727	7/25/2000	US
TOY WORKS*	2,161,162	6/2/1998	US
TOY WORKS	1994-S3295	8/19/1994	Maryland
TOY WORKS	50039	8/29/1994	Massachusetts
TOY WORKS	941004	10/26/1994	Rhode Island

\*Mark has been cancelled by the USPTO.

Foreign Trademark Registrations

Country	Trademark	Reg. No. (App. No.)	Reg./ Renewal Date	Record Owner	Registered, Renewed, Pending
CANADA	K*B TOYS	552495	1/28/2000	KB Holdings, LLC	Registered