

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/26/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Former Games, Inc.		02/26/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	The Topps Company, Inc.
Street Address:	One Whitehall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10004
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 11**

Property Type	Number	Word Mark
Registration Number:	1479757	BATTLEMECH
Registration Number:	1403297	BATTLETECH
Registration Number:	1563309	BATTLETECH
Registration Number:	1730183	BATTLETECH
Registration Number:	1476062	'MECH
Serial Number:	77600446	MECHWARRIOR
Registration Number:	1404241	MECHWARRIOR
Serial Number:	77121246	MECHWARRIOR
Registration Number:	1605488	SHADOWRUN
Serial Number:	77263748	SHADOWRUN
Registration Number:	2978453	TSURO

**CORRESPONDENCE DATA**

**900181276**

**TRADEMARK  
 REEL: 004452 FRAME: 0652**

**CH \$290.00 1479757**

Fax Number: (206)757-7700  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (206) 757-8098  
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Address Line 1: Davis Wright Tremaine LLP  
Address Line 2: 1201 Third Avenue, Suite 2200  
Address Line 4: Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	62840-3
NAME OF SUBMITTER:	Kristine Calhoun, Davis Wright Tremaine
Signature:	/Kristine Calhoun/
Date:	01/13/2011

**Total Attachments: 6**

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# 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 OWNERSHIP, WHICH MERGES:

"FORMER GAMES, INC.", A DELAWARE CORPORATION,

"TOPPS INTERNATIONAL, INC.", A NEW YORK CORPORATION,

WITH AND INTO "THE TOPPS COMPANY, INC." UNDER THE NAME OF "THE TOPPS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2010, AT 12:31 O'CLOCK P.M.

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

2118194 8100M

100216772



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: 7842890

DATE: 03-02-10

TRADEMARK  
REEL: 004452 FRAME: 0654

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**TOPPS INTERNATIONAL, INC.,**

**a New York corporation**

**AND**

**FORMER GAMES, INC.,**

**a Delaware corporation**

**WITH AND INTO**

**THE TOPPS COMPANY, INC.,**

**a Delaware corporation**

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*Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware*

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February 26, 2010

Under Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), The Topps Company, Inc., a corporation incorporated and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation was incorporated on the 24th day of February, 1987 pursuant to the DGCL, the provisions of which permit the merger of a wholly-owned subsidiary of the Corporation, which is a corporation under the laws of the State of Delaware or the laws of another state, into the Corporation.

**SECOND:** That the Corporation owns 100% of the outstanding shares of the capital stock of Topps International, Inc. ("Topps International"), a corporation incorporated on the 20th day of July, 1972 pursuant to the laws of the State of New York.

**THIRD:** That the Corporation owns 100% of the outstanding shares of the capital stock of Former Games, Inc. ("Former Games"), a corporation (i) formed as a limited liability company under the name WizKids, LLC on the 10th day of May, 2000, (ii) converted from a limited liability company into a corporation under the name WizKids, Inc. on the 19th day of February, 2004 and (iii) renamed Former Games, Inc. on the 4th day of September, 2009, in each case, pursuant to the laws of the State of Delaware.

**FOURTH:** That the Corporation, by the resolutions of its Board of Directors attached hereto as Exhibit A, duly approved by the members thereof and filed with the minutes of the

Board of Directors of the Corporation on February 9, 2010, determined to merge each of Topps International and Former Games with and into the Corporation (the "Mergers"), with the Corporation as the surviving corporation of such Mergers.

**FIFTH:** This Certificate of Ownership and Merger shall be effective at such time that it is filed with the Secretary of State of the State of Delaware.

*[remainder of page is intentionally left blank]*

IN WITNESS WHEREOF, The Topps Company, Inc., has caused this Certificate to be signed by its authorized officer as of the date first set forth above.

**THE TOPPS COMPANY, INC.**

By: Andrew J. Gasper  
Name: Andrew J. Gasper  
Title: Vice President and Secretary

**EXHIBIT A**

**Resolutions of the Board of Directors of The Topps Company, Inc.**

**Approval of the Mergers**

**RESOLVED FURTHER THAT** pursuant to Section 253 of the General Corporation Law of the State of Delaware, and the applicable laws of the State of New York, the Mergers be consummated and each of Topps International and Former Games be merged with and into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of each of Topps International and Former Games be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Topps International or Former Games, respectively, in its name;

**RESOLVED FURTHER THAT** the effective time of the Mergers (the “Effective Time”) shall be such time as the Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware and, in the case of Topps International, the corresponding Certificate of Merger is filed with the Secretary of State of the State of New York;

**RESOLVED FURTHER THAT** at the Effective Time the Corporation shall assume all of the obligations of each of Topps International and Former Games;

**RESOLVED FURTHER THAT** at the Effective Time all outstanding shares of stock of each of Topps International and Former Games shall, by virtue of the Mergers, be canceled and retired;

**RESOLVED FURTHER THAT** the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the States of Delaware and New York and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the States of Delaware and New York and within any other appropriate jurisdiction to effect the Mergers;

**General Authorization in respect of the Mergers**

**RESOLVED FURTHER THAT** the Authorized Officers are authorized, empowered and directed in the name and on behalf of the Corporation to cause the Corporation to execute and deliver the Certificate of Ownership and Merger, the Certificate of Merger and the other Merger Documents, each with such changes therein and modifications thereto as such Authorized Officer executing the same on behalf of the Corporation shall approve, the execution thereof to be conclusive evidence of such approval;

**RESOLVED FURTHER THAT** the Authorized Officers, acting alone or together with any person or persons designated and authorized to act by them on behalf of the Corporation, and each of them hereby is, authorized, empowered and directed in the name and on behalf of the Corporation to (i) cause the Corporation to perform its obligations under or in connection with the Certificate of Ownership and Merger, the Certificate of Merger and the other Merger Documents; and (ii) do all such acts and things, to make all such payments, to execute, deliver

and file all such additional documents, agreements, certificates, instruments or endorsements, and to take such other actions as may be necessary, desirable or appropriate to carry out the intent and purposes of the foregoing resolutions and to consummate the transactions contemplated by the Certificate of Ownership and Merger, the Certificate of Merger and the other Merger Documents; and

**General Authorization**

**RESOLVED FURTHER THAT** any and all actions heretofore or hereafter taken by the Authorized Officers or any person or persons designated and authorized to act by any of them on behalf of the Corporation within the terms of the foregoing resolutions be, and hereby are, ratified and confirmed as the act and deed of the Corporation.