

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Marvel Entertainment, Inc.		12/31/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Marvel Entertainment, LLC
Street Address:	135 West 50th Street, 7th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10020
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 11**

Property Type	Number	Word Mark
Registration Number:	1779738	STRIKE FORCE
Registration Number:	2428571	WEB SPLASHERS
Registration Number:	3021921	HUGGABLE HEROES
Registration Number:	3094409	MEGA MORPHS
Registration Number:	3146831	FIGURE FACTORY
Registration Number:	3476649	HUG 'N GLOW
Registration Number:	3346062	RUMBLE 'N GO FRIENDS
Registration Number:	3358014	MATCHIN' HATS
Registration Number:	3442953	TOYS TO GO!
Registration Number:	2077016	COVER CONCEPTS
Registration Number:	2102655	COVER CONCEPTS

**CORRESPONDENCE DATA**

**900183709**

**TRADEMARK  
 REEL: 004475 FRAME: 0283**

**CH \$290.00 1779738**

Fax Number: (212)576-8569  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-576-8501  
Email: ebard@marvel.com  
Correspondent Name: Eli Bard c/o Marvel Entertainment, LLC  
Address Line 1: 135 West 50th Street, 7th Floor  
Address Line 4: New York, NEW YORK 10020

NAME OF SUBMITTER:	Eli Bard, Attorney of Record, NY bar mbr
Signature:	/elibard/
Date:	02/11/2011
Total Attachments: 3 source=MEI into MELLC merger#page1.tif source=MEI into MELLC merger#page2.tif source=MEI into MELLC merger#page3.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:

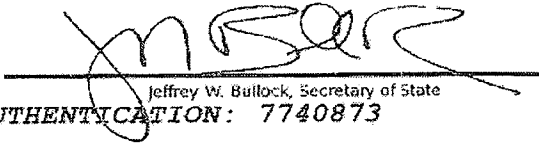
"MARVEL ENTERTAINMENT, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "MAVERICK MERGER SUB, LLC" UNDER THE NAME OF  
"MARVEL ENTERTAINMENT, LLC", A LIMITED LIABILITY COMPANY  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 2009, AT 4:34 O'CLOCK P.M.

4725252 8100M

100013161

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: 7740873

DATE: 01-06-10

TRADEMARK  
REEL: 004475 FRAME: 0285

**CERTIFICATE OF MERGER**  
**OF**  
**MARVEL ENTERTAINMENT, INC.**  
**WITH AND INTO**  
**MAVERICK MERGER SUB, LLC**

Pursuant to Section 264 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act"), the undersigned, Maverick Merger Sub, LLC, a Delaware limited liability company (the "Company"), DOES HEREBY CERTIFY:

**FIRST:** That the name and state of organization of each of the constituent entities of the merger are as follows:

<u>Name of Entity</u>	<u>State of Organization</u>
Marvel Entertainment, Inc.	Delaware
Maverick Merger Sub, LLC	Delaware

**SECOND:** That an Agreement and Plan of Merger, dated as of December 31, 2009, by and between the Company and Marvel Entertainment, Inc. (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the DGCL and Section 18-209 of the LLC Act.

**THIRD:** That the surviving limited liability company of the merger shall be Maverick Merger Sub, LLC (the "Surviving Company"). At the effective time of the merger, the name of the Surviving Company will be changed to "Marvel Entertainment, LLC".

**FOURTH:** That the Certificate of Formation of the Company as in effect immediately prior to the merger shall be the Certificate of Formation of the Surviving Company.

**FIFTH:** That the merger will be effective upon filing of this Certificate of Merger.

**SIXTH:** That the executed Merger Agreement is on file at the place of business of the Surviving Company, the address of which is 500 South Buena Vista Street, Burbank, California 91521.

**SEVENTH:** That a copy of the Merger Agreement will be furnished by the Surviving Company on request, without cost, to any member of the Company or any stockholder of Marvel Entertainment, Inc.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, as the Surviving Company, has caused this Certificate of Merger to be executed by its duly authorized officer.

Dated: December 31, 2009

MAVERICK MERGER SUB, LLC

By: /s/ Matthew L. McGinnis  
Name: Matthew L. McGinnis  
Title: Vice President and Assistant Secretary