

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Prophet Play, Inc.		12/30/2011
			CORPORATION: VIRGINIA
RECEIVING PARTY DATA			
Name:	Prophet Brand Strategy		
Street Address:	150 Spear Street, Suite 1500		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94105		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 5			
	Property Type	Number	Word Mark
	Registration Number:	3875709	PLAYSTUDIO
	Registration Number:	3193880	PLAY
	Registration Number:	3193898	PLAY.
	Registration Number:	3194014	LOOK AT MORE STUFF
	Registration Number:	3194013	THINK ABOUT IT HARDER
CORRESPONDENCE DATA			
Fax Number:	4153939887		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	415.954.0200		
Email:	trademark@squiresanders.com		
Correspondent Name:	Philip R. Zender		
Address Line 1:	Squire Sanders (US) LLP		
Address Line 2:	275 Battery Street, Suite 2600		

CH \$140.00 3875709

Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER: 064568.00028

NAME OF SUBMITTER: Philip R. Zender

Signature: /philip r. zender/

Date: 09/12/2012

Total Attachments: 11

source=CA_Certificate of Merger#page1.tif
source=CA_Certificate of Merger#page2.tif
source=CA_Certificate of Merger#page3.tif
source=VA_Certificate of Merger#page1.tif
source=VA_Certificate of Merger#page2.tif
source=VA_Certificate of Merger#page3.tif
source=VA_Certificate of Merger#page4.tif
source=VA_Certificate of Merger#page5.tif
source=VA_Certificate of Merger#page6.tif
source=VA_Certificate of Merger#page7.tif
source=VA_Certificate of Merger#page8.tif

CERTIFICATE OF OWNERSHIP

DEC 8 0 2011

Michael Dunn certifies that:

1. He is the President and Secretary of Prophet Brand Strategy, a California corporation (the "*Corporation*").
2. The Corporation owns 100% of the outstanding shares of Prophet Play, Inc., a Virginia corporation.
3. The board of directors of the Corporation duly adopted the following resolutions:

RESOLVED, that the Corporation merge Prophet Play, Inc., its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to California Corporations Code Section 1110.

[Remainder of Page Intentionally Left Blank]

The undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of his own knowledge.

Date: December 29, 2011



Michael Dunn
President and Secretary



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JAN 30 2012

Date: _____ *SMB*

Debra Bowen
DEBRA BOWEN, Secretary of State



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

December 30, 2011

BETH EPSTEIN
UCC RETRIEVALS INC
7288 HANOVER GREEN DR
MECHANICSVILLE, VA 23111

RECEIPT

RE: Prophet Play, Inc.

ID: 0702892 - 1

DCN: 11-12-30-2707

Dear Customer:

This is your receipt for \$25.00, covering the fees for filing articles of merger with this office.

This is also your receipt for \$200.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of merger is December 30, 2011.

Each non-surviving entity:

Prophet Play, Inc.

is merged into PROPHET BRAND STRATEGY (A CA CORP NOT QUALIFIED IN VA).

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

MERGRcpt
MERGACPT
CIS0322

P.O. Box 1197, Richmond, VA 23218-1197
Tyler Building, First Floor, 1300 East Main Street, Richmond, VA 23219-3630
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) www.scc.virginia.gov/clk
Telecommunications Device for the Deaf-TDD/Voice: (804) 371-9206

TRADEMARK
REEL: 004859 FRAME: 0863

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, DECEMBER 30, 2011

The State Corporation Commission finds the accompanying articles submitted on behalf of
PROPHET BRAND STRATEGY (A CA CORP NOT QUALIFIED IN VA)

comply with the requirements of law and confirms payment of all required fees. Therefore, it is
ORDERED that this

CERTIFICATE OF MERGER

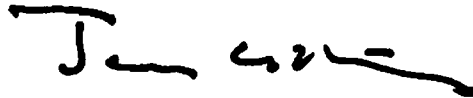
be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective December 30, 2011. Each of the following:

Prophet Play, Inc.

is merged into **PROPHET BRAND STRATEGY (A CA CORP NOT QUALIFIED IN VA)**, which
continues to exist under the laws of CALIFORNIA with the name **PROPHET BRAND
STRATEGY (A CA CORP NOT QUALIFIED IN VA)**, and the separate existence of each non-
surviving entity ceases.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

MERGACPT
CIS0322
11-12-30-2707

TRADEMARK
REEL: 004859 FRAME: 0864

ARTICLES OF MERGER

Pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, the undersigned corporations execute the following Articles of Merger:

FIRST: The name of the surviving corporation is Prophet Brand Strategy, a California corporation ("*Parent*"), and the name of the corporation being merged into the surviving corporation is Prophet Play, Inc., a Virginia corporation and wholly owned subsidiary of Parent (the "*Subsidiary*"). *undo*
L 0702842-1

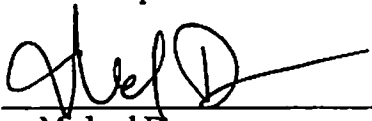
SECOND: The Plan of Merger attached hereto as Exhibit A was approved by unanimous written action of the directors of Subsidiary on December 29, 2011, and adopted by Subsidiary on December 29, 2011 by unanimous written consent of the Parent, in its capacity as the sole shareholder of the Subsidiary.

THIRD: Parent certifies that its participation in the merger was duly authorized as required by the California Corporations Code.

(Signature page follows)

IN WITNESS WHEREOF, undersigned have caused these Articles of Merger to be signed by an authorized officer of Parent and Subsidiary, effective as of December 29, 2011.

PROPHET BRAND STRATEGY,
a California corporation

By: 
Name: Michael Dunn
Title: President

PROPHET PLAY, INC.,
a Virginia corporation

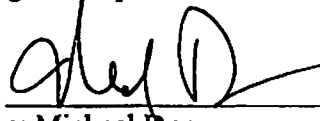
By: 
Name: Michael Dunn
Title: President

EXHIBIT A
PLAN OF MERGER
(Attached)

PALOALTO/129054.3

TRADEMARK
REEL: 004859 FRAME: 0867

PLAN OF MERGER

This PLAN OF MERGER, is made effective as of December 29, 2011, by Prophet Brand Strategy, a California corporation ("*Parent*") in connection with merger of Prophet Play, Inc., a Virginia corporation and wholly owned subsidiary of Parent ("*Subsidiary*"), into Parent (the "*Merger*") in accordance with Section of 1110 of the California Corporations Code and Title 13.1, Chapter 9, Article 12 of the Code of Virginia.

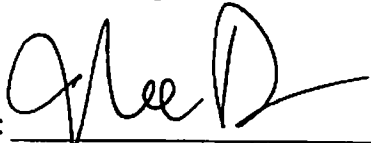
1. The Merger shall be effective on filing of Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia and the filing of Certificate of Ownership with the Secretary of State of the State of California (the "*Effective Date*").

2. Upon the Effective Date, Subsidiary shall be merged with and into Parent, which shall be the surviving corporation, the separate existence of Subsidiary shall cease, and Parent shall assume all obligations of the Subsidiary.

3. Upon the Effective Date, the outstanding capital stock of the Subsidiary shall be cancelled without consideration therefor.

IN WITNESS WHEREOF, Parent has duly executed this Plan of Merger as of the date written above.

PROPHET BRAND STRATEGY
a California corporation

By: 
Name: Michael Dunn
Title: President

PROPHET PLAY INC.
a Virginia corporation

By: 
Name: Michael Dunn
Title: President

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, DECEMBER 30, 2011

The State Corporation Commission finds the accompanying articles submitted on behalf of
PROPHET BRAND STRATEGY (A CA CORP NOT QUALIFIED IN VA)

comply with the requirements of law and confirms payment of all required fees. Therefore, it is
ORDERED that this

CERTIFICATE OF MERGER

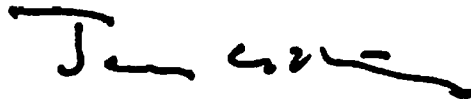
be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective December 30, 2011. Each of the following:

Prophet Play, Inc.

is merged into **PROPHET BRAND STRATEGY (A CA CORP NOT QUALIFIED IN VA)**, which
continues to exist under the laws of CALIFORNIA with the name **PROPHET BRAND
STRATEGY (A CA CORP NOT QUALIFIED IN VA)**, and the separate existence of each non-
surviving entity ceases.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

MERGACPT
CIS0322
11-12-30-2707

TRADEMARK
REEL: 004859 FRAME: 0869

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the certificate of merger of Prophet Play, Inc. issued December 30, 2011.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
January 3, 2012*

Joel H. Peck

Joel H. Peck, Clerk of the Commission