

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/01/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Disney Online Studios Canada Inc.		09/01/2012	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Disney Canada Inc.
Street Address:	500 - 1628 Dickson Avenue
City:	Kelowna
State/Country:	BRITISH COLUMBIA
Postal Code:	V1Y 9X1
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 55

Property Type	Number	Word Mark
Serial Number:	85494537	AUNT ARCTIC
Serial Number:	85494531	AUNT ARCTIC
Serial Number:	85494454	AUNT ARCTIC
Serial Number:	85494376	AUNT ARCTIC
Serial Number:	85494362	AUNT ARCTIC
Serial Number:	85069642	CADENCE
Serial Number:	85069637	CADENCE
Serial Number:	85069632	CADENCE
Serial Number:	85493947	CAPTAIN ROCKHOPPER
Serial Number:	85493927	CAPTAIN ROCKHOPPER
Serial Number:	85493917	CAPTAIN ROCKHOPPER
Serial Number:	85493445	CAPTAIN ROCKHOPPER
Serial Number:	85493438	CAPTAIN ROCKHOPPER

CH \$1390.00 85494537

Serial Number:	77709602	CARD-JITSU
Serial Number:	77714811	CARD-JITSU
Serial Number:	77709612	CARD-JITSU
Serial Number:	77714816	CARD-JITSU
Serial Number:	77831320	CARD-JITSU FIRE
Serial Number:	77831325	CARD-JITSU FIRE
Serial Number:	77831331	CARD-JITSU FIRE
Serial Number:	77833230	
Serial Number:	77833223	
Serial Number:	77833214	
Serial Number:	78859355	CLUB PENGUIN
Serial Number:	85069142	CLUB PENGUIN
Serial Number:	78706824	CLUB PENGUIN
Serial Number:	77049399	CLUB PENGUIN
Serial Number:	85511032	COINS FOR CHANGE
Serial Number:	85069135	GAMMA GAL
Serial Number:	85069134	GAMMA GAL
Serial Number:	85069132	GAMMA GAL
Serial Number:	85069128	GAMMA GAL
Serial Number:	85023444	GAMMA GAL
Serial Number:	77878995	GARY THE GADGET GUY
Serial Number:	77878999	GARY THE GADGET GUY
Serial Number:	77879004	GARY THE GADGET GUY
Serial Number:	77879010	GARY THE GADGET GUY
Serial Number:	77879019	GARY THE GADGET GUY
Serial Number:	85069114	HERBERT P. BEAR, ESQ.
Serial Number:	85069112	HERBERT P. BEAR, ESQ.
Serial Number:	85023442	HERBERT P. BEAR, ESQ.
Serial Number:	85069126	KLUTZY THE CRAB
Serial Number:	85069124	KLUTZY THE CRAB
Serial Number:	85069121	KLUTZY THE CRAB
Serial Number:	85069125	KLUTZY THE CRAB
Serial Number:	85023438	KLUTZY THE CRAB
Serial Number:	85493430	PUFFLE
Serial Number:	78859397	PUFFLE

	85493407	PUFFLE
Serial Number:	85069109	SENSEI
Serial Number:	85069415	SHADOW GUY
Serial Number:	85976304	SHADOW GUY
Serial Number:	77977255	SNOWBALL PRESS
Serial Number:	77980775	SNOWBALL PRESS
Serial Number:	77295085	SNOWBALL PRESS

CORRESPONDENCE DATA

Fax Number: 8188486424
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 818-560-1000
Email: trademarks@disney.com
Correspondent Name: Brian Rupp
Address Line 1: The Walt Disney Company
Address Line 2: 500 South Buena Vista Street
Address Line 4: Burbank, CALIFORNIA 91521

ATTORNEY DOCKET NUMBER: CLUB PENGUIN-WDIG-BR

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Ann Savary

Signature: //88Ann Savary88//

Date: 02/06/2013

Total Attachments: 11
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TRADEMARK

1879215

Ontario
CERTIFICATE

This is to certify that these articles
 are effective on

CERTIFICAT

Ceci certifie que les présents statuts
 entrent en vigueur le

SEPTEMBER 01 SEPTEMBRE, 2012

Director / Directrice
 Business Corporations Act / Loi sur les sociétés par actions

Form 4
 Business
 Corporations
 Act

Formule 4
 Loi sur les
 sociétés par
 actions

**ARTICLES OF AMALGAMATION
 STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
 Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

D I S N E Y C A N A D A I N C .

2. The address of the registered office is:
 Adresse du siège social :

181 Bay Street, Suite 4400

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
 Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

City of Toronto

ONTARIO

M 5 J 2 T 3

Name of Municipality or Post Office /
 Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number OR minimum and maximum
 Nombre d'administrateurs : Nombre fixe OU minimum et maximum

1 10

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Lane B. Merrifield	1682 Dickson Avenue, Suite 500 Kelowna, British Columbia, Canada V1Y 9X1	Yes
Jeffrey N. Paule	500 South Buena Vista Street Burbank, California, United States of America 91521	No
Marsha L. Reed	500 South Buena Vista Street Burbank, California, United States of America 91521	No

5. Method of amalgamation, check A or B
 Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.

Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.

Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la *Loi sur les sociétés par actions* à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
 Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

Buena Vista (Canada), Inc.

and are more particularly set out in these articles.
 et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation		
		Year année	Month mois	Day jour
Buena Vista (Canada), Inc.	1096884	2012	08	31
Disney Online Studios Canada Inc.	1880192	2012	08	31

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

There are no restrictions.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

ARTICLE 1 COMMON SHARES

1.1 Voting

Each common share shall entitle the holder thereof to one vote in person or by proxy at all general meetings of shareholders of the Corporation.

1.2 Votes Required for Separate Class Vote

In any circumstance where the *Business Corporations Act* (Ontario) as amended, or replaced from time to time (the "Act") requires or permits the holders of the common shares to vote separately as a class, the majority of votes that is required to pass a resolution of the common shares as a class, is 2/3 of the votes cast on the resolution.

1.3 Dividends

Subject to the rights attached to the preferred shares, the holders of the common shares shall be entitled to receive dividends at such times and in such amounts as the directors may in their discretion from time to time declare.

1.4 Priority on Liquidation, Dissolution or Winding-Up

Subject to the rights attached to the preferred shares, in the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary, the holders of the common shares shall be entitled to receive, after satisfaction of the rights of the holders of the preferred shares, an amount equal to the paid-up capital thereon and any dividends declared thereon and unpaid, and if any of the assets of the Corporation thereafter remain available for distribution, the holders of the common shares shall be exclusively entitled to such assets.

ARTICLE 2 PREFERRED SHARES

2.1 Voting

Each preferred share held shall entitle the holder thereof to one vote in person or by proxy at all general meetings of shareholders of the Corporation, but in no event shall the shareholders holding preferred shares be entitled to less than 10% of the total of all votes attached to all shares in the capital of the Corporation having the right to vote in person or by proxy at all general meetings of shareholders of the Corporation.

2.2 Votes Required for Separate Class Vote

In any circumstance where the Act requires or permits the holders of the preferred shares to vote separately as a class, the majority of votes that is required to pass a resolution of the preferred shares as a class, is 2/3 of the votes cast on the resolution.

2.3 Dividends

The holders of the preferred shares shall in respect of each fiscal year of the Corporation be entitled to receive out of any or all profits or surplus available for dividends, as and when declared by the directors in their discretion, cumulative dividends which shall be deemed to accrue from day to day, whether or not declared, from the date of issue of such preferred shares at the rate of 6% per annum on the amount paid-up on each preferred share. The holders of the preferred shares shall not be entitled to any dividends in excess of the cumulative dividends which have accrued at the rate of 6% per annum on the amount paid-up on each preferred share.

2.4 Priority as to Dividends

The preferred shares shall rank as regards to the declaration and payment of dividends, except a stock dividend comprising shares other than preferred shares, in priority to all other shares of the Corporation.

2.5 Priority on Liquidation, Dissolution or Winding-Up

In the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary;

- (a) the holders of the preferred shares shall rank in priority to the holders of the common shares in all distributions of the assets of the Corporation; and
- (b) each holder of preferred shares shall receive the amount paid up on such holder's shares, together with an amount equal to all dividends accrued thereon and unpaid (which for such purpose shall be calculated as if such cumulative dividends were accruing from day to day for the period from the expiration of the last period for which cumulative dividends have been paid, up to but excluding the date of distribution whether or not declared) and no more.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No share in the capital of the Corporation shall be transferred without the consent of the shareholders expressed by the votes of a majority of the shareholders at a meeting of the shareholders or by an instrument or instruments in writing signed by a majority of the shareholders.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

(1) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder.

(2) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

(3) Without limiting in any manner the powers of the directors of the Corporation under the Business Corporations Act (Ontario), as now enacted or hereafter amended, repealed and re-enacted or replaced, the directors of the Corporation may, without authorization of the shareholders, authorize the Corporation by authentic deed, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, to hypothecate, mortgage or pledge any property, movable or immovable, present or future, which it may own in Quebec.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la *Loi sur les sociétés par actions* constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

Buena Vista (Canada), Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

SECRETARY

Description of Office / Fonction

Disney Online Studios Canada Inc.

Names of Corporations / Dénomination sociale des sociétés

By / Par


Signature / Signature

Jeffrey N. Paule

Print name of signatory /
Nom du signataire en lettres moulées

PRESIDENT

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés

By / Par

Signature / Signature

Print name of signatory /
Nom du signataire en lettres moulées

Description of Office / Fonction


Part 1 of Schedule "A" to the Articles of Amalgamation
amalgamating each of Buena Vista (Canada), Inc.
and Disney Online Studios Canada Inc.

STATEMENT OF AN OFFICER OF
BUENA VISTA (CANADA), INC.
PURSUANT TO SUBSECTION 178(2)
OF THE *BUSINESS CORPORATIONS ACT*

I, Marsha L. Reed, of the City of Burbank, in the State of California, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am the Secretary of Buena Vista (Canada), Inc. and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of both of Buena Vista (Canada), Inc. and Disney Online Studios Canada Inc. (the "**Amalgamating Corporations**"), and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will, be able to pay its liabilities as they become due;
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made this 31st day of August, 2012.



Marsha L. Reed

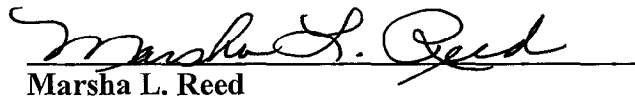
Part 2 of Schedule "A" to the Articles of Amalgamation
amalgamating each of Buena Vista (Canada), Inc.
and Disney Online Studios Canada Inc.

STATEMENT OF AN OFFICER OF
DISNEY ONLINE STUDIOS CANADA INC.
PURSUANT TO SUBSECTION 178(2)
OF THE *BUSINESS CORPORATIONS ACT*

I, Marsha L. Reed, of the City of Burbank, in the State of California, state that:

1. this Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (the "Act");
2. I am the Secretary of Disney Online Studios Canada Inc. and as such have knowledge of its affairs;
3. I have conducted such examinations of the books and records of both of Disney Online Studios Canada Inc. and Buena Vista (Canada), Inc. (the "**Amalgamating Corporations**"), and have made such enquiries and investigations as are necessary to enable me to make this Statement;
4. There are reasonable grounds for believing that:
 - (a) each of the Amalgamating Corporations is, and the corporation to be formed by their amalgamation will, be able to pay its liabilities as they become due;
 - (b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of any of the Amalgamating Corporations will be prejudiced by the amalgamation.

This Statement is made this 31st day of August, 2012.


Marsha L. Reed

RESOLUTION OF THE BOARD OF DIRECTORS

OF

BUENA VISTA (CANADA), INC.
(the "Corporation")

AMALGAMATION WITH DISNEY ONLINE STUDIOS CANADA INC.

WHEREAS the Corporation is the holding corporation of and wishes to amalgamate with Disney Online Studios Canada Inc. pursuant to subsection 177(1) of the *Business Corporations Act*;

THEREFORE IT IS RESOLVED that:

1. the amalgamation of the Corporation with Disney Online Studios Canada Inc. pursuant to subsection 177(1) of the *Business Corporations Act* is approved;
2. effective upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the *Business Corporations Act*, all issued and outstanding shares of Disney Online Studios Canada Inc. shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation except that the name of the amalgamated corporation will be Disney Canada Inc.;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred to in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise.

The undersigned, being all of the directors of the Corporation, sign the foregoing resolution in accordance with the provisions of the *Business Corporations Act*.

DATED the 31st day of August, 2012.


Lane B. Merrifield


Jeffrey N. Paule

RESOLUTION OF THE BOARD OF DIRECTORS

OF

DISNEY ONLINE STUDIOS CANADA INC.
(the "Corporation")

AMALGAMATION WITH BUENA VISTA (CANADA), INC.

WHEREAS the Corporation is a wholly-owned subsidiary of and wishes to amalgamate with Buena Vista (Canada), Inc. pursuant to subsection 177(1) of the *Business Corporations Act*;

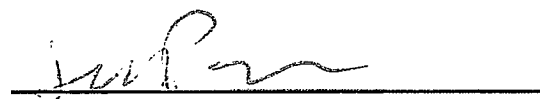
THEREFORE IT IS RESOLVED that:

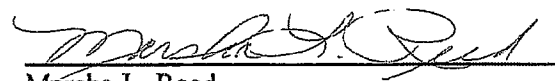
1. the amalgamation of the Corporation with Buena Vista (Canada), Inc. pursuant to subsection 177(1) of the *Business Corporations Act* is approved;
2. effective upon the endorsement of a Certificate of Amalgamation pursuant to subsection 178(4) of the *Business Corporations Act*, all issued and outstanding shares of the Corporation shall be cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of Buena Vista (Canada), Inc. except that the name of the amalgamated corporation will be Disney Canada Inc.;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Buena Vista (Canada), Inc.;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and
6. any director or officer of the Corporation is authorized to do whatever is, in such person's opinion, necessary or desirable to give effect to the amalgamation referred to in this resolution, including the execution and delivery of any other documents or agreements, whether under the seal of the Corporation or otherwise.

The undersigned, being all of the directors of the Corporation, sign the foregoing resolution in accordance with the provisions of the *Business Corporations Act*.

DATED the 31st day of August, 2012.


Lane B. Merrifield


Jeffrey N. Paule


Marsha L. Reed