

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	06/24/2013

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Frederick Warne & Co. Inc.		06/21/2013	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Frederick Warne & Co. LLC
<b>Street Address:</b>	375 Hudson Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10014
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 100**

Property Type	Number	Word Mark
Registration Number:	1289996	
Registration Number:	1289083	PETER RABBIT
Registration Number:	1289082	BEATRIX POTTER
Registration Number:	1290103	
Registration Number:	1290101	
Registration Number:	1298838	
Registration Number:	1289084	
Registration Number:	1281711	
Registration Number:	1325780	BEATRIX POTTER'S
Registration Number:	1324512	PETER RABBIT'S
Registration Number:	1350789	BENJAMIN BUNNY
Registration Number:	1350791	MRS. TIGGY-WINKLE
Registration Number:	1392536	

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Registration Number:	1418505	PETER RABBIT
Registration Number:	1350904	BEATRIX POTTER
Registration Number:	1393444	
Registration Number:	1324004	PETER RABBIT
Registration Number:	1325356	BEATRIX POTTER
Registration Number:	1341910	
Registration Number:	1341908	TOM KITTEN
Registration Number:	1339934	
Registration Number:	1379319	MRS. RABBIT
Registration Number:	1355298	THE WORLD OF BEATRIX POTTER
Registration Number:	1136137	
Registration Number:	1136138	
Registration Number:	1136142	
Registration Number:	1136147	
Registration Number:	1435532	
Registration Number:	1437298	
Registration Number:	1435534	
Registration Number:	1435531	
Registration Number:	1434736	
Registration Number:	1435529	
Registration Number:	1435527	
Registration Number:	1435535	
Registration Number:	1435533	
Registration Number:	1436405	
Registration Number:	1437296	
Registration Number:	1446350	
Registration Number:	1436404	
Registration Number:	1201168	
Registration Number:	1188599	BEATRIX POTTER
Registration Number:	1185687	JEMIMA PUDDLE-DUCK
Registration Number:	1185686	BENJAMIN BUNNY
Registration Number:	1183929	SQUIRREL NUTKIN
Registration Number:	1178023	TOM KITTEN
Registration Number:	1171453	BENJAMIN BUNNY
Registration Number:	1265089	PETER RABBIT

	1186919	PETER RABBIT
Registration Number:	1185685	PETER RABBIT
Registration Number:	1097569	BEATRIX POTTER COLLECTION
Registration Number:	1097568	JEMIMA PUDDLE-DUCK
Registration Number:	1096096	BEATRIX POTTER
Registration Number:	1027937	
Registration Number:	0973426	
Registration Number:	0957239	BEATRIX POTTER
Registration Number:	1421314	PETER RABBIT
Registration Number:	1475967	BEATRIX POTTER
Registration Number:	1185688	MR. JEREMY FISHER
Registration Number:	1546533	
Registration Number:	1546475	THE WORLD OF BEATRIX POTTER
Registration Number:	1546476	PETER RABBIT
Registration Number:	1710134	
Registration Number:	1721730	BEATRIX POTTER
Registration Number:	1739726	THE WORLD OF BEATRIX POTTER
Registration Number:	1794161	THE WORLD OF PETER RABBIT AND FRIENDS
Registration Number:	1788802	BEATRIX POTTER
Registration Number:	1788803	PETER RABBIT
Registration Number:	1862303	
Registration Number:	1822917	
Registration Number:	1838735	
Registration Number:	1864815	GOODY TIPTOES
Registration Number:	1864811	TIMMY TIPTOES
Registration Number:	1864810	PIGLING BLAND
Registration Number:	1868334	JEMIMA PUDDLE-DUCK
Registration Number:	2087327	BEATRIX POTTER
Registration Number:	2753390	BEATRIX POTTER
Registration Number:	2362424	
Registration Number:	2399894	PETER RABBIT
Registration Number:	2399891	
Registration Number:	3296322	THE WORLD OF BEATRIX POTTER PETER RABBIT
Registration Number:	3301095	
Registration Number:	3301097	

	3301099	
Registration Number:	3877765	
Registration Number:	1853944	FLOWER FAIRIES
Registration Number:	1534350	FLOWER FAIRIES
Registration Number:	1658944	FLOWER FAIRIES
Registration Number:	2492921	FLOWER FAIRIES
Registration Number:	2244522	FLOWER FAIRIES
Registration Number:	3694559	FAIRYOPOLIS
Serial Number:	85808632	PETER RABBIT
Serial Number:	85809169	PETER RABBIT
Serial Number:	85808772	MOPSY
Serial Number:	85809022	MR TOD
Serial Number:	85809455	SQUIRREL NUTKIN
Serial Number:	85809463	BENJAMIN BUNNY
Serial Number:	85809472	LILY BOBTAIL
Serial Number:	85829536	LILY BOBTAIL
Serial Number:	85624084	FLOWER FAIRIES

**CORRESPONDENCE DATA**

Fax Number:

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Email: jyen@fchs.com

Correspondent Name: Pasquale A. Razzano

Address Line 1: 1290 Avenue of the Americas

Address Line 4: New York, NEW YORK 10104

NAME OF SUBMITTER:	Pasquale A. Razzano
Signature:	/pasquale a. razzano/
Date:	08/08/2013

Total Attachments: 5

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***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on June  
21, 2013.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

Rev. 06/07

**TRADEMARK**  
**REEL: 005086 FRAME: 0005**

130621000821

**CERTIFICATE OF MERGER**  
**OF**  
**FREDERICK WARNE & CO. INC.**  
(a New York corporation)  
**WITH AND INTO**  
**FREDERICK WARNE & CO. LLC**  
(a Delaware limited liability company)  
**UNDER SECTION 1003 OF THE**  
**LIMITED LIABILITY COMPANY LAW**

June 21, 2013

1. The name and jurisdiction of formation or organization of each entity that is to merge is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Frederick Warne & Co. Inc.	New York
Frederick Warne & Co. LLC	Delaware

The name under which Frederick Warne & Co. Inc. was originally incorporated is Frederick Warne & Co., Limited

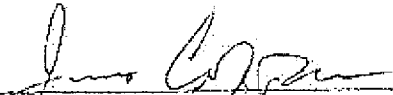
2. The date when the certificate of incorporation of Frederick Warne & Co. Inc. was filed with the Department of State of the State of New York is March 29, 1920. The date when the certificate of formation of Frederick Warne & Co. LLC was filed with the Secretary of State of the State of Delaware is June 21, 2013.
3. The name of the surviving entity is Frederick Warne & Co. LLC.
4. The agreement of merger has been approved and executed by each entity that is a party thereto.
5. The future effective date of the merger is June 24, 2013.
6. Frederick Warne & Co. LLC, which is the surviving entity, hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in any action or special proceeding. The address to which the Secretary of State of the State of New York shall mail a copy of any process against Frederick Warne & Co. LLC served upon him is 375 Hudson Street, New York, NY 10014.
7. The agreement of merger is on file at a place of business of Frederick Warne & Co. LLC, the address of which is 375 Hudson Street, New York, NY 10014.

8. A copy of the agreement of merger will be furnished by Frederick Warne & Co. LLC, which is the surviving entity, on request and without cost to any person holding any interest in any entity that is to merge pursuant to such agreement.
9. Frederick Warne & Co. LLC, which is the surviving entity, hereby agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of Frederick Warne & Co. Inc., previously amenable to suit in the State of New York, and for the enforcement of the right of shareholders of Frederick Warne & Co. Inc. to receive payment for their interests against Frederick Warne & Co. LLC.
10. Frederick Warne & Co. LLC, which is the surviving entity, hereby agrees that Frederick Warne & Co. LLC will promptly pay to the shareholders of Frederick Warne & Co. Inc. the amount, if any, to which they shall be entitled under the provisions of the New York Business Corporation Law or any applicable statute relating to the right of shareholders to receive payment for their interests.
11. The merger is permitted under the laws of the State of Delaware, which is the jurisdiction of formation of Frederick Warne & Co. LLC.
12. Frederick Warne & Co. LLC, which is the surviving entity, will not conduct business in the State of New York until it has filed an application for authority with the New York Department of State.

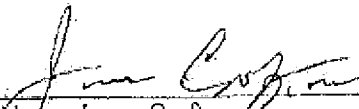
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the date first above written.

FREDERICK WARNE & CO. INC.

By:   
Name: James Crofton  
Title: Vice President

FREDERICK WARNE & CO. LLC

By:   
Name: James Crofton  
Title: Authorized Person

[Certificate of Merger of Frederick Warne & Co. Inc. with and into Frederick Warne & Co. LLC]

TRADEMARK  
REEL: 005086 FRAME: 0008



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CERTIFICATE OF MERGER  
OF  
FREDERICK WARNE & CO. INC.  
WITH AND INTO  
FREDERICK WARNE & CO. LLC

Section 1003 of the Limited Liability Company Law

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2013 JUN 21 PM 2:02

FILED  
2013 JUN 21 PM 2:25

Filer: Morgan, Lewis & Bockius LLP  
45th Floor  
101 Park Avenue  
New York, NY 10178  
Cust. Ref#697336Jba  
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602  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUN 21 2013

TAX \$ \_\_\_\_\_

BY: hmc

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