

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM311541

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
POOF-Slinky, Inc.		05/21/2013	CORPORATION: MICHIGAN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	POOF-Slinky, LLC		
<b>Street Address:</b>	10 Glenville Street, 1st Floor		
<b>City:</b>	Greenwich		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06831		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MICHIGAN		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3794471	DECODER PUZZLES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2127158000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	2127157670		
<b>Email:</b>	KLTrademark@kramerlevin.com		
<b>Correspondent Name:</b>	Kramer Levin Naftalis & Frankel LLP		
<b>Address Line 1:</b>	1177 Avenue of the Americas		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	066286-00022		
<b>NAME OF SUBMITTER:</b>	Tania C. Ramos		
<b>SIGNATURE:</b>	/TANIA C. RAMOS/		
<b>DATE SIGNED:</b>	07/23/2014		
<b>Total Attachments: 6</b>			
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TRADEMARK

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS BUREAU OF COMMERCIAL SERVICES	
Date Received <b>MAY 21 2013</b>	<div style="text-align: right; font-size: small;">BUREAU USE ONLY</div> <div style="text-align: center; font-size: x-large; font-weight: bold;">E22188</div> <div style="text-align: center; font-size: small;">ID# after conversion</div> <div style="text-align: right; font-size: x-large; font-weight: bold;">FILED</div> <div style="text-align: right; font-size: x-large; font-weight: bold;">MAY 21 2013</div> <div style="text-align: right; font-weight: bold;">Administrator Corporation Division</div>
THIS DOCUMENT IS EFFECTIVE ON THE DATE FILED, UNLESS A SUBSEQUENT EFFECTIVE DATE WITHIN 90 DAYS AFTER RECEIVED DATE IS STATED IN THE DOCUMENT.	
Name: Sarah E. Kaehler, Kramer Levin Naftalis & Frankel LLP	
Address: 1177 Avenue of the Americas	
City: New York, NY 10036	State: _____ ZIP Code: _____
EFFECTIVE DATE: _____	

*Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.*

### CERTIFICATE OF CONVERSION

**For use by a Corporation Converting into a Business Organization**

*Pursuant to the provisions of Act 264, Public Acts of 1972 (profit corporations) and Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation executes the following Certificate of Conversion.*

**1. Before Conversion**

Entity Name: POOF-Slinky, Inc.		Entity ID: 457131
Indicate (X) Entity Type	<input checked="" type="checkbox"/> Domestic Profit Corporation Street Address, if different than the one provided in item 3: _____ <input type="checkbox"/> Foreign Corporation	

**2. After Conversion**

Entity Name: POOF-Slinky, LLC	
Indicate (X) Entity Type	<input type="checkbox"/> Domestic Profit Corporation <input type="checkbox"/> Foreign Corporation <input checked="" type="checkbox"/> Domestic Limited Liability Company <input type="checkbox"/> Foreign Limited Liability Company
If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares, and has not elected a board of directors, proceed to item 6.	
If the converting corporation has commenced business, proceed to item 3.	

3. Surviving Business Organization

Governing Statute: MICHIGAN LIMITED LIABILITY COMPANY ACT
Street Address: 45400 HELM ST, PLYMOUTH, MI, 48170
Principal Place of Business: 45400 HELM ST, PLYMOUTH, MI, 48170

4. Shares

Designation and number of outstanding shares in each class or series	63,000 shares: 60,000 shares of Common Stock and 3,000 shares of Redeemable Preferred Stock
Indicate class or series of shares entitled to vote	Common Stock
Indicate class or series entitled to vote as a class	Common Stock
If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows: N/A	

5. The terms and conditions of the proposed conversion, including the manner and basis of converting the shares of the converting corporation into the shares of the converted entity.

The 63,000 shares of issued and outstanding stock of the converting corporation will convert into 100% membership interest in the converted limited liability company.
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6. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in the office.)

The conversion is effective on the _____ day of _____, _____.
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The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

7. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date

8. The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name
None.

9. Signatures: Complete only Section (a), (b), or (c)

Complete if the Corporation has not commenced business:

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued shares, and has not elected a board of directors in accordance with Section 745(1)(d) of the act.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
(Signature of Incorporator)

\_\_\_\_\_  
(Signature of Incorporator)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Signature of Incorporator)

\_\_\_\_\_  
(Signature of Incorporator)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

Complete if the Corporation has commenced business:

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the Domestic Corporation in accordance with Section 745(1)(c) of the Act.

Signed this 21 day of May 2013

By  \_\_\_\_\_  
(Signature of Authorized Officer or Agent)

John Belinfak  
(Type or Print Name)

Complete only if the converting corporation is foreign:

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

By \_\_\_\_\_  
(Signature of Authorized Officer or Agent)

\_\_\_\_\_  
(Type or Print Name)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS BUREAU OF COMMERCIAL SERVICES										
Date Received <b>MAY 21 2013</b>	(FOR BUREAU USE ONLY)									
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.										
<table border="1"> <tr> <td colspan="3">Name Sarah E. Kaehler, Kramer Levin Nafkalis &amp; Frankel LLP</td> </tr> <tr> <td colspan="3">Address 1177 Avenue of the Americas</td> </tr> <tr> <td>City New York</td> <td>State NY</td> <td>ZIP Code 10036</td> </tr> </table>		Name Sarah E. Kaehler, Kramer Levin Nafkalis & Frankel LLP			Address 1177 Avenue of the Americas			City New York	State NY	ZIP Code 10036
Name Sarah E. Kaehler, Kramer Levin Nafkalis & Frankel LLP										
Address 1177 Avenue of the Americas										
City New York	State NY	ZIP Code 10036								
EFFECTIVE DATE:										

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**ARTICLES OF ORGANIZATION**  
For use by Domestic Limited Liability Companies  
(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned executes the following Articles:

**ARTICLE I**

The name of the limited liability company is: POOF-Slinky, LLC

**ARTICLE II**

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

**ARTICLE III**

The duration of the limited liability company if other than perpetual is: \_\_\_\_\_

**ARTICLE IV**

- The name of the resident agent at the registered office is: CSC-Lawyers Incorporating Service (Company)
- The street address of the location of the registered office is:  
601 Abbot Road, East Lansing, Michigan 48823  
(Street Address) (City) (Zip Code)
- The mailing address of the registered office if different than above:  
\_\_\_\_\_, Michigan \_\_\_\_\_  
(P.O. Box or Street Address) (City) (Zip Code)

**ARTICLE V** (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

\_\_\_\_\_

Signed this 21 day of May 2013  
By [Signature]  
John Betniak (Type or Print Name(s) of Organizer(s))

SCHEDULE

MARK	REG. NO.	REG. DATE
DECODER PUZZLES	3,794,471	05/25/10