

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM324852

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CEWE COLOR AG & CO. OHG		10/01/2013	CORPORATION: GERMANY
RECEIVING PARTY DATA			
Name:	CEWE Stiftung & Co. KGaA		
Street Address:	Meerweg 30-32		
City:	Oldenburg		
State/Country:	GERMANY		
Postal Code:	26133		
Entity Type:	CORPORATION: GERMANY		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3579456	SMILEBOOKS	
Registration Number:	3579459	SMILEBOOKS	
CORRESPONDENCE DATA			
Fax Number:	2066826031		
<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>			
Phone:	206-622-4900		
Email:	ColleenM@SeedIP.com		
Correspondent Name:	Lorraine Linford		
Address Line 1:	701 Fifth Avenue		
Address Line 2:	Suite 5400		
Address Line 4:	Seattle, WASHINGTON 98104		
ATTORNEY DOCKET NUMBER:	200180.201/202		
NAME OF SUBMITTER:	Lorraine Linford		
SIGNATURE:	/Lorraine Linford/		
DATE SIGNED:	12/02/2014		
Total Attachments: 9			
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No. of entry	a) Company name b) Registered office, branch, business address, authorised recipients, branch offices c) Object of the company	Capital stock or share capital	a) General representation arrangement b) Management board, executive body, managing directors, personally liable partners, directors, authorised representatives and special power of representation	Full powers of signature (Prokura)	a) Legal form, commencement of association or shareholders' agreement b) Other legal relationships	a) Date of entry b) Remarks
1	2 a) CeWe Color Holding AG b) Oldenburg c) The holding and administration of participating interests in companies in the photographic industry, in photographic laboratories and in retail companies and the production of photographic articles and accessories as well as the holding and administration of all types of assets. In particular, the company has the task of holding participating interests in the following company: CeWe Color AG & Co. OHG, Oldenburg. The company may hold and administer additional equivalent participating interests with the consent of the Supervisory Board.	3 € 15.600.052,00	4 a) The Management Board consists of two or several persons. The company is represented by the Management Board or by one member of the Management Board in conjunction with an authorised signatory. The Management Board members may, generally or on an individual basis, be granted the power to conclude legal transactions on behalf of the company with themselves as the representative of a third party. b) Management Board member: Heydemann, Andreas, Bad Zwischenahn Management Board member: Dr. Hollander, Rolf, Oldenburg, *04.09.1951 Management Board member: Wefers, Michael, Oldenburg, *29.08.1958 Management Board member: Schmidt-Sacktt, Wulf-D., Edewecht	5	6 a) Joint-stock company Shareholders' agreement of 14 December 1968 (now articles of association) last amended on 30 June 2005 b) Created as a result of the transformation of Vereinigte CeWe Color/Kebe Gesellschaft mit beschränkter Haftung, Oldenburg, pursuant to section 376 et seqq. of the German Stock Corporation Act (AktG) and the transformation resolution of 24 April 1992. The General Meeting approved the conditional increase of the capital stock by up to € 5,200,000.00 through the resolution of 16 June 1992 as amended by the resolution of 17 June 1999. The General Meeting of 24 June 2004 approved the amendment of the articles of association in Article 1.2.1 (Object of the company) Article 2.3 (Conditional Capital) and Article 2.4.1 (Authorised Capital). The management board is authorised, with the consent of the Supervisory Board, to increase the company's registered capital stock by 24 June 2009 once or several times, but in total by a maximum of € 7,800,000.00 in return for cash deposits or contributions in kind by issuing new shares. In the case of contributions in kind the subscription right of shareholders is excluded.	7 a) 04.08.2005 Sextroh b) Articles of association Sheet 120 et seqq. Special volume VII Transformation resolution Sheet 25 et seqq. Special volume II Date of first entry: 08.01.1969 This sheet has been rewritten in order to be continued on computer and replaces the former Commercial Register sheet. Approved on 04.08.2005
2		€ 14.040.052,00			a) The General Meeting on 1 June 2008 approved the new version of Article 3.1.3 (Deadline for convening the General Meeting), Article 3.1.4 (Participation in the General Meeting and exercise of voting right) and Article 3.2 (Chairing of the General Meeting) of the articles of association. b) On the basis of the authorisation of the General Meeting of 30 June 2005 the Management Board resolved on 29 May 2006, with the Supervisory Board's consent of 1 June 2006, to reduce the share capital by € 1.560.000,00 from € 15.600.052,00 to € 14.040.052,00 by buying back shares. The reduction of the share capital was carried out.	a) 27.07.2009 Tligner

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HRB 2956

Commercial Register B of Oldenburg Local Court (Amtsgericht) Printout
 Release order from 04.09.2014 08:06 Number of company: Page 2 of 5

No. of entry	1	2	3	4	5	6	7
a) Company name b) Registered office, branch, business address, authorised recipients, branch offices c) Object of the company	Capital stock or share capital	a) General representation arrangement b) Management board, executive body, managing directors, personally liable partners, directors, authorised representatives and special power of representation	Full powers of signature (Prokura)	a) Legal form, commencement, articles of association or shareholders' agreement b) Other legal relationships	a) Date of entry b) Remarks		
1	3	4	5	6	7		
3				Article 2.1 and Article 2.2.1 of the articles of association (Share capital and shares) were amended.	a) 03.08.2006 Pieperhohns b) Participating in Oldenburg Local Court (Amtsgericht), HRA 1548		
4				b) Entry of 27 July 2006 corrected ex officio due to typing error. On the basis of the authorisation of the General Meeting of 30 June 2005 the Management Board resolved on 29 May 2006, with the Supervisory Board's consent of 1 June 2006, to reduce the share capital by € 1.560.000,00 from € 15.500.052,00 to € 14.040.052,00 by buying back shares. The reduction of the share capital was carried out.	a) 28.08.2006 Tilgner		
5				b) Entry of 28 August 2006 corrected ex officio due to transfer error. On the basis of the authorisation of the General Meeting of 30 June 2005 the Management Board resolved on 29 May 2006, with the Supervisory Board's consent of 1 June 2006, to reduce the share capital by € 1.560.000,00 from € 15.900.052,00 to € 14.040.052,00 by buying back shares. The reduction of the share capital was carried out.	a) 29.09.2006 Tilgner		
6		b) No longer member of the Management Board: Schmidt-Sacht, Wulf-D., Edewecht		Article 2.1 and Article 2.2.1 of the articles of association (Share capital and shares) were amended.	a) 08.01.2007 Tilgner		

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No. of entry	1 a) Company name b) Registered office, branch, business address, authorised recipients, branch offices c) Object of the company	2 Capital stock or share capital	3 a) General representation arrangement b) Management board, executive body, managing directors, personally liable partners, directors, authorised representatives and special power of representation	4 Full powers of signature (Prokura)	5 a) Legal form, commencement, articles of association or shareholders' agreement b) Other legal relationships	6 a) Date of entry b) Remarks
1	2	3	4	5	6	7
7		€ 19,188,052.00	Appointed as member of the Management Board: Dr. Fageth, Reiner, Oldenburg, *28.12.1963		As a result of the conditional increase of the share capital on 18 June 1992/17 June 1999/24 June 2004 1,980,000 pre-emptive shares have been issued; the share capital was increased by € 5,148,000.00 and now amounts to € 19,188,052.00. By resolution of the Supervisory Board of 19 January 2007 Article 2.1, Article 2.2.1 and Article 2.3 (Share capital and shares) of the articles of association were amended.	a) 27.02.2007 Tilgner
8					The contingent capital resolved at the general meetings on 16 June 1992/17 June 1999/24 June 2004 has not yet been fully exhausted.	a) 04.05.2007 Tilgner
9					The General Meeting on 26 April 2007 approved the amendment of the articles of association in Article 3 (General Meeting) and in Article 8 (Announcement).	a) 24.06.2008 Tilgner
10	b) Business address: Meerweg 30-32, 26133 Oldenburg		b) No longer member of the Management Board: Wiefers, Michael, Oldenburg, *29.08.1958		The General Meeting on 28 May 2008 approved the amendment of the articles of association in Article 3 (General Meeting) and in Article 4 (Supervisory Board).	a) 03.02.2009 Hollmann
11					The General Meeting on 28 May 2009 approved the amendment of the articles of association in Article 2.4.1 (Authorised capital) and in Article 3.3.3 (Effect of exercise of voting right by proxies).	a) 30.06.2009 Wrieden
12			b) Appointed as member of the Management Board: Dr. Holzkämper, Olaf, Oldenburg, *04.03.1970			a) 30.04.2010 Wrieden

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1	2	3	4	5	6	7
13					a) The General Meeting on 2 June 2010 approved the amendment of the articles of association in Article 3.1.5 (Appointment of voting right representatives).	a) 28.06.2010 Tasler
14					a) The General Meeting on 18 May 2011 approved the amendment of the articles of association in Article 3.1.4 (General Meeting).	a) 26.05.2011 Meinhardt
15					The entry with serial no. 11 is supplemented as follows: The Management Board is authorised by resolution of the General Meeting of 28 May 2009, with the Supervisory Board's consent, to increase the share capital until 27 May 2014 by issuing once or several times new no-par-value bearer shares in return for cash deposits and/or contributions in kind by up to € 9,590,000.00. In the case of contributions in kind the subscription right of shareholders is excluded (Authorised Capital 2009/II). The authorisation of 24 June 2004 has been cancelled.	a) 20.06.2012 Meinhardt
16					b) In accordance with the resolution of the General Meeting of 5 June 2013 the company was transformed by way of a change of legal form to CEWE Stiftung & Co. KGaA with registered office in Oldenburg and has approved the new version of the articles of association. The change of legal form will not take effect until the legal entity with the new legal form has been registered.	a) 01.10.2013 Meinhardt
17					b) The merger was registered in the register of the acquiring CEWE Stiftung & Co. KGaA on 1 October 2013, registered ex officio pursuant to Article 19 (2) of the German Transformation Act (UmwG). The company was dissolved.	a) 01.10.2013 Meinhardt
18					b) The entry of 1 October 2013 is clarified as follows: The change of legal form took effect on 1 October 2013 with the registration of the legal entity with the new legal form (Oldenburg Local Court (Amtsgericht) HRB 208214).	a) 01.10.2013 Meinhardt

No. of entry	a) Company name b) Registered office, branch, business address, authorised recipients, branch offices c) Object of the company	Capital stock or share capital	a) General representation arrangement b) Management board - executive body, managing directors, personally liable partners, directors, authorised representatives and special power of representation	Full powers of signature (Prokura)	a) Legal form, commencement, articles of association or shareholders' agreement b) Other legal relationships	a) Date of entry b) Remarks
1	2	3	4	5	6	7

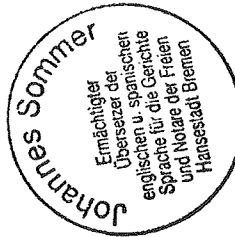
The company was dissolved.

In my capacity as English translator authorised by the President of Bremen Regional Court and serving the courts and notaries public of the Free Hanseatic City of Bremen I hereby certify that the above translation from German to English is accurate and complete.

Bremen, dated 12 September 2014

Reg. no. 2177/14

Johannes Sommer
 Johannes Sommer





No. of entry	a) Company name b) Registered office, branch, business address, authorised recipients, branch offices c) Object of the company	Capital stock or share capital	a) General representation arrangement b) Board of directors, executive body, managing directors, personally liable partners, directors, authorised representatives and special power of representation	Full powers of signature (Prokura)	a) Legal form, commencement, articles of association or shareholders' agreement b) Other legal relationships	a) Date of entry b) Remarks
1	2	3	4	5	6	7
1	a) CEWE Stiftung & Co. KGaA b) Oldenburg Business address: Meerweg 30-32, 26133 Oldenburg c) <u>Operation of photography laboratories and trade in and production of all types of film, photography and TV articles, holding and management of shareholdings, especially in companies with the aforementioned company purpose, as well as the photography industry in photography laboratories and in companies trading in and producing photography articles and accessories and well as the holding and management of all types of assets in Germany and abroad.</u>	€ 19,186,052.00	a) Each personally liable partner shall represent the company on his own. b) Personally liable partner: Neumüller CeWe Color Stiftung, Oldenburg		a) Partnership limited by shares Articles of association of 05.06.2013 b) Created through conversion by way of change of form of CeWe Color Holding AG, Oldenburg (Oldenburg Local Court (Amtsgericht) HRB 2956) in accordance with the resolution of the shareholders' meeting of 05.06.2013 with simultaneous rewording of the articles of association. In this connection the amendment of Article 2 (Object of the company) and Article 3 (Share capital and shares) were in particular adopted. The shareholders' meeting of 16.06.1992, 17.06.1999, 24.06.2004 and 05.06.2013 approved the conditional increase of the share capital by an amount up to € 52,000.00 subdivided into 20,000 bearer shares. The articles of association were revised in connection with the change of form in Article 3 (4) (Share capital and shares) with regard to the conditional capital increase and according to the resolution adopted on 05.06.2013. The personally liable partner is authorised by resolution of the shareholders' meeting on 05.06.2013 (on the basis of the resolution of 28.05.2009) to increase the share capital, with the consent of the supervisory board, by issuing on one or several occasions until 27.05.2014 new no-par value bearer shares against cash contributions or contributions in kind by up to € 9,590,000.00. In the case of contributions in kind the subscription right of shareholders is excluded. The articles of association were revised accordingly in connection with the change of form in Article 3 (5) (Share capital and shares) with regard to the authorised capital (Authorised Capital 2009/I in the version 2013/II).	a) 01.10.2013 Meinhardt
2				Joint powers of signature in conjunction with another authorised signatory: Abendroth, Wolfgang, Bremen, *05.12.1950 Altpeter, Ralf Thomas, Oldenburg *08.04.1961 Bauer-Hack, Jörg, Bad Zwischenahn, *18.10.1957 Berkhauer, Patrick, Tours/France, *30.06.1968 Bessing, Arndt, Oldenburg, *01.11.1968 Blatt, Marion, Beme, *26.12.1972		a) 16.10.2013 Reckow-Wulf

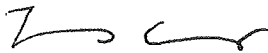
No. of entry	2 a) Company name b) Registered office, branch, business address, authorised recipients, branch offices c) Object of the company	3 Capital stock or share capital	4 a) General representation arrangement b) Board of directors, executive body, managing directors, personally liable partners, directors, authorised representatives and special power of representation	5 Full powers of signature (Prokura)	6 a) Legal form, commencement, articles of association or shareholders' agreement b) Other legal relationships	7 a) Date of entry b) Remarks
1				<p>Boehm, Reiner, Scharbeutz, *22.01.1951 Brockmann, Hans-Jürgen, Jüchen, *10.08.1954 Bühl, Michael, Münsterlal, *09.10.1967 Dierks, Gerold, Bad Zwischenahn, *01.07.1949 Dr. Dussler, Gerd, Münster, *21.06.1970 Dr. Fageth, Reiner, Oldenburg, *28.12.1963 Hass, Oliver, Wiefelstede, *26.05.1974 Dr. Hausmann, Matthias, Oldenburg *05.07.1963 Heiming, Martin, Emdingen, *28.03.1965 Heitkamp, Carsten, Oldenburg, *28.11.1964 Heydermann, Andreas, Bad Zwischenahn, *07.10.1953 Dr. Hollander, Rolf, Edewecht, *04.09.1951 Dr. Holzkämper, Olaf, Oldenburg, *04.03.1970 Jungelut, Ludger, Bad Zwischenahn, *26.09.1967 Kluge, Andreas, Gotha, *18.10.1963 Korzanowski, Klaus-Dieter, Oldenburg, *24.04.1955 Dr. Marz, Joachim, Oldenburg, *27.07.1957 Mehlis, Thomas, Oldenburg, *17.02.1971 Mess, Matthias, Bad Schwartau, *14.06.1961 Meyer, Alf, Rastede, *07.02.1966 Plwitz, Harald, Oldenburg, *30.04.1952 Prustel, Ulrich, Oiching, *28.10.1961 Reinhold, Stephan, Germenting, *11.10.1952 Schimpf, Daniel Matthias, Oldenburg, *23.07.1977 Thalmann, Felix, Westerstedde, *09.02.1961 Thomsen, Oliver, Wardenburg, *19.09.1968 Uhlenbrock, Jörg, Ganderkesee, *28.09.1954 Verm, Jean-Paul, Bremen, *04.06.1958 Dr. Waechter, Hubertus, Loose, *13.09.1952 Dr. Wieting, Ralf, Edewecht, *15.11.1965</p>		
3	<p>c) - the design, production, marketing and distribution of photofinishing and printing products, - trade (including e-commerce) in photofinishing and printing products and in all types of other film, photography and electronic articles, - all types of internet services</p>				<p>a) The shareholders' meeting on 05.06.2013 approved the full revision of the articles of association and hereby in particular a new amendment in Article 2 (Object of the company).</p>	<p>a) 25.10.2013 Reckow-Wulff</p>

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1	2 - the development and distribution of software in connection with the design, production, marketing, distribution, trade in and service activities of the company as well as - the holding and management of all types of assets, in particular of shareholdings in Germany and abroad.	3	4	5	6	7

In my capacity as English translator authorised by the President of Bremen Regional Court and serving the courts and notaries public of the Free Hanseatic City of Bremen I hereby certify that the above translation from German to English is accurate and complete.

Bremen, dated 8 July 2014

Reg. no. 2159/14



Johannes Sommer

