

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM368360

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	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

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

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	1416765	PETER RABBIT
Registration Number:	1102685	PETER RABBIT
Registration Number:	1097567	PETER RABBIT
Registration Number:	1090869	TAILOR OF GLOUCESTER
Registration Number:	1075001	THE TAILOR AND CUTTER
Registration Number:	0976408	THE ORIGINAL PETER RABBIT BOOKS
Registration Number:	1168541	TOM KITTEN
Registration Number:	1166581	BEATRIX POTTER
Registration Number:	1161125	FLOPSY
Registration Number:	1151813	MRS. TIGGY WINKLE
Registration Number:	1151121	MR. JEREMY FISHER
Registration Number:	1150538	JEMIMA PUDDLE-DUCK
Registration Number:	1103868	BENJAMIN BUNNY
Registration Number:	1098130	
Registration Number:	1096731	JEMIMA PUDDLE-DUCK
Registration Number:	1097571	HUNCA MUNCA
Registration Number:	1097570	BEATRIX POTTER

OP \$440.00 1416765

CORRESPONDENCE DATA**Fax Number:**

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.

Email: jyen@fchs.com**Correspondent Name:** FITZPATRICK, CELLA, HARPER & SCINTO**Address Line 1:** 1290 Avenue of the Americas**Address Line 2:** 01397.001079**Address Line 4:** New York, NEW YORK 10104

ATTORNEY DOCKET NUMBER:	01397.001709.
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NAME OF SUBMITTER:	Pasquale A. Razzano
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SIGNATURE:	/Pasquale A. Razzano/
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DATE SIGNED:	01/07/2016
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Total Attachments: 8

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FREDERICK WARNE & CO. INC.", A NEW YORK CORPORATION,
WITH AND INTO "FREDERICK WARNE & CO. LLC" UNDER THE NAME OF
"FREDERICK WARNE & CO. LLC", A LIMITED LIABILITY COMPANY
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF
JUNE, A.D. 2013, AT 7:56 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FOURTH DAY OF
JUNE, A.D. 2013, AT 12:01 O'CLOCK A.M.

5355016 8100M

130800540



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0530810

DATE: 06-21-13

TRADEMARK
REEL: 005704 FRAME: 0794

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 18-209 OF THE
LIMITED LIABILITY COMPANY ACT

June 21, 2013

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

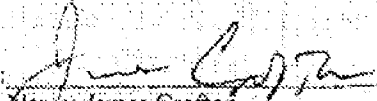
<u>Name</u>	<u>Jurisdiction</u>
Frederick Warne & Co. Inc	New York
Frederick Warne & Co. LLC	Delaware

2. An agreement of merger has been approved and executed by each entity that is to merge.
3. The name of the surviving entity is Frederick Warne & Co. LLC.
4. The effective time of the merger for purposes of the Limited Liability Company Act of the State of Delaware and the Business Corporation Law of the State of New York is 12:01 a.m. on June 24, 2013.
5. The merger is permitted under the laws of the State of New York, which is the jurisdiction of organization of Frederick Warne & Co. Inc.
6. 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.
7. A copy of the agreement of merger will be furnished by Frederick Warne & Co. LLC, on request and without cost, to any member of Frederick Warne & Co. LLC or any person holding an interest in Frederick Warne & Co. Inc.

[SIGNATURE PAGE FOLLOWS]

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

FREDERICK WARNE & CO. LLC

By: 
Name: James Crofton
Title: Vice President

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

TRADEMARK
REEL: 005704 FRAME: 0796

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

130627000821

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

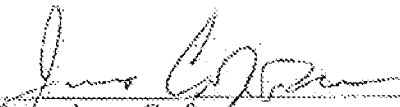
2. The date when the certificate of incorporation of Frederick Warne & Co. Inc. was filed with the Department of State of the State of New York is March 29, 1920. The date when the certificate of formation of Frederick Warne & Co. LLC was filed with the Secretary of State of the State of Delaware is 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.

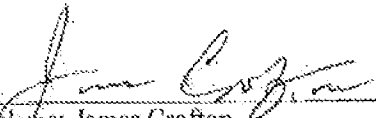
[SIGNATURE PAGE FOLLOWS]

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]

130621000821

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

Section 1003 of the Limited Liability Company Law

RECEIVED
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
45

DRAWDOWN

CSC 45
DRAWDOWN

cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 21 2013

TAX \$ _____

BY: huc