

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM413566

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Tom Doherty Associates, LLC		12/31/2016	Limited Liability Company: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Macmillan Publishing Group, LLC		
<b>Street Address:</b>	175 Fifth Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10010		
<b>Entity Type:</b>	Limited Liability Company: NEW YORK		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	74456926	FORGE	
<b>Serial Number:</b>	74083712	TOR	
<b>Serial Number:</b>	73532691	TOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2124898340		
<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>	212 489-8230		
<b>Email:</b>	NYC-Trademark@dwt.com		
<b>Correspondent Name:</b>	Alexandra Nicholson		
<b>Address Line 1:</b>	Davis Wright Tremaine LLP		
<b>Address Line 2:</b>	1251 Avenue of the Americas, 21st Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10020		
<b>ATTORNEY DOCKET NUMBER:</b>	0086829-000043		
<b>NAME OF SUBMITTER:</b>	Alexandra Nicholson		
<b>SIGNATURE:</b>	/Alexandra Nicholson/		
<b>DATE SIGNED:</b>	01/25/2017		
<b>Total Attachments: 6</b>			

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source=Certificate of Merger TDA into MPG - NY#page6.tif

FILING RECEIPT

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ENTITY NAME: MACMILLAN PUBLISHING GROUP, LLC

DOCUMENT TYPE: MERGER (DOM LLC)  
PROCESS

COUNTY: NEWY

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FILED:12/20/2016 DURATION:\*\*\*\*\* CASH#:161220000546 FILM #:161220000516

FILER:

EFFECT DATE

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PATTERSON BELKNAP WEBB & TYLER LLP  
1133 AVENUE OF THE AMERICAS

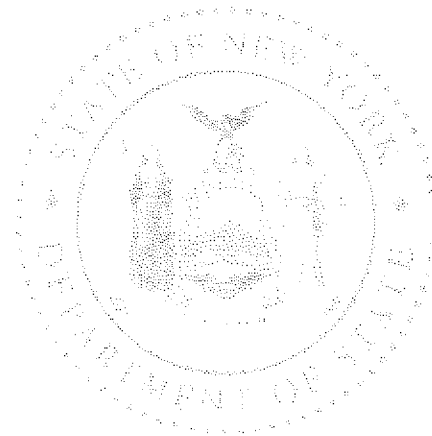
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12/31/2016

NEW YORK, NY 10036

ADDRESS FOR PROCESS:

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THE LLC  
175 FIFTH AVENUE  
NEW YORK, NY 10010

REGISTERED AGENT:  
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CONSTITUENT NAME: TOM DOHERTY ASSOCIATES, LLC

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SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEEs                    220.00  
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FILING                 60.00  
TAX                     0.00  
CERT                    0.00  
COPIES                 10.00  
HANDLING              150.00

PAYMENTS              220.00  
-----  
CASH                    0.00  
CHECK                  0.00  
CHARGE                 0.00  
DRAWDOWN              220.00  
    OPAL                0.00  
REFUND                 0.00

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**TRADEMARK** (04/2007)

REEL: 005974 FRAME: 0567

***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 December 21, 2016.

A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan W. Fitzgerald  
Executive Deputy Secretary of State

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CSC 45  
DRAW DOWN

**CERTIFICATE OF MERGER  
OF  
TOM DOHERTY ASSOCIATES, LLC  
AND  
MACMILLAN PUBLISHING GROUP, LLC  
INTO  
MACMILLAN PUBLISHING GROUP, LLC**

(Pursuant to Section 1003 of the Limited Liability Company Law)

**FIRST:** The name of each domestic limited liability company, and the name under which each domestic limited liability company was formed, is: Tom Doherty Associates, LLC (referred to herein as "Doherty") and Macmillan Publishing Group, LLC (referred to herein as "Macmillan"). Macmillan was initially formed under the name of St. Martin's Press, LLC.

**SECOND:** The dates when the Articles of Organization of each domestic limited liability company were filed with the New York Department of State are:

Doherty: December 7, 1998  
Macmillan: December 7, 1998

**THIRD:** The name of the surviving domestic limited liability company is: Macmillan Publishing Group, LLC.

**FOURTH:** The agreement of merger setting forth the terms and conditions of the merger has been duly approved and executed by each domestic limited liability company that is a party thereto.

**FIFTH:** The effective date of the merger shall be December 31, 2016.

**SIXTH:** The surviving limited liability company hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served. The address within or without the State of New York to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

Macmillan Publishing Group, LLC  
175 Fifth Avenue  
New York, NY 10010

**SEVENTH:** The agreement of merger is on file at the place of business of the surviving limited liability company:

Macmillan Publishing Group, LLC  
175 Fifth Avenue  
New York, NY 10010

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**TRADEMARK  
REEL: 005974 FRAME: 0569**

**EIGHTH:** A copy of the agreement of merger will be furnished, without cost, by the surviving limited liability company on request to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

*[Signature page on following page]*

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Dated: December 20, 2016

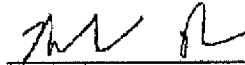
**TOM DOHERTY ASSOCIATES, LLC**



Name: Michael Ross

Title: Authorized Person

**MACMILLAN PUBLISHING GROUP, LLC**



Name: Michael Ross

Title: Authorized Person

