

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM507283

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Those Characters From Cleveland, Inc.		01/11/2019	Corporation: OHIO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Those Characters From Cleveland, LLC		
<b>Street Address:</b>	28601 Chagrin Blvd., Ste. 500		
<b>City:</b>	Woodmere		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44122		
<b>Entity Type:</b>	Limited Liability Company: OHIO		
<b>PROPERTY NUMBERS Total: 71</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4864703	BEDTIME BEAR	
<b>Registration Number:</b>	5200300	BRAVE HEART LION	
<b>Registration Number:</b>	5291120	BRIGHT HEART RACCOON	
<b>Registration Number:</b>	1294343	CARE BEARS	
<b>Registration Number:</b>	1270509	CARE BEARS	
<b>Registration Number:</b>	1773296	CARE BEARS	
<b>Registration Number:</b>	1780477	CARE BEARS	
<b>Registration Number:</b>	3767824	CARE BEARS	
<b>Registration Number:</b>	3336078	CARE BEARS	
<b>Registration Number:</b>	4606764	CARE BEARS	
<b>Registration Number:</b>	4602800	CARE BEARS	
<b>Registration Number:</b>	4787519	CARE BEARS	
<b>Registration Number:</b>	4485461	CARE-A-LOT	
<b>Registration Number:</b>	1297503	CHEER BEAR	
<b>Registration Number:</b>	5200299	COZY HEART PENGUIN	
<b>Registration Number:</b>	5551162	DAYDREAM BEAR	
<b>Registration Number:</b>	5233853	DUST BRAIN	
<b>Registration Number:</b>	2636552	FRIEND BEAR	
<b>Registration Number:</b>	2640492	FUNSHINE BEAR	
<b>TRADEMARK</b>			

CH \$1790.00 4864703

Property Type	Number	Word Mark
Registration Number:	4994925	GOOD LUCK BEAR
Registration Number:	1297504	GRUMPY BEAR
Registration Number:	4868503	GRUMPY BEAR
Registration Number:	4440561	HARMONY BEAR
Registration Number:	5382277	HEART SONG BEAR
Registration Number:	871354	HOLLY HOBBIE
Registration Number:	1010507	HOLLY HOBBIE
Registration Number:	3912353	HOLLY HOBBIE
Registration Number:	3912358	HOLLY HOBBIE
Registration Number:	3168446	HOPEFUL HEART BEAR
Registration Number:	5233854	HORN HEAD
Registration Number:	5276906	LAUGH-A-LOT BEAR
Registration Number:	5291119	LOTSA HEART ELEPHANT
Registration Number:	1285368	LOVE-A-LOT BEAR
Registration Number:	3795128	MADBALLS
Registration Number:	5188442	MADBALLS
Registration Number:	5365820	MADBALLS
Registration Number:	5503343	MADBALLS
Registration Number:	2716495	SHARE BEAR
Registration Number:	5382278	SHINE BRIGHT BEAR
Registration Number:	5233852	SLOBULUS
Registration Number:	1285202	TENDERHEART BEAR
Registration Number:	5286806	TRUE HEART BEAR
Registration Number:	4868502	WISH BEAR
Registration Number:	4422288	WONDERHEART
Serial Number:	87855713	BIRTHDAY BEAR
Serial Number:	87183925	BLECH BEARD
Serial Number:	87726983	CARE BEARS
Serial Number:	88140552	CHRISTMAS WISH BEAR
Serial Number:	87130253	GENTLE HEART LAMB
Serial Number:	87235886	GET ALONG GANG
Serial Number:	88136280	GET ALONG GANG
Serial Number:	87305298	HERSELF THE ELF
Serial Number:	87409062	HERSELF THE ELF
Serial Number:	86787905	HOLLY HOBBIE
Serial Number:	87129651	LOYAL HEART DOG
Serial Number:	87305231	MADBALLS
Serial Number:	87356297	MADBALLS

Property Type	Number	Word Mark
Serial Number:	87184270	MUCHO GROSSO
Serial Number:	86627498	OOPSY BEAR
Serial Number:	87184330	POPPA PIMPLE
Serial Number:	87129647	PROUD HEART CAT
Serial Number:	87184256	SKUNKVENGER
Serial Number:	87184339	SLOBBERNAUT
Serial Number:	87184350	SPIKEFACE
Serial Number:	87184345	SUSHISSASIN
Serial Number:	87129649	SWIFT HEART RABBIT
Serial Number:	87115374	XCAP
Registration Number:	5643747	BEST FRIEND BEAR
Registration Number:	5643775	OOPSY BEAR
Registration Number:	5628255	RAINBOW HEART BEAR
Registration Number:	5643751	SECRET BEAR

**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.*

**Phone:** 3308588823  
**Email:** trademarks@grantlasalle.com  
**Correspondent Name:** Jill T. Grant  
**Address Line 1:** 111 Stow Ave Ste 104  
**Address Line 4:** Cuyahoga Falls, OHIO 44221

<b>NAME OF SUBMITTER:</b>	Jill T. Grant
<b>SIGNATURE:</b>	/Jill T. Grant/
<b>DATE SIGNED:</b>	01/25/2019

**Total Attachments: 10**

source=TCFC Conversion Documentation#page1.tif  
source=TCFC Conversion Documentation#page2.tif  
source=TCFC Conversion Documentation#page3.tif  
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DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
01/15/2019	201901403606	Conversion Within SOS Records (CVS)	99.00	0.00	0.00	0.00

**Receipt**

This is not a bill. Please do not remit payment.

NSI  
MARINA REEL  
145 BAKER STREET  
MARION, OH 43302

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Frank LaRose  
642251**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**THOSE CHARACTERS FROM CLEVELAND, LLC**

and, that said business records show the filing and recording of:

Document(s)

**Conversion Within SOS Records**

Effective Date: 01/11/2019

Document No(s):

**201901403606**

CHANGE BUSINESS TYPE DOM. PROFIT LIM. LIAB. CO.



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
15th day of January, A.D. 2019.

*Frank LaRose*  
Ohio Secretary of State

**TRADEMARK  
REEL: 006538 FRAME: 0044**



Form 700 Prescribed by:

**JON HUSTED**  
OHIO SECRETARY OF STATE

Toll Free: (877) 809-FILE (877-787-3463)  
Central Ohio: (614) 498-3910

www.OhioSecretaryofState.gov  
husted@OhioSecretaryofState.gov

File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 1339  
Columbus, OH 43216

Expedite Filing (Two business day processing time.  
Requires an additional \$100.00)

P.O. Box 1890  
Columbus, OH 43216

# Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

**Filing Fee: \$99**  
**Form Must Be Typed**

COPY

(CHECK ONLY ONE (1) BOX)

(1) <input checked="" type="checkbox"/> <b>Converting <u>Within</u> The Records of the Ohio Secretary of State</b>	(2) <input type="checkbox"/> <b>Converting <u>Off</u> The Records of the Ohio Secretary of State</b> (187-VXX)
--	---

Name of the converting entity	Those Characters from Cleveland, Inc.
Jurisdiction of Formation	Ohio
Charter/Registration Number	642251

The converting entity is a:  
(Check Only (1) One Box)

<input checked="" type="checkbox"/> Domestic Corporation (For-Profit or Nonprofit)	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation (For-Profit or Nonprofit)	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Domestic Nonprofit Limited Liability Company	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Nonprofit Limited Liability Company	<input type="checkbox"/> Domestic Limited Liability Partnership
<input type="checkbox"/> Domestic For-Profit Limited Liability Company	<input type="checkbox"/> Foreign Limited Liability Partnership
<input type="checkbox"/> Foreign For-Profit Limited Liability Company	

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.

Name of the converted entity

Jurisdiction of Formation

The converted entity is a:  
**(Check Only (1) One Box)**

<input type="checkbox"/> Domestic Corporation (For-Profit)	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation (For-Profit or Nonprofit)	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Domestic Nonprofit Limited Liability Company	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Nonprofit Limited Liability Company	<input type="checkbox"/> Domestic Limited Liability Partnership
<input checked="" type="checkbox"/> Domestic For-Profit Limited Liability Company	<input type="checkbox"/> Foreign Limited Liability Partnership
<input type="checkbox"/> Foreign For-Profit Limited Liability Company	

Effective Date (Optional)  (The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

Name

Mailing Address

City State Zip Code

**Required information that must accompany conversion certificate if box 2 is checked**

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

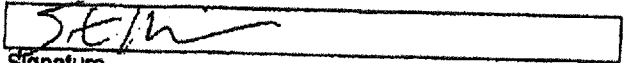
City State Zip Code

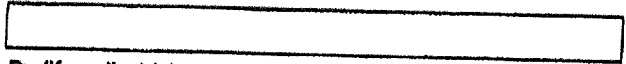
**See instructions for additional filing requirements if**

- (1) the conversion creates a new domestic entity,
- (2) the converted entity is a foreign entity that desires to transact business in Ohio; or
- (3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

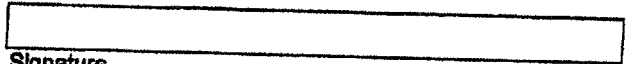
IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

**Required**  
Must be signed by an  
authorized representative.

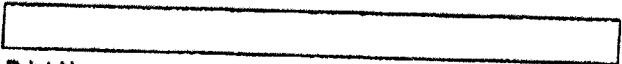
  
Signature

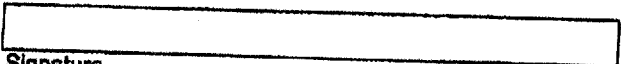
  
By (if applicable)

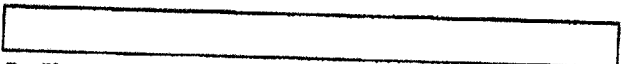
**Steve Rubin, Authorized Representative**  
Print Name

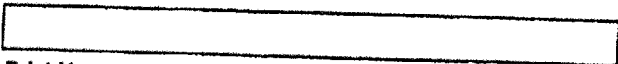
  
Signature

  
By (if applicable)

  
Print Name

  
Signature

  
By (if applicable)

  
Print Name

Complete the information in this section.

**AFFIDAVIT**

In lieu of dissolution releases from various governmental authorities.

Those Characters from Cleveland, Inc.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	Date Notified	Agency	Date Notified
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215	1/9/19	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 814-752-4811 Phone: 814-466-2319 Overnight: P.O. Box 182413 Columbus, OH 43218-2413	1/9/19 Regular: P.O. Box 182413 Columbus, OH 43218-2413
*Only required for domestic for-profit corporations			
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us	1/9/19	<input checked="" type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	
*Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see* note below]			

\*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature SKR Title General Counsel/COO

Name Steven K. Rubin

Mailing Address 28601 Chagrin Blvd., Suite 500

City Sharon Woodmere

State OH

Zip Code 44122

Sworn to and subscribed in my presence on \_\_\_\_\_

Seal



MARC H. FELDMAN, ESQ.  
ATTORNEY AT LAW

NOTARY PUBLIC  
STATE OF OHIO  
Notary Public  
Sec 147.03 O.R.C.

Commission Expires

N/A  
Date



AFFIDAVIT OF PERSONAL PROPERTY

State of Cuyahoga  
County of Cuyahoga

Steven K. Rubin  
Name of Officer

General Counsel  
Title of Officer

of Those Characters from Cleveland, Inc.  
Name of Corporation

and that this affidavit is made in compliance with Section 1701.811(4); 1701.88(H) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property in the following county (ies)

Signature: [Signature]

Title:

Sworn to and subscribed in my presence on Date



MARC H. FELDMAN, ESQ.  
ATTORNEY AT LAW  
NOTARY PUBLIC  
STATE OF OHIO  
Sec 147.03 O.R.C.

[Signature]  
Notary Public

Expiration date of Notary Public's Commission

Date 1/9/19



PO Box 182382  
Columbus, OH 43218-2382  
tax.ohio.gov



DANIEL SOLEIMANI  
C/O JAFFE RAITT HEUER & WEISS  
27777 FRANKLIN RD, STE 2500  
SOUTHFIELD, MI 48034  
USA

December 18, 2018  
Contact ID: 1472922657

RE: Certificate of Tax Clearance  
Entity Name: Those Characters From Cleveland  
Ohio Charter # 642251  
Certificate Issue Date: 12/18/2018

This certificate confirms the above-referenced entity filed all tax returns and paid in full all taxes and fees administered by the Tax Commissioner through the certificate issue date referred to above.

This certificate does not preclude the Department from issuing a bill and/or assessment against the entity for any tax returns and/or tax liabilities and fees that become due after the certificate issue date. Also, this certificate does not preclude the Department from conducting an examination or audit for any period ending prior to the date this certificate is filed with the Ohio Secretary of State.

This Certificate of Tax Clearance is valid for thirty (30) days from the certificate issue date and must be filed along with all forms prescribed by the Ohio Secretary of State.

Joseph W. Testa  
Tax Commissioner

If you have any questions, please contact us.

Tax Release Unit  
Phone: 1-855-995-4422  
Fax: 1-206-984-0378  
TTY/TDD: 1-800-750-0750

TRAT0001

1 of 1

Form 533A Prescribed by:

**JON HUSTED**  
Ohio Secretary of State



Toll Free: (877) 605-FILE (877-767-3463)  
Central Ohio: (614) 486-3810  
www.OhioSecretaryofState.gov  
hustedsvr@OhioSecretaryofState.gov  
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 670  
Columbus, OH 43216

Expedite Filing (Two business day processing time.  
Requires an additional \$100.00)

P.O. Box 1890  
Columbus, OH 43216

For screen readers, follow instructions located at this path.

## Articles of Organization for a Domestic Limited Liability Company

**Filing Fee: \$99**  
**Form Must Be Typed**

**CHECK ONLY ONE (1) BOX**

(1)  Articles of Organization for Domestic  
For-Profit Limited Liability Company  
(115-LCA)

(2)  Articles of Organization for Domestic  
Nonprofit Limited Liability Company  
(115-LCA)

Name of Limited Liability Company

**Those Characters from Cleveland, LLC**

(Name must include one of the following words or abbreviations:  
"limited liability company," "limited," "LLC," "L.L.C.," "ltd.," or "ltd.")

Optional: Effective Date (MM/DD/YYYY)

(The legal existence of the corporation begins upon the  
filing of the articles or on a later date specified that is not  
more than ninety days after filing.)

Optional: This limited liability company shall exist for

**Perpetual**

Period of Existence

Optional: Purpose

### \*\* Note for Nonprofit LLCs

The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit limited liability company secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. \*\*

**Original Appointment of Statutory Agent**

The undersigned authorized member(s), manager(s) or representative(s) of

**Those Characters from Cleveland, LLC**  
(Name of Limited Liability Company)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

**COGENCY GLOBAL INC.**  
(Name of Statutory Agent)

**3958-D Brown Park Dr.**  
(Mailing Address)

**Hilliard**  
(Mailing City)

**OH**  
(Mailing State)

**43026**  
(Mailing ZIP Code)

**Acceptance of Appointment**

The Undersigned, **COGENCY GLOBAL INC.**, named herein as the  
(Name of Statutory Agent)

Statutory agent for **Those Characters from Cleveland, LLC**  
(Name of Limited Liability Company)

hereby acknowledges and accepts the appointment of statutory agent for said limited liability company.

Statutory Agent Signature **Robynn Conculda Asst. Secy**  
(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

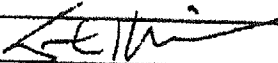
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Articles and original appointment of agent must be signed by a member, manager or other representative.

If the authorized representative is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the authorized representative is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

  
Signature

By (if applicable)

**Steve Rubin, Authorized Representative**  
Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name