

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM510583

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/05/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Vermont Teddy Bear Company, Inc.		02/15/2019	Corporation: NEW YORK

RECEIVING PARTY DATA

Name:	The Vermont Teddy Bear Company, Inc.
Street Address:	6655 Shelburne Road, P.O. Box 965
City:	Shelburne
State/Country:	VERMONT
Postal Code:	05482
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	2012955	TEDDYGRAMS
Registration Number:	1985986	VERMONT BEAR-GRAM
Registration Number:	1885425	BEAR COUNSELOR
Registration Number:	1941985	THE VERMONT TEDDY BEAR COMPANY
Registration Number:	2012975	BEAR-GRAM
Registration Number:	2377833	THE ALL-AMERICAN TEDDY BEAR
Registration Number:	2131281	MAKE A FRIEND FOR LIFE
Registration Number:	2324850	BEARANIMAL
Registration Number:	2547579	COFFEE CUB
Registration Number:	2430925	BEAR-GRAM
Registration Number:	2767056	TEDDY EXPRESS
Registration Number:	2767086	SENDAMERICA
Registration Number:	2769475	SENDVERMONT
Registration Number:	2499043	THE CREATIVE ALTERNATIVE TO FLOWERS
Registration Number:	2518493	LOVE IS IN THE BEAR
Registration Number:	2568118	
Registration Number:	2553662	BEARS SAY IT BEST
Registration Number:	2628819	NOTHING SAYS YOU CARE LIKE A BEAR

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2732667	BEARS TO BUSINESS
Registration Number:	2847944	PREFUR'D MEMBER
Registration Number:	2722118	PAJAMAGRAM
Registration Number:	2642700	SHOW YOU CARE, SEND A BEAR
Registration Number:	2971438	FRIEND FOR LIFE
Registration Number:	3169072	SAY IT WITH A BEAR
Registration Number:	3329824	BABYGRAM
Registration Number:	3405846	LOVEGRAM
Registration Number:	3265471	LITTLE HERO
Registration Number:	3392250	BIG HERO, LITTLE HERO

CORRESPONDENCE DATA

Fax Number: 7036190110

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: 703-619-0101

Email: jayspiegel@aol.com

Correspondent Name: H. Jay Spiegel

Address Line 1: P.O. Box 11

Address Line 4: Mount Vernon, VIRGINIA 22121

NAME OF SUBMITTER: H. Jay Spiegel

SIGNATURE: /H. Jay Spiegel/

DATE SIGNED: 02/19/2019

Total Attachments: 16

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RECORDATION OF MERGER AND ASSIGNMENT

WHEREAS, THE VERMONT TEDDY BEAR COMPANY, INC. (VTB-NY), was incorporated in New York on January 27, 1984 (see attached Exhibit 2, NEW YORK CERTIFICATE OF MERGER, paragraph 6); and

WHEREAS, VTB-NY is currently the owner of record in the records of the U.S. Patent and Trademark Office (USPTO) concerning the following U.S. Trademark and Service mark registrations:

<u>Serial No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
74/270,688	04/29/1992	2,012,955	TEDDYGRAMS	11/05/1996
74/442,081	09/30/1993	1,985,986	VERMONT BEAR-GRAM	07/09/1996
74/442,087	09/30/1993	1,885,425	BEAR COUNSELOR	03/21/1995
74/442,088	09/30/1993	1,941,985	THE VERMONT TEDDY BEAR COMPANY	12/19/1995
74/442,097	09/30/1993	2,012,975	BEAR-GRAM	11/05/1996
75/044,360	01/16/1996	2,377,833	THE ALL-AMERICAN TEDDY BEAR	08/15/2000
75/136,982	07/22/1996	2,131,281	MAKE A FRIEND FOR LIFE	01/20/1998
75/403,963	12/11/1997	2,324,850	BEARANIMAL	02/29/2000
75/425,720	01/29/1998	2,547,579	COFFEE CUB	03/12/2002
75/750,773	07/16/1999	2,430,925	BEAR-GRAM	02/27/2001
75/753,153	07/16/1999	2,767,056	TEDDY EXPRESS	09/23/2003
75/837,934	11/02/1999	2,767,086	SENDAMERICA	09/23/2003
75/837,935	11/02/1999	2,769,475	SENDVERMONT	09/30/2003
75/892,611	01/07/2000	2,499,043	THE CREATIVE ALTERNATIVE TO FLOWERS	10/16/2001
75/892,612	01/07/2000	2,518,493	LOVE IS IN THE BEAR	12/11/2001
75/896,781	01/14/2000	2,568,118	HEART IN CIRCLE DESIGN	05/07/2002
75/911,447	02/04/2000	2,553,662	BEARS SAY IT BEST	03/26/2002
75/911,598	02/04/2000	2,628,819	NOTHING SAYS YOU CARE LIKE A BEAR	10/01/2002
76/109,175	08/15/2000	2,732,667	BEARS TO BUSINESS	07/01/2003
76/204,550	02/05/2001	2,847,944	PREFUR'D MEMBER	06/01/2004
76/209,729	02/14/2001	2,722,118	PAJAMAGRAM	06/03/2003
76/354,946	01/04/2002	2,642,700	SHOW YOU CARE, SEND A BEAR	10/29/2002

76/420,456	04/29/2002	2,971,438	FRIEND FOR LIFE	07/19/2005
76/488,699	02/11/2003	3,169,072	SAY IT WITH A BEAR	11/07/2006
76/492,419	02/14/2003	3,329,824	BABYGRAM	11/06/2007
76/498,204	03/17/2003	3,405,846	LOVEGRAM	04/01/2008
76/570,372	01/15/2004	3,265,471	LITTLE HERO	07/17/2007
76/570,373	01/15/2004	3,392,250	BIG HERO, LITTLE HERO	03/04/2008

WHEREAS, THE VERMONT TEDDY BEAR COMPANY, INC. (VTB-DE), was incorporated in Delaware on December 19, 2006, having a place of business at 6655 Shelburne Road, P.O. Box 965, Shelburne, VT 05482 (see attached Exhibit 1); and

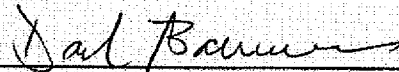
WHEREAS, on February 5, 2007, VTB-NY was merged into VTB-DE and VTB-DE became the sole surviving entity (see attached Exhibit 3); and

WHEREAS, in connection with the above-mentioned merger, ownership of the marks listed above was assigned to VTB-DE together with the goodwill of the business symbolized by each and every one of the listed marks; and

WHEREAS, this document is presented for recordation in the assignment records of the USPTO so that the records of the USPTO correctly reflect the current ownership of the listed marks.

NOW, THEREFORE, acknowledging that it paid good and valuable consideration to VTB-NY, during its existence, to become the owner of the above-listed marks, VTB-DE herewith states that pursuant to the merger described above, it is the current owner of all the marks listed above including, with respect to each mark, the goodwill of the business symbolized thereby.

THE VERMONT TEDDY BEAR COMPANY, INC.
A corporation of Delaware
6655 Shelburne Road, P.O. Box 965
Shelburne, VT 05482



By David Baumes
Chief Financial Officer

State of Vermont

County of Chittenden

On this 15th day of February, 2019, before me appeared David Baumes, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of THE VERMONT TEDDY BEAR COMPANY, INC., a corporation of Delaware.



(Signature of Notary Public)

My Commission Expires:


1/31/2021

EXHIBIT 1

Division of Corporations - X

Secure | https://icis.corp.delaware.gov/Ecorp/EntitySearch/NameSearch.aspx

Apps KBB SB VT8 Personal CG Data Tasks Other bookmarks



State of Delaware
The Official Website of the First State

Department of State: Division of Corporations Allowable Characters

Entity Details	
THIS IS NOT A STATEMENT OF GOOD STANDING	
File Number	4264084
Incorporation Date / Formation Date	12/19/2006 (mm/dd/yyyy)
Entity Name	THE VERMONT TEDDY BEAR CO., INC.
Entity Kind	Corporation
Entity Type	General
Residency	Domestic
State	DELAWARE
REGISTERED AGENT INFORMATION	
Name	THE CORPORATION TRUST COMPANY
Address	CORPORATION TRUST CENTER 1209 ORANGE ST
City	WILMINGTON
County	New Castle
State	DE
Postal Code	19801
Phone	302-658-7581

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

Would you like Status Status, Tax & History Information

For help on a particular field click on the Field Tag to take you to the help area.

EXHIBIT 2

State of New York }
Department of State } SS:

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 seal of the Department of State on **February 08, 2007**



A handwritten signature in black ink, appearing to be "D. A. 20", is written over the seal.

Special Deputy Secretary of State

DOS-1266 (Rev. 11/05)

f070208000640

CT-07

NEW YORK CERTIFICATE OF MERGER

OF

THE VERMONT TEDDY BEARCO., INC.
A NEW YORK CORPORATION

AND

THE VERMONT TEDDY BEAR CO., INC.,
A DELAWARE CORPORATION

INTO

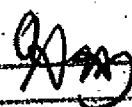
THE VERMONT TEDDY BEAR CO., INC.
A DELAWARE CORPORATION

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FEB 08 2007

Filed by: Goulston & Storrs
400 Atlantic Avenue
Boston, MA 02110-3333

FILED
TAX S
BY: 

Cust Ref: 6846846 cc

RECEIVED
2007 FEB -8 PM 12:22

DRAWDOWN

2007 FEB -6 PM 4:07
2007 FEB -8 PM 2:03

FILED

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TRADEMARK

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CT-07

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CERTIFICATE OF MERGER

OF

THE VERMONT TEDDY BEAR CO., INC.
A NEW YORK CORPORATION

AND

THE VERMONT TEDDY BEAR CO., INC.
A DELAWARE CORPORATION

INTO

THE VERMONT TEDDY BEAR CO., INC.
A DELAWARE CORPORATION

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

1. (a) The name of each constituent corporation is as follows:
(In case the name of any party has been changed, indicate the name under which it was formed.)

The Vermont Teddy Bear Co., Inc., a New York corporation
The Vermont Teddy Bear Co., Inc., a Delaware corporation

The name of the surviving corporation is The Vermont Teddy Bear Co., Inc., a Delaware corporation

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation

The Vermont Teddy Bear Co., Inc., a New York corporation

Designation and number of shares in each class or series outstanding

2,692,306 shares of Common Stock
90 shares of Series A Preferred Stock
1,176,578 shares of Series B Convertible Preferred Stock

Class or series of shares entitled to vote

The Common Stock and Series B Preferred Stock are entitled to vote

Shares entitled to vote as a class or series
None

2. The Vermont Teddy Bear Co., a Delaware corporation

Designation and number of shares in each class or series outstanding

1 share of Common Stock

Class or series of shares entitled to vote

the Common Stock

Shares entitled to vote as a class or series
None

3. The Agreement and Plan of Merger was adopted by the constituent New York domestic corporation in the following manner:

As to The Vermont Teddy Bear Co., Inc., by the written consent of the sole shareholder given in accordance with Section 615 of the Business Corporation Law.

The Agreement and Plan of Merger was adopted by the surviving corporation, The Vermont Teddy Bear Co., Inc. a Delaware corporation, by the written consent of the sole shareholder.

4. The merger is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith. Each constituent foreign corporation has complied as follows:

The Vermont Teddy Bear Co., Inc. has complied with the applicable provisions of the laws of the State of Delaware under which it is incorporated, and this merger is permitted by such laws.

5. The surviving corporation is to be The Vermont Teddy Bear Co., Inc. a corporation of the State of Delaware incorporated on the 20th day of December, 2006.

6. The date when the certificate of incorporation of The Vermont Teddy Bear Co., Inc., a New York corporation was filed by the New York Department of State was the 27th day of January, 1984.

The date when the certificate of incorporation of The Vermont Teddy Bear Co., Inc., a Delaware corporation was filed by the Delaware Secretary of State was the 20th day of December, 2006 and has not filed an application for authority in New York and will not do business in New York until they have done so.

7. The Vermont Teddy Bear Co., Inc., a Delaware corporation 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 any constituent corporation, previously amendable to suit in the State of New York, and for the enforcement under the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving consolidated corporation; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is its registered office: CT Corporation System, 111 Eighth Avenue, New York, N.Y. 10011.

Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

8. The Vermont Teddy Bear Co., Inc. agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent New York corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of the shareholders to receive payment for their shares.

9. Vermont Teddy Bear Co., Inc. hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by Vermont Teddy Bear Co., Inc. has been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger (or consolidation) has been filed by Vermont Teddy Bear Co., Inc. The said report, if estimated, is subject to amendment.

The Vermont Teddy Bear Co., Inc. hereby agrees that it will within 30 days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent domestic corporation.

10. The merger shall be effective on the date of filing this New York Certificate of Merger.

[Signatures on following page]

IN WITNESS WHEREOF, this Certificate of Merger is duly executed by and on behalf of the undersigned as of the date first above written.

The Vermont Teddy Bear Company, Inc.
a New York corporation

By: Elisabeth B. Roberts
Name: Elisabeth B. Roberts
Its: CEO

The Vermont Teddy Bear Co.
a Delaware corporation

By: Elisabeth B. Roberts
Name: Elisabeth B. Roberts
Its: CEO

EXHIBIT 3

Delaware

PAGE 1

The First State

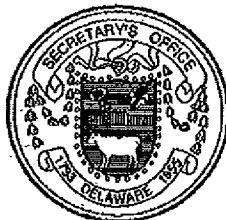
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE VERMONT TEDDY BEAR CO., INC.", A NEW YORK CORPORATION, WITH AND INTO "THE VERMONT TEDDY BEAR CO., INC." UNDER THE NAME OF "THE VERMONT TEDDY BEAR CO., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF FEBRUARY, A.D. 2007, AT 1:34 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4264084 8100M

070124522



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5407933

DATE: 02-05-07

TRADEMARK

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STATE OF DELAWARE

CERTIFICATE OF MERGER
FOREIGN CORPORATION INTO A DOMESTIC CORPORATION

Pursuant to Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

- FIRST:** The surviving corporation is The Vermont Teddy Bear Co., Inc., a Delaware corporation (the "Surviving Corporation").
- SECOND:** The corporation being merged into the Surviving Corporation is The Vermont Teddy Bear Co., Inc., a New York corporation (the "Terminating Corporation").
- THIRD:** The Board of Directors of the Surviving Corporation duly adopted the following resolutions on December 22, 2006:

"That the merger of the Terminating Corporation with and into the Corporation, with the Corporation as the surviving entity (the "Merger"), pursuant to the Agreement of Plan of Merger, dated as of December 26, 2006 by and among the Corporation, the Terminating Corporation (the "Merger Agreement") is advisable and in the best interest of the Corporation and its stockholders, and the Corporation is hereby authorized to consummate the transactions contemplated by the Merger Agreement, and that the officers be, and each acting singly hereby is, authorized to take all such actions and execute and deliver all agreements, instruments and other documents as such officer, in his sole discretion, deems necessary or appropriate to consummate the transactions contemplated by the Merger Agreement, the execution and delivery of any such agreements, instruments, or documents and the taking of any such actions to be conclusive evidence of the approval thereof by this Board of Directors."

- FOURTH:** An Agreement and Plan of Merger with respect to the foregoing has been adopted, approved, certified, executed and acknowledged by the Surviving Corporation in the manner provided by Sections 252, of the General Corporation Law of the State of Delaware, and has been adopted, approved, certified, executed and acknowledged by the Terminating Corporation, in accordance with Section 903 of the New York Business Corporation Law.
- FIFTH:** The Certificate of Incorporation of the Surviving Corporation in effect prior to the merger contemplated hereby shall be the Certificate of Incorporation of the surviving corporation.

- SIXTH:** The authorized capital stock of the Surviving Corporation consists of 4,050,000 shares of Common Stock, 90 shares of Series A Preferred Stock, and 2,700,000 shares of Series B Convertible Preferred Stock.
- SEVENTH:** The Agreement and Plan of Merger is on file at the office of the principal business address of the Surviving Corporation.
- EIGHTH:** A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of each of the constituent corporations.

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed by an authorized officer this 26th day of December, 2006.

The Vermont Teddy Bear Co., Inc.

By: Elizabeth B. Roberts
Name: Elizabeth B. Roberts
Its: CEO