

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM634892

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/12/2021
RESUBMIT DOCUMENT ID:	900597512

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pawtucket Red Sox Baseball Club, LLC		02/11/2021	Limited Liability Company: RHODE ISLAND

RECEIVING PARTY DATA

Name:	Worcester Red Sox Baseball Club, LLC
Street Address:	100 Madison Street
City:	Worcester
State/Country:	MASSACHUSETTS
Postal Code:	01608
Entity Type:	Limited Liability Company: MASSACHUSETTS

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Serial Number:	90037592	DIAMOND DINING
Serial Number:	90053717	WOOFSTER
Serial Number:	90053689	WOOFSTER
Serial Number:	90053675	WOOFSTER
Serial Number:	90053655	WOOFSTER
Serial Number:	90491824	W WORCESTER BASEBALL CLUB HEART OF THE C
Serial Number:	90037561	DINING ON THE DIAMOND
Serial Number:	90037520	DINING ON THE DIAMOND
Registration Number:	6211615	WOOSOX
Serial Number:	88053577	WOOSOX
Registration Number:	6169963	WOOSOX
Serial Number:	88312282	RUBY LEGS
Serial Number:	88312260	WICKED WORMS
Serial Number:	88705613	WOOSOX
Serial Number:	88705605	WOOSOX
Registration Number:	4459194	P
Registration Number:	4570840	P

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4570839	P
Registration Number:	4477324	P
Registration Number:	4461873	PAWSOX
Registration Number:	4458701	PAWSOX
Registration Number:	4231453	PAWTUCKET SLATERS
Registration Number:	4231452	PROVIDENCE GRAYS
Registration Number:	3634450	P PAWSOX
Registration Number:	3634449	P PAWSOX
Registration Number:	2587225	PAWSOX

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: swr@mg-ip.com

Correspondent Name: Muncy, Geissler, Olds & Lowe, P.C.

Address Line 1: 4000 Legato Road

Address Line 2: Suite 310

Address Line 4: Fairfax, VIRGINIA 22033

ATTORNEY DOCKET NUMBER: 14116

NAME OF SUBMITTER: Sherri Weisbeck-Raslich

SIGNATURE: /Sherri Weisbeck-Raslich/

DATE SIGNED: 03/26/2021

Total Attachments: 13

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source=WORCESTER RED SOX BASEBALL CLUB LLC - MA - Merger Filing - Domestic - 656928-10-0#page4.tif
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CERTIFICATE OF MERGER

OF

WORCESTER RED SOX BASEBALL CLUB, LLC

February 11, 2021

Pursuant to Chapter 156C, Section 61 of the Massachusetts Limited Liability Company Act, the undersigned surviving limited liability company hereby submits the following Certificate of Merger for filing:

1. The name, federal employer identification number, and principal office address of the entities involved in the merger are:

<u>Name</u>	<u>Principal Office Address</u>
Pawtucket Red Sox Baseball Club, LLC	1 Columbus Avenue Pawtucket, RI 02860
Worcester Red Sox Baseball Club, LLC	100 Madison Street Worcester, MA 01608

2. The date and jurisdiction of formation or organization of the entities involved in the merger are:

<u>Name</u>	<u>Date of Formation</u>	<u>State of Formation</u>
Pawtucket Red Sox Baseball Club, LLC	1/24/1977	Rhode Island
Worcester Red Sox Baseball Club, LLC	2/9/2021	Massachusetts

3. The name and federal employer identification number of the surviving limited liability company is: Worcester Red Sox Baseball Club, LLC, EIN: 05-0370993, which EIN the surviving company will succeed to, pursuant to the merger.

4. An agreement of merger has been approved and executed by each entity which is to merge.

5. The merger has been duly adopted in accordance with the laws of Massachusetts and Rhode Island and in accordance with the provisions of the operating agreements of the entities.

6. The effective date of the merger shall become effective upon filing with the Secretary of State of the Commonwealth of Massachusetts.

7. The agreement of merger is on file at a place of business of the surviving limited liability company, the address of which is 100 Madison Street, Worcester, Massachusetts 01608.

8. Survivor is a domestic limited liability company.

9. A copy of the agreement of merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

10. The name and business address of each manager of the surviving limited liability company is:

<u>Name</u>	<u>Business Address</u>
Larry Lucchino	c/o Boston Red Sox Baseball Club 4 Jersey Street Boston, MA 02215

11. The name and business address of each person authorized to execute on behalf of the surviving limited liability company, documents to be filed with the Secretary of the Commonwealth is:

<u>Name</u>	<u>Business Address</u>
Larry Lucchino	c/o Boston Red Sox Baseball Club 4 Jersey Street Boston, MA 02215

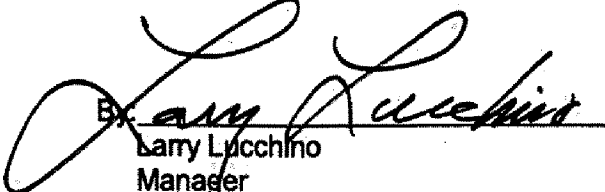
12. The name and business address of each person authorized to execute, acknowledge, deliver and record on behalf of the surviving limited liability company, any recordable instrument purporting to affect an interest in real property is:

<u>Name</u>	<u>Business Address</u>
Larry Lucchino	c/o Boston Red Sox Baseball Club 4 Jersey Street Boston, MA 02215

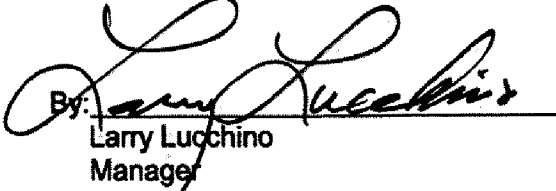
[Signature page follows]

The undersigned have executed this Certificate of Merger as of the date set forth above.

PAWTUCKET RED SOX BASEBALL CLUB, LLC

By: 
Larry Lucchino
Manager

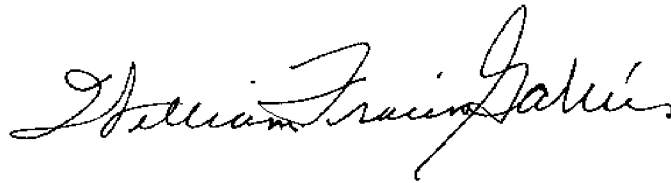
WORCESTER RED SOX BASEBALL CLUB, LLC

By: 
Larry Lucchino
Manager

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

February 12, 2021 07:19 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

RECEIVED
 STATE DEPT. OF BUS. SVCS. DIV.
 2021 FEB 12 PM 12:10

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Limited Partnership, Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Limited Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

Pursuant to the provisions of RIGL Title 7, the undersigned entities submit the following Articles of Merger or Consolidation for the purpose of merging or consolidating them into one entity:

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES			
a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:			
ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE <small>under which entity is organized</small>
001066919	Pawtucket Red Sox Baseball Club, LLC	LLC	RI
	Worcester Red Sox Baseball Club, LLC	LLC	MA
b. The laws of the state under which each entity is organized permit such merger or consolidation.			
c. The full name of the surviving entity is: Worcester Red Sox Baseball Club, LLC			
which is to be governed by the laws of the state of: Massachusetts			
d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. A Plan of Merger or Consolidation MUST be attached.			
e. If the surviving entity's name has been amended via the merger, please state the new name:			
f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:			

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

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 FEB 12 2021
 23329

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 TRADEMARK
REEL: 007233 FRAME: 0043

g. Date when these Articles of Merger or Consolidation will be effective: CHECK ONE BOX ONLY
<input checked="" type="checkbox"/> Date received (Upon filing) <input type="checkbox"/> Later effective date (see instructions) _____
SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL CHAPTER 7-1.2.
a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of RIGL Chapter 7-1.2.
b. The corporation certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309, the corporation has paid all fees and taxes. [Note: Tax status can be verified at taxportal.ri.gov]
c. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.
i) The name of the subsidiary corporation is:
ii) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL CHAPTER 7-6.
a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast, OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.
a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.
c. An original Letter of Good Standing issued by the RI Division of Taxation must accompany these Articles of Merger or Consolidation.

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

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SECTION V: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED LIABILITY COMPANY PURSUANT TO RIGL CHAPTER 7-16.

a. The limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-16-8, the limited liability company has paid all fees and taxes. [Note: Tax status can be verified at taxportal.ri.gov]

SECTION VI: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Entity Name

Pawtucket Red Sox Baseball Club, LLC

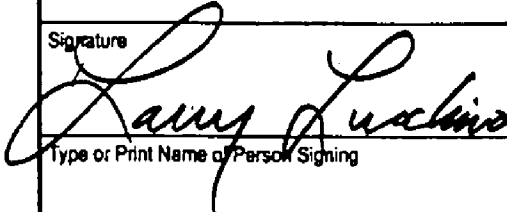
Type or Print Name of Person Signing

Larry Lucchino

Title of Person Signing

Manager

Signature



Date

1/29/2021

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

Worcester Red Sox Baseball Club, LLC

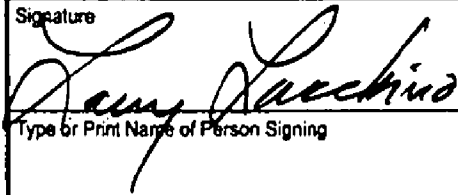
Type or Print Name of Person Signing

Larry Lucchino

Title of Person Signing

Manager

Signature



Date

1/28/2021

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

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TRADEMARK
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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") dated as of February 12, 2021 between WORCESTER RED SOX BASEBALL CLUB, LLC, a Massachusetts limited liability company (hereinafter referred to as the "Survivor") and PAWTUCKET RED SOX BASEBALL CLUB, LLC a Rhode Island limited liability company (hereinafter referred to as the "Non-Survivor") (the Non-Survivor and the Survivor are hereinafter collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, the Survivor is duly organized and existing under the laws of the Commonwealth of Massachusetts and is qualified to do business in the State of Rhode Island; and

WHEREAS, the Non-Survivor is duly organized and existing under the laws of the State of Rhode Island;

WHEREAS, the Members of the Non-Survivor and the Members of the Survivor deem it advisable and in the best interests of the two parties and their respective members that the Non-Survivor be merged into the Survivor under and pursuant to Chapter 156C, Section 59 of the Massachusetts Limited Liability Company Act and Chapter 7-16-59 of the Rhode Island Limited Liability Company Act; and

WHEREAS, the parties intend that the Survivor will be the surviving entity for state law purposes, but that the Non-Survivor will be treated as the surviving entity for federal and state income tax purposes in accordance with applicable tax law.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Entities agree as follows:

1. Merger. The Non-Survivor shall merge with and into the Survivor, which shall be the surviving entity.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Non-Survivor shall cease, and the Survivor shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Non-Survivor, without the necessity for any separate transfers. The Survivor shall thereafter be responsible and liable for all liabilities and obligations of the Non-Survivor, and neither the rights of creditors nor any liens on the property of the Non-Survivor shall be impaired by the merger.

3. Conversion of Ownership Interests. The manner and basis of converting the ownership interests of the Non-Survivor into ownership interests of the Survivor are as follows:

(a) By virtue of the merger, and without any further action by the Constituent Entities, an equal number of Common Units (as such term is defined in the Operating Agreement of the Survivor, dated as of February 8, 2021) (including fractional units) of Survivor shall be exchanged for the Common Units (as such term is defined in the Amended and Restated Operating Agreement of the Non-Survivor, dated as of September 30, 2017) (including fractional units) of the Non-Survivor issued and outstanding on the effective date of the merger (including fractional interests).

(b) All of the outstanding Common Units of the Non-Survivor, representing all of the membership interests of the Non-Survivor, shall be cancelled, and no payment shall be made with respect thereto.

4. Certificate of Formation. The Certificate of Formation of the Survivor, as in effect on the date of the merger, shall continue to be the Certificate of Formation of said Survivor following the effective date of the merger, until amended and changed pursuant to the provisions of the Massachusetts Limited Liability Company Act.

5. Limited Liability Company Agreement of Survivor. The Operating Agreement of the Survivor (the "Operating Agreement") shall continue to be its Operating Agreement following the effective date of the merger.

6. Purpose of Survivor. The purpose of the Survivor, as in effect on the date of the merger, shall continue in full force and effect as the purpose of the Survivor following the effective date of the merger.

7. Officers. The Officers of the Survivor on the effective date of the merger shall continue as the Officers of the Survivor following the merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

8. Employer Identification Number. The employer identification number of the Non-Survivor shall be assumed by and continued in the Survivor.

9. Approvals. This Agreement requires the approval of the Members of the Non-Survivor in accordance with the provisions of Chapter 7-16-21 and 7-16-61 of the Rhode Island Limited Liability Company Act, and the approval of a majority of the members of the Survivor pursuant to Chapter 156C, Section 60 of the Massachusetts Limited Liability Company Act, which approvals have been obtained.

10. Effective Date of the Merger.

(a) This Agreement and the merger shall become effective upon the later of the filing of the Certificate of Merger with the Massachusetts Secretary of the Commonwealth and the filing of the Articles of Merger with the Rhode Island Secretary of State.

(b) The identity, existence, purposes, powers, objects, franchises, rights and immunities of the Survivor shall continue unaffected and unimpaired by the merger hereby provided for; and the identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Non-Survivor shall be continued in and merged into the Survivor and the Survivor shall be fully vested therewith.

11. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute a single instrument. Signatures delivered by facsimile transmission or by portable data format (pdf) file via electronic mail shall be deemed to constitute signed original counterparts hereof and shall bind the parties signing and delivering in such manner.

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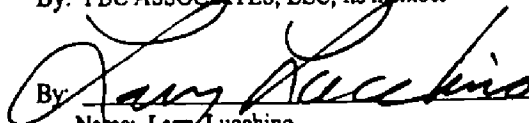
IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by the respective Members of the Constituent Entities, has caused this Agreement to be executed by its respective Members as of the date set forth above.

PAWTUCKET RED SOX BASEBALL CLUB, LLC

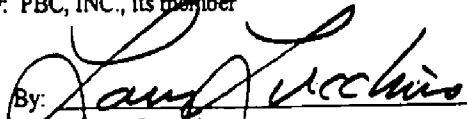
By: Larry Lucchino, its Manager

By: 
Name: Larry Lucchino

By: PBC ASSOCIATES, LLC, its member

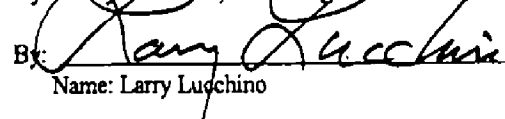
By: 
Name: Larry Lucchino
Title: Manager

By: PBC, INC., its member

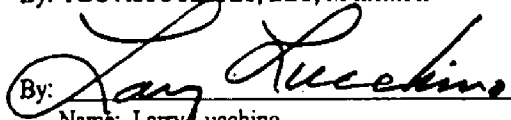
By: 
Name: Larry Lucchino
Title: Chairman

WORCESTER RED SOX BASEBALL CLUB, LLC

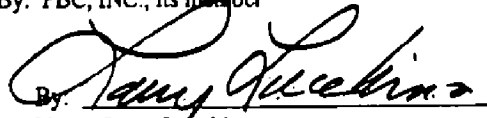
By: Larry Lucchino, its Manager

By: 
Name: Larry Lucchino

By: PBC ASSOCIATES, LLC, its member

By: 
Name: Larry Lucchino
Title: Manager

By: PBC, INC., its member

By: 
Name: Larry Lucchino
Title: Chairman

[Signature Page to Plan of Merger]



State of Rhode Island
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this
office on this day:

February 12, 2021 12:10 PM

A handwritten signature in black ink, appearing to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

