

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM443983

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	10/04/2016

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Days of Wonder, Inc.		10/04/2016	Corporation: NEVADA

## RECEIVING PARTY DATA

<b>Name:</b>	Asmodee North America, Inc.
<b>Street Address:</b>	1995 W County Rd B-2
<b>City:</b>	Roseville
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55113
<b>Entity Type:</b>	Corporation: MINNESOTA

## PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	4036395	CARGO NOIR
Registration Number:	4012615	DAYS OF WONDER
Registration Number:	4012616	DAYS OF WONDER
Registration Number:	4012617	DAYS OF WONDER
Registration Number:	4642674	FIVE TRIBES
Registration Number:	3846357	MEMOIR '44
Registration Number:	3761260	MEMOIR '44
Registration Number:	5033184	QUADROPOLIS
Registration Number:	3823113	SMALL WORLD
Registration Number:	3094153	TICKET TO RIDE
Registration Number:	2992501	TICKET TO RIDE

## CORRESPONDENCE DATA

Fax Number: 2062608226

*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: 2062049660

Email: officeactions@rosenlewis.com

Correspondent Name: Brian E. Lewis

Address Line 1: 120 Lakeside Ave Suite 100

TRADEMARK

**Address Line 2:** ROSEN LEWIS, PLLC  
**Address Line 4:** Seattle, WASHINGTON 98122

**NAME OF SUBMITTER:** Brian E. Lewis

**SIGNATURE:** /s brian e lewis/

**DATE SIGNED:** 09/21/2017

**Total Attachments: 12**

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source=Days of Wonder Inc to Asmodee North America\_NV Merger Filing#page12.tif

STATE OF NEVADA

BARBARA K. CEGAVSKE  
Secretary of State



JEFFERY LANDERFELT  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

Certified Copy

October 4, 2016

**Job Number:** C20161004-0203  
**Reference Number:** 00010432549-98  
**Expedite:**  
**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20160438872-61	Merge Out	11 Pages/1 Copies



Respectfully,

Handwritten signature of Barbara K. Cegavske in cursive.

BARBARA K. CEGAVSKE  
Secretary of State

Certified By: Sandy Edwards  
Certificate Number: C20161004-0203  
You may verify this certificate  
online at <http://www.nvsos.gov/>

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4201  
Telephone (775) 684-5708  
Fax (775) 684-7138

TRADEMARK  
REEL: 006158 FRAME: 0527



\*140105\*



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20160438872-61</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>10/04/2016 8:00 AM</b>
	Entity Number <b>C23044-2004</b>

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Merger  
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Days of Wonder, Inc.	
Name of merging entity	
Nevada	Corporation
Jurisdiction	Entity type *
Name of merging entity	
Jurisdiction	Entity type *
Name of merging entity	
Jurisdiction	Entity type *
Name of merging entity	
Jurisdiction	Entity type *
and,	
Asmodee North America, Inc.	
Name of surviving entity	
Minnesota	Corporation
Jurisdiction	Entity type *

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 82A Merger Page 1  
Revised: 1-5-15

**TRADEMARK**  
**REEL: 006158 FRAME: 0528**



BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5706  
 Website: www.lvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn: Christian T. Petersen

c/o: Asmodee North America, Inc.  
 1995 W Co. Rd. B-2  
 Roseville, MN 55113

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable



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 Secretary of State  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 3

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(b) The plan was approved by the required consent of the owners of \*:

Days of Wonder, Inc., a Nevada Corporation

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Asmodee North America, Inc., a Minnesota Corporation

Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



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 Carson City, Nevada 89701-4201  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 5

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6) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: \_\_\_\_\_ Time: \_\_\_\_\_

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.





BARBARA K. CEGAVSKE  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-8708  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 6

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(8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited liability limited partnership; A manager of each Nevada limited liability company with managers of one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Days of Wonder, Inc., a Nevada Corporation  
 Name of merging entity  
 X Christy T. Peterson CEO 10/4/16  
 Signature Title Date

Name of merging entity  
 X  
 Signature Title Date

Name of merging entity  
 X  
 Signature Title Date

Name of merging entity  
 X  
 Signature Title Date

and,  
Amodee North America, Inc., a Minnesota Corporation  
 Name of merging entity  
 X Christy T. Peterson CEO 10/4/16  
 Signature Title Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.240). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State D2A Merger Form  
 Revised: 11-1-15

PLAN OF MERGER OF  
DAYS OF WONDER, INC.

a Nevada corporation

and

ASMODEE NORTH AMERICA, INC.

a Minnesota corporation

THIS AGREEMENT AND PLAN OF REORGANIZATION, dated as of October 4, 2016 (the "Agreement"), is entered into by and between DAYS OF WONDER, INC., a Nevada corporation ("Days of Wonder"), and ASMODEE NORTH AMERICA, INC., a Minnesota corporation ("ANA"). Days of Wonder and ANA are sometimes referred to herein as the "Constituent Entities."

RECITALS

A. Days of Wonder is a corporation duly organized and existing under the laws of the State of Nevada and has authorized capital stock consisting of 23,600,000 shares of common stock, par value \$0.0001 per share and 6,400,000 shares of preferred stock, par value \$0.0001 per share. As of the date of this Agreement, 100 shares of common stock are issued and outstanding. As of the date of this Agreement, the capitalization of Days of Wonder is as set forth on *Schedule A* hereto.

B. ANA is a corporation duly organized and existing under the laws of the State of Minnesota and has authorized capital stock consisting of 500,000 shares of common stock, par value \$0.01 per share.

C. Days of Wonder and ANA are owned by the same sole shareholder.

D. The directors of Days of Wonder have determined that, for the purpose of effecting the reorganization of Days of Wonder into ANA, it is advisable and in the best interests of Days of Wonder that Days of Wonder merge with and into ANA upon the terms and conditions herein provided.

E. The respective directors of Days of Wonder and ANA have approved this Agreement and the Merger (as defined in *Section 1* hereof) by unanimous written consent and have directed that this Agreement be executed by the undersigned authorized officers. The sole director of ANA has directed that this Agreement and the Merger be submitted to a vote of its sole shareholder.

F. The Merger is intended to constitute a tax-free transfer reorganization under Section 368(a)(1)(A) of the Internal Revenue Code.

## AGREEMENT

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Days of Wonder and ANA hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

### I. MERGER.

**Merger.** In accordance with the provisions of this Agreement, the Nevada Revised Statutes (the "*Nevada Statutes*") and the Minnesota Business Corporation Act (the "*Minnesota Act*"), Days of Wonder shall be merged with and into ANA (the "*Merger*"), the separate existence of Days of Wonder shall cease and ANA shall be, and is herein sometimes referred to as, the "*Surviving Entity*," and the name of the Surviving Entity shall remain unchanged.

**Filing and Effectiveness.** The Merger shall become effective when the following actions shall have been completed:

All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

An executed Certificate of Merger, in substantially the form of *Exhibit A* hereto, meeting the requirements of the Nevada Statutes, shall have been filed with the Secretary of State of Nevada; and

An executed Certificate of Merger, in substantially the form of *Exhibit B* hereto, meeting the requirements of the Minnesota Act, shall have been filed with the Secretary of State of Minnesota.

The date and time when the Merger shall become effective shall be referred to herein as the "*Effective Date of the Merger*."

**Effect of the Merger.** Upon the Effective Date of the Merger, the separate existence of Days of Wonder shall cease and ANA, as the Surviving Entity, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by it and by Days of Wonder, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Days of Wonder in the manner more fully set forth in Sections 302A.601 et seq of Minnesota Act, (iv) shall continue to be subject to all of the debts, liabilities and obligations of Days of Wonder as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Days of Wonder in the same manner as if ANA had itself incurred them, all as more fully provided under the applicable provisions of the Minnesota Act and the Nevada Statutes.

2. **CHARTER DOCUMENTS, DIRECTORS AND OFFICERS.**

**Certificate of Incorporation.** The Certificate of Incorporation of ANA as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law.

**Bylaws.** The Bylaws of ANA as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law.

**Directors and Officers.** The directors and officers of ANA immediately prior to the Effective Date of the Merger shall continue to be the directors and officers of the Surviving Entity until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Entity or the Bylaws of the Surviving Entity.

3. **COMMON STOCK.**

**Days of Wonder Common Stock.** Upon the Effective Date of the Merger, each share of common stock of Days of Wonder issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Days of Wonder, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

**Governing Law.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Nevada and, insofar as applicable, the merger provisions of the Minnesota Act.

**Counterparts.** In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, this Plan of Merger, having first been approved by the written consent of the directors of Days of Wonder, Inc., a Nevada corporation, and by the written consent of the directors of Asmodee North America, Inc., a Delaware corporation, is hereby executed on behalf of each of such Constituent Entities and attested to by their duly authorized representatives.

DAYS OF WONDER, INC.

By: 

Print Name: Christian T. Petersen

Title: Chief Executive Officer

ASMODEE NORTH AMERICA, INC.

By: 

Print Name: Christian T. Petersen

Title: President and Chief Executive Officer

[Signature Page to Plan of Merger - Days of Wonder, Inc. (NV) and Asmodee North America, Inc. (MN)]

SCHEDULE A  
CAPITALIZATION OF DAYS OF WONDER, INC.

Name of the Owner of the Shares	Number of Shares
Asmodee Editions LLC	100

EASIN126503514.5