

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hallmark Licensing, Inc.		12/20/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Hallmark Licensing LLC
Street Address:	2440 Pershing Road
Internal Address:	MD 339
City:	Kansas City
State/Country:	MISSOURI
Postal Code:	64108
Entity Type:	LIMITED LIABILITY COMPANY: KANSAS

PROPERTY NUMBERS Total: 169

Property Type	Number	Word Mark
Registration Number:	380596	HALLMARK
Registration Number:	525798	HALLMARK
Registration Number:	651511	HALLMARK
Registration Number:	654790	HALLMARK
Registration Number:	657441	HALLMARK
Registration Number:	674624	"WHEN YOU CARE ENOUGH TO SEND THE VERY BEST"
Registration Number:	674750	HALLMARK HALL OF FAME
Registration Number:	701842	HALLMARK SYSTEM-MATIC
Registration Number:	749439	PARAMOUNT
Registration Number:	787169	HALLMARK
Registration Number:	821931	HALLMARK
Registration Number:	829008	HALLMARK
Registration Number:	842461	HALLMARK

CH \$4240.00 380596

Registration Number:	864077	HALLMARK
Registration Number:	916900	HALLMARK
Registration Number:	942002	PHOTOGRAM
Registration Number:	1074722	"WHEN YOU CARE ENOUGH TO SEND THE VERY BEST"
Registration Number:	1208303	WORDS FROM THE HEART BY CONSTANCE PARKER GRAHAM
Registration Number:	1689626	HALLMARK FLOWERS
Registration Number:	1879209	BLOSSOM VALLEY
Registration Number:	1912086	NATURE'S SKETCHBOOK
Registration Number:	1912164	PARTY EXPRESS
Registration Number:	1922920	HEARTLINE
Registration Number:	1944606	PARTY EXPRESS
Registration Number:	1949528	PARTY EXPRESS
Registration Number:	1949529	PARTY EXPRESS
Registration Number:	2057271	HALLMARK ENTERTAINMENT
Registration Number:	2086082	HALLMARK GOLD CROWN
Registration Number:	2087803	GOLD CROWN HALLMARK
Registration Number:	2087804	HALLMARK GOLD CROWN
Registration Number:	2109843	EXPRESSIONS FROM HALLMARK
Registration Number:	2145391	IMPROMPTU
Registration Number:	2204473	HALLMARK CREATIONS
Registration Number:	2302403	RAINBOW BRITE
Registration Number:	2433117	IMAGE ARTS
Registration Number:	2439558	FRESH INK
Registration Number:	2457248	HALLMARK
Registration Number:	2469521	HALLMARK
Registration Number:	2469522	HALLMARK
Registration Number:	2518611	HALLMARK CARD STUDIO
Registration Number:	2555885	HALLMARKLINK.COM
Registration Number:	2593425	MAXINE OFFICIAL CLUB
Registration Number:	2700622	ACADEMY GREETINGS
Registration Number:	2776873	SINCERAMENTE HALLMARK
Registration Number:	2793054	CARICATUMANIA
Registration Number:	2799270	PALABRAS DE FE
Registration Number:	2825717	HALLMARK

Registration Number:	2833194	SISTER TO SISTER
Registration Number:	2908800	BETWEEN YOU AND ME
Registration Number:	2931793	SECRETS OF A JOYFUL HEART
Registration Number:	2944068	SHOEBOX
Registration Number:	2951987	RAINBOW BRITE
Registration Number:	2987586	HOOPS&YOYO
Registration Number:	2990551	COLOR STUDIO
Registration Number:	3018454	CONNECTIONS
Registration Number:	3031633	THE ORIGINAL GOODY BAG
Registration Number:	3060925	INNOVATIONS FROM HALLMARK
Registration Number:	3098856	CALENDAR FLIP
Registration Number:	3132536	PARTY EXPRESS
Registration Number:	3135932	GOLD CROWN HALLMARK GOLD CROWN
Registration Number:	3135933	HALLMARK GOLD CROWN
Registration Number:	3141593	PARTY EXPRESS
Registration Number:	3161082	SNAPSHOTS
Registration Number:	3181728	A LA MODE
Registration Number:	3198904	SINCERAMENTE HALLMARK
Registration Number:	3211935	PARTY MIXERS
Registration Number:	3225123	THE CASUAL WAY TO CONNECT FROM HALLMARK
Registration Number:	3227967	NATURE'S BLESSINGS
Registration Number:	3228767	SATURDAYS
Registration Number:	3238250	DULCES BENDICIONES
Registration Number:	3269681	ACADEMY GREETINGS
Registration Number:	3304530	CRABBY ROAD
Registration Number:	3308209	HOOPS&YOYO
Registration Number:	3308684	LIFE IN CELEBRATION
Registration Number:	3314689	BIG TIME GREETINGS
Registration Number:	3314690	JOURNEYS ENCOURAGING WORDS ALONG LIFE'S WAY.
Registration Number:	3314858	POP GOES THE CULTURE
Registration Number:	3327397	SINCERAMENTE
Registration Number:	3327404	SINCERAMENTE
Registration Number:	3371893	CROWN REWARDS
Registration Number:	3379143	ENTRE MUJERES
Registration Number:	3396309	TRUE

	3403432	GILLHAM & GRAND
Registration Number:	3437296	CROWNREWARDS
Registration Number:	3454404	DE BUEN HUMOR
Registration Number:	3454834	BANDA BIG BOOM
Registration Number:	3463878	HALLMARK PARK
Registration Number:	3463879	HALLMARK PARK
Registration Number:	3468922	BANDA BIG BOOM
Registration Number:	3473352	COLOR WAVE
Registration Number:	3473353	COLOR WAVE
Registration Number:	3482046	STICKERONI
Registration Number:	3482047	
Registration Number:	3490146	HOOPS&YOYO
Registration Number:	3513744	SEE HOW FAR A CARD CAN GO
Registration Number:	3517684	SEE HOW FAR A CARD CAN GO
Registration Number:	3521980	SEE HOW FAR A CARD CAN GO
Registration Number:	3521981	SEE HOW FAR A CARD CAN GO
Registration Number:	3556492	BANDA BIG BOOM
Registration Number:	3595726	SEE HOW FAR A CARD CAN GO
Registration Number:	3599682	WOMEN OF SUBSTANCE
Registration Number:	3599683	WOMEN OF SUBSTANCE
Registration Number:	3605880	WINTER BAY STUDIOS
Registration Number:	3634799	HALLMARK
Registration Number:	3682917	PERSONALIZE IT P
Registration Number:	3683187	HALLMARK GOLD CROWN
Registration Number:	3683188	HALLMARK GOLD CROWN
Registration Number:	3696312	MAXINE
Registration Number:	3758191	
Registration Number:	3767216	FUNZIP
Registration Number:	3775300	
Registration Number:	3808509	RAINBOW BRITE
Registration Number:	3819227	TREASURE TOWER
Registration Number:	3908897	SHOEBOX
Registration Number:	3924139	HALLMARK RETAIL CONNECT
Registration Number:	3929825	ONE TOUGH CHICK
Registration Number:	3929826	ONE TOUGH CHICK

	3931338	PEEK-BUSTER
Registration Number:	3949221	BUG'EM
Registration Number:	3999072	SEASONS FROM HALLMARK
Registration Number:	4003254	SEASONS FROM HALLMARK
Registration Number:	4050477	LIFE IS A SPECIAL OCCASION
Registration Number:	4057347	LIFE IS A SPECIAL OCCASION
Registration Number:	4068402	MERRY-OKEE
Registration Number:	4069968	COOPER
Registration Number:	4071801	LINK'EMZ
Registration Number:	4075500	VOICE SAVE TECHNOLOGY
Registration Number:	4075514	BIGSBY
Registration Number:	4075515	WATSON
Registration Number:	4089148	LIFE IS A SPECIAL OCCASION
Serial Number:	77888367	WARM WISHES
Serial Number:	77930684	SEASONS FROM HALLMARK
Serial Number:	77930701	SEASONS FROM HALLMARK
Serial Number:	77930713	SEASONS FROM HALLMARK
Serial Number:	85021586	BUG'EMS
Serial Number:	85114196	LIFE IS A SPECIAL OCCASION
Serial Number:	85114203	LIFE IS A SPECIAL OCCASION
Serial Number:	85114221	LIFE IS A SPECIAL OCCASION
Serial Number:	85114228	LIFE IS A SPECIAL OCCASION
Serial Number:	85114270	LIFE IS A SPECIAL OCCASION
Serial Number:	85114286	LIFE IS A SPECIAL OCCASION
Serial Number:	85163651	CONVERSATIONS TO KEEP
Serial Number:	85228628	HOOPS&YOYO
Serial Number:	85228646	HOOPS&YOYO
Serial Number:	85228656	HOOPS&YOYO
Serial Number:	85238712	STORYWRITER
Serial Number:	85258314	ABIGAIL
Serial Number:	85258358	COOPER
Serial Number:	85262358	IMAGE ARTS
Serial Number:	85265815	JINGLE
Serial Number:	85265836	JINGLE
Serial Number:	85265870	JINGLE

	85265885	JINGLE
Serial Number:	85265900	JINGLE
Serial Number:	85265917	JINGLE
Serial Number:	85265989	STORY BUDDY
Serial Number:	85286916	CHRISTOPHER
Serial Number:	85286949	CHRISTOPHER
Serial Number:	85333900	BLOOMING EXPRESSIONS
Serial Number:	85335141	MY FIRST WORDS
Serial Number:	85335160	MY FIRST WORDS
Serial Number:	85384302	HOOPS&YOYO
Serial Number:	85408391	I'M ON MY WAY
Serial Number:	85431661	BELL
Serial Number:	85441213	TEXT BANDS
Serial Number:	85457468	HOOPS&YOYO
Serial Number:	85462308	HOOPS&YOYO
Serial Number:	85496279	HAPPY-OKEE
Serial Number:	85499075	QUIP FLOPS

CORRESPONDENCE DATA

Fax Number: (816)274-7171

Phone: 816-274-5583

Email: sgrabi2@hallmark.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: David N. Johnson

Address Line 1: 2501 McGee Trafficway

Address Line 2: MD 339

Address Line 4: Kansas City, MISSOURI 64108

ATTORNEY DOCKET NUMBER:	RR34052
NAME OF SUBMITTER:	David N. Johnson
Signature:	/david n johnson/
Date:	01/19/2012

Total Attachments: 6

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TRADEMARK
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "HALLMARK LICENSING, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 4:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011.

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


AND I DO HEREBY FURTHER CERTIFY THAT THE CORPORATION HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE CORPORATION SHALL CEASE TO EXIST AS A CORPORATION OF THE STATE OF DELAWARE.



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111323456

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9250847

DATE: 12-22-11

TRADEMARK
REEL: 004700 FRAME: 0682

**CERTIFICATE OF CONVERSION
CONVERTING
HALLMARK LICENSING, INC.
(A Delaware Corporation)
TO
HALLMARK LICENSING, LLC
(A Kansas Limited Liability Company)**

This Certificate of Conversion is being filed for the purpose of converting **Hallmark Licensing, Inc.**, a Delaware corporation (the "Corporation"), to a Kansas limited liability company to be named **Hallmark Licensing, LLC** (the "LLC") pursuant to Section 266 of the Delaware General Corporation Law.

The Corporation hereby certifies as follows:

1. Name of Converting Corporation. The name of the Corporation immediately prior to the effectiveness of the filing of this Certificate of Conversion was "**Hallmark Licensing, Inc.**"
2. Date of Incorporation of Converting Corporation. The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on **December 14, 1993.**
3. Name and Jurisdiction of Converted Limited Liability Company. The name of the LLC to which the Corporation shall be converted is **Hallmark Licensing, LLC.** The Corporation shall convert to a Kansas limited liability company.
4. Approval of Conversion. The conversion of the Corporation has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
5. Service of Process. The Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the Corporation arising while it was a Delaware corporation. The Corporation irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding. The Secretary of State of the State of Delaware shall mail a copy of such process to the following address: General Counsel, Hallmark Licensing, Inc., Mail Drop 339, 2501 McGee Trafficway, Kansas City, MO 64108.
6. Effective Time. This Certificate of Conversion shall be effective on **December 31, 2011.**

[Signature page follows]

In Witness Whereof, the Corporation has caused this certificate to be executed by its duly authorized officer this 20 day of December 2011.

HALLMARK LICENSING, INC.

By: 
Name: Brian E. Gardner
Title: Vice President

KRIS W. KOBACH
Secretary of State



Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

December 22, 2011

LINDA MCBRIDE

RE: HALLMARK LICENSING, INC.

ID #: 456-828-3

To The Corporation

A certified copy of the amendment that was recently filed in the Corporations Division of our office is enclosed.

Every corporation in Kansas is assigned an identification number. Use of this number in any correspondence with our office will give us immediate access to your file and enable us to offer you faster, more efficient service. Your corporation's identification number is at the top of this letter.


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CVD
53-44

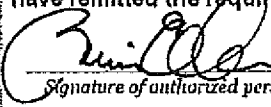
KANSAS SECRETARY OF STATE
Certificate of Conversion to a Kansas Entity
Foreign or Kansas Entity Converting into a Kansas Entity

CONTACT: Kansas Office of the Secretary of State

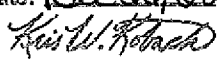
Memorial Hall, 1st Floor | (785) 296-4564
120 S.W. 10th Avenue | kssos@sos.ks.gov
Topeka, KS 66612-1594 | www.sos.ks.gov

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i INSTRUCTIONS: All information must be completed or this document will not be accepted for filing.
Please read instructions before completing.

Converting Entity	
1. Business entity ID number: <i>This is not the Federal Employer ID Number (FEIN)</i>	4568283
2. Entity name:	Hallmark Licensing, Inc.
3. Type of entity:	<input checked="" type="checkbox"/> For-Profit Corporation <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Not-for-Profit Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Limited Partnership
4. State or country of organization:	Delaware
New Entity	
5. Entity name:	Hallmark Licensing, LLC
6. Type of entity:	<input type="checkbox"/> For-Profit Corporation <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Not-for-Profit Corporation <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Limited Partnership
7. Effective date:	<input type="checkbox"/> Upon filing <input checked="" type="checkbox"/> Future effective date (cannot exceed 90 days from the file date)
December 31 2011 <small>Month Day Year</small>	
The formation document and fee for the converted entity are attached. This conversion is approved in accordance with K.S.A. 17-78-401 through 17-78-406 or by the laws of the appropriate foreign jurisdiction.	
I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct and that I have remitted the required fee.	
 Signature of authorized person of the converting entity	December 20, 2011 Date
Brian E. Gardner Name of signer, printed or typed	Vice President Title
i Instructions:	
<input type="checkbox"/> 1. Submit this form with the \$75 filing fee. Make checks payable to the Kansas Secretary of State. <input type="checkbox"/> 2. Include formation document for the new entity with the filing fee.	
NOTICE: There is a \$25 service fee for all checks returned by your financial institution.	



I hereby certify this to be a true and correct copy of the original on file.
 Certified on this date: Dec 22, 2011
 KRIS W. KOBACH
 Secretary of State 

DL
51-09

KANSAS SECRETARY OF STATE
**Kansas Limited Liability Company
Articles of Organization**

CONTACT: Kansas Office of the Secretary of State

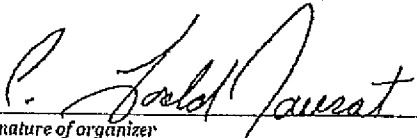
Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594

(785) 296-4584
kssos@sos.ks.gov
www.sos.ks.gov

Above space is for office use only.



INSTRUCTIONS: All information must be completed or this document will not be accepted for filing.
Please read instructions sheet before completing.

1. Name of the limited liability company:	Hallmark Licensing, LLC		
2. Name of the resident agent and address of the registered office in Kansas: <i>Address must be a street address A P.O. box is unacceptable</i>	The Corporation Company, Inc.		112 SW 7th Street Suite 3C
	<i>Name</i>	<i>Street Address</i>	
	Topeka	Kansas	66603
	<i>City</i>	<i>State</i>	<i>Zip</i>
3. Mailing address: <i>This address will be used to send official mail from the Secretary of State's office</i>	Tax Officer		P.O. Box 419479, MD 407
	<i>Attention Name</i>	<i>Address</i>	
	Kansas City	MO	64141 USA
	<i>City</i>	<i>State</i>	<i>Zip</i> <i>Country</i>
4. Tax closing month:	December		
5. Effective date: <i>A future effective date must be within 90 days of filing date</i>	<input type="checkbox"/> Upon filing		
	<input checked="" type="checkbox"/> Future effective date	December	31 2011
	<i>Month</i>	<i>Day</i>	<i>Year</i>
6. I declare under penalty of perjury pursuant to the laws of the state of Kansas that the foregoing is true and correct, and I have remitted the required fee.			
		<u>Dec. 13, 2011</u>	
<i>Signature of organizer</i>		<i>Date (month, day, year)</i>	
C. Todd Navrat, Vice President			