

MRD
2-23-99

02-26-1999

RECORDATION FORM CO
TRADEMARKS C



100973907

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **LEARNING CURVE TOYS, L.L.C.**
 Address: 314 West Superior Street, Suite 600 Chicago, IL 60610

2. Name and address of receiving party(ies):
LEARNING CURVE INTERNATIONAL, L.L.C.
 Address: 314 West Superior Street, Suite 600 Chicago, IL 60610

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation
 Other Illinois Limited Liability Company

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Corporation (State) _____
 Other Illinois Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement **Change of Name**
 Other _____

If _____ is not domiciled in the United States, a domestic representative designation is attached.
 Yes No
 Additional name(s) & address(es) attached? Yes No

Execution Date: January 17, 1997

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
 SEE TABLE A ATTACHED

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Sandra Wolff**
 Address:
D'ANCONA & PFLAUM LLC
111 East Wacker Drive
Suite 2800
Chicago, IL 60601-4205

6. Total number of applications and registrations involved: 29

7. Total fee (37 CFR 3.41): \$740.00

Enclosed

Authorized to be charged to deposit account.

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sandra Wolff *Sandra Wolff* 2/22/99
 Signature Date

02/26/1999 DCDATES 00000024 75195939
 40.00 DP
 700.00 DP
 01 FC:481
 02 FC:482

LEARNING CURVE INTERNATIONAL, INC.

TABLE A

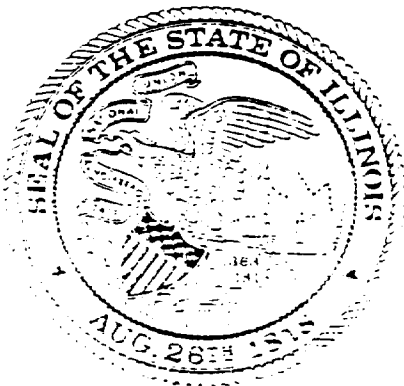
<u>MARK</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>
DESERT ROVER	75/195,939	
BLINKY THE LIGHTENING BUG	75/193,731	2,154,307
MONSTER MATCH	75/193,729	2,155,719
FINNEGAN THE DRAGON	75/193,730	2,155,720
MAKE AN ELEPHANT	75/193,727	
MAKE A LION	75/193,728	
GREAT RAILWAY ADVERTURE BY LEARNING CURVE TOYS	75/193,639	
MARS CRUISER	75/195,934	
DUNE TRIKE	75/195,935	2,203,195
LASER SCANNER	75/195,936	2,203,196
VOLCANIC CRAWLER	75/195,938	2,203,197
SPACE COPTER	75/195,940	2,201,967
AQUABOT	75/195,937	
ROBO-DOG	75/195,942	
WHISKERS	75/176,277	
BLANKET BABY	75/176,275	2,143,540
PATCHES	75/176,278	2,143,541
LITTLE KNOTTIES	75/126,483	2,136,269
WOODTOWN A LEGENDARY PLACE FOR KIDS	75/060,804	2,030,225
KID SMART	75/060,807	
LEARNING CURVE TOYS and design	75,060,806	2,030,226
LEARNING CURVE TOYS	75/055,436	2,027,139
ROBOTIX	74/055,435	2,087,051
INFANT DEVELOPMENT SYSTEM	74/598,981	2,037,967
WOODTOWN	74/501,521	1,921,031
CLACK TRACK	74/501,478	
CLICKITY-CLACK TRACK	74/501,519	
FELTKIDS	74/623,697	1,966,503
ROBOTIX	73/501,179	1,339,315



Whereas, ARTICLES OF ORGANIZATION OF
LEARNING CURVE TOYS, L.L.C.,
ORGANIZED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE LIMITED
LIABILITY COMPANY ACT OF ILLINOIS, IN FORCE JANUARY 1, 1994.

*Now Therefore, I, George H. Ryan, Secretary of State
of the State of Illinois, by virtue of the powers vested in me by
law, do hereby issue this certificate of organization under the
Illinois Limited Liability Company Act.*

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois, at
the City of Springfield, this _____ 1ST
day of _____ JANUARY _____ A.D. 19 _____ 96 and
of the Independence of the United States
the two hundred and _____ 20TH _____.



George H Ryan

SECRETARY OF STATE

TRADEMARK
REEL: 1861 FRAME: 0813

Form **LLC-5.5**
January 1994

Illinois
Limited Liability Company Act
Articles of Organization

This space for use by
Secretary of State

George H. Ryan
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 357, Howlett Building
Springfield, IL 62756

Filing Fee \$500.

SUBMIT IN DUPLICATE

Must be typewritten

This space for use by Secretary of State

Date 11-13-95
Assigned File # 0004-745-7
Filing Fee \$ 500.00
Approved: [Signature]

FILED

NOV 13 1995

LIMITED LIABILITY CO. DIV.
GEORGE H. RYAN
SECRETARY OF STATE

1. Limited Liability Company Name: Learning Curve Toys, L.L.C.

(The LLC name must contain the words limited liability company or L.L.C. and cannot contain the terms corporation, corp., incorporated, inc., ltd., co., limited partnership, or L.P.)

2. Transacting business under an assumed name Yes No.

If YES, a Form LLC-1.20 is required to be completed and attached to these Articles.)

3. The address, including county, of its principal place of business. (Post office box alone and c/o are unacceptable.) 311 W. Superior St., 4th Floor, Chicago, IL 60610

4. Federal Employer Identification Number (F.E.I.N.): 36-4044688

5. The Articles of Organization are effective on: (Check one)

a) _____ the filing date, or b) XX another date later than but not more than 60 days subsequent to the filing date: 01/01/96
(month, day, year)

6. The registered agent's name and registered office address is:

Registered agent:	<u>Howard</u>	<u>Mardell</u>
	<i>First Name</i>	<i>Last name</i>
Registered Office:	<u>221 North LaSalle Street,</u>	<u>Suite 2040</u>
(P.O. Box alone and c/o are unacceptable)	<i>Number</i>	<i>Street</i>
	<u>Chicago</u>	<u>60601</u>
	<i>City</i>	<i>Zip Code</i>
		<u>Cook</u>
		<i>County</i>

7. Purpose or purposes for which the LLC is organized: Include the business code # (Form 1065)

(If not sufficient space to cover this point, add one or more sheets of this size.)

To manufacture and sell toys and to conduct any and all other lawful business for which limited liability companies may be formed under the Illinois Limited Liability Company Act. 5001

8. The latest date the company is to dissolve December 31, 2045

(month, day, year)

And other events of dissolution enumerated on an attachment.

TRADEMARK
REEL: 1861 FRAME: 0814

9. Other provisions for the regulation of the internal affairs of the LLC per Section 5-5 (a) (8) included as attachment

Yes No

10. a) Management is vested, in whole or in part, in managers Yes No
List their names and business addresses

- 1. Richard Rothkopf
311 W. Superior St., 4th Floor
Chicago, Illinois 60610

b) Management is retained, in whole or in part, by the members Yes No
List their names and addresses

The limited liability company does have two or more members.

11. Name(s) & Address(es) of Organizer(s) Richard Rothkopf, Barry Gersowsky and John Lee,
311 West Superior Street, 4th Floor, Chicago, Illinois 60610

The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this articles of organization is to the best of my knowledge and belief, true, correct and complete.

Dated November 5 19 95

Signature and Name

Business Address

1. 
Signature

1. 311 W. Superior St., 4th floor
Number Street

Richard Rothkopf, Organizer
(Type or print name and title)

Chicago
City/Town

Illinois 60610
State Zip Code

(Name if a corporation or other entity)

2. 
Signature

2. 311 W. Superior St., 4th floor
Number Street

Barry Gersowsky, Organizer
(Type or print name and title)

Chicago
City/Town

Illinois 60610
State Zip Code

(Name if a corporation or other entity)

3. 
Signature

3. 311 W. Superior St., 4th floor
Number Street

John Lee, Organizer
(Type or print name and title)

Chicago
City/Town

Illinois 60610
State Zip Code

(Name if a corporation or other entity)

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

January 1994

George H. Ryan
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 357, Howlett Building
Springfield, IL 62756

Payment may be made by business firm
check payable to Secretary of State. (If
check is returned for any reason this
filing will be void.)

**Illinois
Limited Liability Company Act**

- a. Application to Adopt an Assumed Name
- b. Application to Change An Assumed Name
- c. Application to Cancel An Assumed Name

Filing Fee: (see note)

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date

1-21-97

Assigned File #

00047457

Filing Fee

\$ 000⁰⁰

Approved:

This space for use by
Secretary of State

FILED

JAN 21 1997

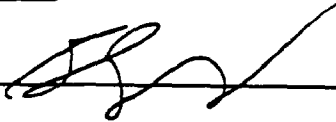
LIMITED LIABILITY CO. DIV.
GEORGE H. RYAN
SECRETARY OF STATE

1. Limited Liability Company name: Learning Curve International, L.L.C.
2. File number assigned by the Secretary of State: 0004745-7
3. Federal Employer Identification Number (F.E.I.N.): 36-4044688
4. The state or country under the laws of which the limited liability company is organized is: (check one)
x Illinois (domestic) _____ Foreign (specify): _____
5. Date organized (if an Illinois limited liability company) or date authorized to transact business in Illinois (if a foreign limited liability company): January 1, 1996
6. The limited liability company intends to adopt and to transact business under the assumed name of: _____
Learning Curve Toys, L.L.C.
7. The right to use the assumed name shall be effective from the date this application is filed by the Secretary of State until January 1, ~~19~~ 2000, the first day of the limited liability company's anniversary month in the next year which is evenly divisible by five.
8. TO CHANGE: (a) The above-named limited liability company intends to cease transacting business under the _____ assumed name of: _____

(b) and to commence transacting business under the new assumed name: _____
9. TO CANCEL: The above-named limited liability company intends to cease transacting business under the assumed name of: _____

10. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application to adopt, change, or cancel as assumed name is to the best of my knowledge and belief, true, correct and complete.

Dated January 17, 19 97.



(Signature)
Barry Gersowsky, a Manager

(Type or print Name and Title)

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

- NOTE:
- a. The filing fee to adopt an assumed name is \$20.00 plus \$5.00 for each month or part thereof between the date of filing this application and the date upon which the limited liability company may renew its use.
 - b. The fee to change an assumed name is \$100.00.
 - c. The fee for cancelling an assumed name is \$100.00.

Form **LLC-5.25**

January 1994

**Illinois
Limited Liability Company Act
Articles of Amendment**

This space for use by
Secretary of State

FILED

JAN 11 1996

**LIMITED LIABILITY CO. DIV.
GEORGE H. RYAN
SECRETARY OF STATE**

George H. Ryan
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 357, Howlett Building
Springfield, IL 62756

Filing Fee \$100.

SUBMIT IN DUPLICATE

Must be typewritten

This space for use by Secretary of State

Date

1-11-96

Assigned File #

0004745-7

Filing Fee

\$100.00

Approved:

GR

Payment may be made by business
firm check payable to Secretary of State.
(If check is returned for any reason this
filing will be void.)

1. Limited Liability Company name: Learning Curve Toys, L.L.C.

2. File number assigned by the Secretary of State: 0004745-7

3. Federal Employer Identification Number (F.E.I.N.): 36-4044688

4. These Articles of Amendment are effective on the file date or a later date being 1/1/96,
not to exceed 30 days after the file date.

5. The Articles of Organization is amended as follows: (Attach a copy of the text of each amendment adopted.)
(Address changes of P.O. Box and c/o are unacceptable)

- a) Admission of a new member (give name and address below)
- b) Admission of a new manager (give name and address below)
- c) Withdrawal of a member (give name below)
- d) Withdrawal of a manager (give name below)
- e) Change in the address of the office at which the records required by Section 1-40 of the Act are kept (give new address, including county below)
- f) Change of registered agent and/or registered agent's office (give new name and address, including county below)
- g) Change in the limited liability company's name (list below)
- h) Change in date of dissolution or other events of dissolution enumerated in item 8 of the Articles of Organization
- i) Other (give information below)

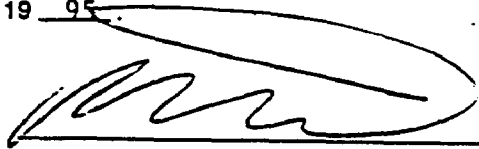
5. b) John Lee, II
1660 N. Hudson
Unit 3F
Chicago, IL 60614

and

Barry Gersowsky
15 Kildare Court
Deerfield, Illinois 60015

6. This amendment was adopted by the managers. S. 5-25(3) Yes No
a) The majority of the managers so approved. Yes No
b) Member action was not required. Yes No
7. This amendment was adopted by the members. S. 5-25(4) Yes No
a) At a meeting of the members, with the required number of affirmative votes necessary to adopt the amendment. Yes No
b) Only by written consent signed by the members having the required number of votes necessary to adopt the amendment. Yes No
8. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this articles of amendment is to the best of my knowledge and belief, true, correct and complete.

Dated December, 19 95.



(Signature)

Richard E. Rothkopf
Manager

(Type or print Name and Title)

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

Form **LLC-5.25**

January 1994

Illinois
Limited Liability Company Act
Articles of Amendment

This space for use by
Secretary of State

FILED

JAN 21 1997

LIMITED LIABILITY CO. DIV.
GEORGE H. RYAN
SECRETARY OF STATE

George H. Ryan
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 357, Howlett Building
Springfield, IL 62756

Filing Fee \$100.

SUBMIT IN DUPLICATE

Must be typewritten

This space for use by Secretary of State

Date 1-21-97
Assigned File # 00047457
Filing Fee \$100.00
Approved: GR

Payment may be made by business
firm check payable to Secretary of State.
(If check is returned for any reason this
filing will be void.)

1. Limited Liability Company name: Learning Curve Toys, L.L.C.
2. File number assigned by the Secretary of State: 0004745-7
3. Federal Employer Identification Number (F.E.I.N.): 36-4044688
4. These Articles of Amendment are effective on the file date or a later date being _____, not to exceed 30 days after the file date.
5. The Articles of Organization is amended as follows: (Attach a copy of the text of each amendment adopted.)
(Address changes of P.O. Box and c/o are unacceptable)
 - ___ a) Admission of a new member (give name and address below)
 - ___ b) Admission of a new manager (give name and address below)
 - ___ c) Withdrawal of a member (give name below)
 - ___ d) Withdrawal of a manager (give name below)
 - ___ e) Change in the address of the office at which the records required by Section 1-40 of the Act are kept (give new address, including county below)
 - ___ f) Change of registered agent and/or registered agent's office (give new name and address, including county below)
 - x g) Change in the limited liability company's name (list below)
 - ___ h) Change in date of dissolution or other events of dissolution enumerated in item 8 of the Articles of Organization
 - ___ i) Other (give information below)

5. g) CHANGE FROM: Learning Curve Toys, L.L.C.
CHANGE TO: Learning Curve International, L.L.C.

6. This amendment was adopted by the managers. S. 5-25(3) Yes No
a) The majority of the managers so approved. Yes No
b) Member action was not required. Yes No
7. This amendment was adopted by the members. S. 5-25(4) Yes No
a) At a meeting of the members, with the required number of affirmative votes necessary to adopt the amendment. Yes No
b) Only by written consent signed by the members having the required number of votes necessary to adopt the amendment. Yes No
8. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this articles of amendment is to the best of my knowledge and belief, true, correct and complete.

Dated January 17 _____, 19 97 .



(Signature)

Barry Gersowsky, a Manager

(Type or print Name and Title)

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)