

FORM PTO-1594
(Rev. 6-93)

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)
Tab settings ⇌ ⇌

TRADEMARKS ONLY

5761

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

1. Name of conveying party(ies):

RC Ertl, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: RC2 Brands, Inc.

Internal Address: _____

Street Address: P.O. Box 500, Hwys. 136 & 20

City: Dyersville State: IA Zip: 52040-0550

- Individual(s) citizenship _____
- Association _____
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 24, 2003

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

984,388

Additional numbers attached? Yes No

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

Name: Michele L. Dietz

Internal Address: Suite 2100

Street Address: Reinhart Boerner Van Deuren s.c.
1000 North Water Street

City: Milwaukee State: WI Zip: 53202-3186

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$40.00

- Enclosed
- Authorized to be charged to deposit account
- Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.

8. Deposit account number:

18-0882

(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.

Michele L. Dietz
Name of Person Signing

Michele L. Dietz
Signature

February 12, 2004
Date

Total number of pages including cover sheet, attachments, and document: [3]

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

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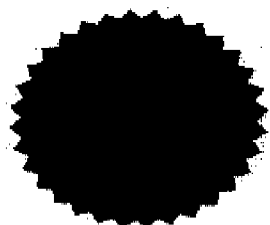
Delaware

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 AMENDMENT OF "RC ERTL, INC.", CHANGING ITS NAME FROM "RC ERTL, INC." TO "RC2 BRANDS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2003, AT 1:46 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2503707

2139250 8100

030430756

DATE: 06-30-03

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State of Delaware
Secretary of State
Division of Corporations
Delivered 02:20 PM 06/30/2003
FILED 01:46 PM 06/30/2003
SRV 030430756 - 2139250 FILE

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION

RC ERTL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation has determined that it is advisable and in the best interests of the Corporation that the Certificate of Incorporation of the Corporation be amended by deleting the current text of section FIRST thereof and substituting in lieu thereof the following:

FIRST: The name of the Corporation is RC2 Brands, Inc.

SECOND: That in accordance with section 228 of the General Corporation Law of the State of Delaware the holders of all of the issued and outstanding shares of capital stock of the Corporation have given written consent in favor of such amendment.

THIRD: That the foregoing amendment was duly adopted in accordance with the applicable provisions of section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Curtis W. Stoelting, Chief Executive Officer, on this 24th day of June, 2003.

RC ERTL, INC.

BY Curtis W. Stoelting
Curtis W. Stoelting, Chief Executive Officer

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RECORDED: 02/12/2004

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