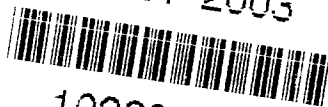


12-24-2003



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Tab settings ⇌ ⇌ ⇌

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

1. Name of conveying party(ies):
Max Zapf Puppen-Und Spielwarenfabrik GmbH & KG

12.17.03

- Individual(s)
- General Partnership
- Corporation-State
- Association
- Limited Partnership

Other _____

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

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

Execution date: March 17, 1999

2. Name and address of receiving party(ies):

Name: Zapf Creation AG

Internal _____

Address: _____

Street Address: Mönchrodener Strabe 13, D-

Fed. Rep of

City: Rodental State: Germany Zip: 96472

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Germany
- 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

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

A. Trademark Application No.(s)

1461499

B. Trademark Registration No.(s) 1461499, 2361725

Additional number(s) attached Yes No

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

Name: Lynda M. Braun

Internal Address: Weil, Gotshal & Manges, LLP

Street Address: 767 5th Avenue

City: New York State: NY Zip: 10153

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 23-0800

(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.

Phyllis Eremitaggio
Name of Person Signing

Phyllis Eremitaggio
Signature

December 17, 2003
Date

Total number of pages including cover sheet, attachments, and document: 7

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

12/23/2003 LHWELLER 00000194 230800 1461499

01 FC:8521 40.00 DA
02 FC:8522 25.00 DA

DESIGNATION OF DOMESTIC REPRESENTATIVE

Robert G. Sugarman, Lynda M. Braun and Arlene A Hahn, whose postal address is WEIL, GOTSHAL & MANGES LLP, 767 Fifth Avenue, New York, New York 10153 are hereby designated applicant's representatives upon whom notice or process in proceedings affecting the mark may be served.

Local court (Amtsgericht) of Coburg
Certified extract

Sheet 1
HR B 2995

Number of entry	a) Com party name b) Registered address c) Object of the company	Equity or subscribed capital DM	Directors				Authorised signatories										Legal status	a) Date of entry and signature b) Remarks
			Personally liable partners Managers Liquidator															
1	a) Zapf Creation AG b) Rödental c) Development, production and sale of dolls, toys and leisure articles of all kinds and marketing of these products by granting franchises	7.500.000,— EUR	Thomas Eichhorn, born 17.03.1965, Coburg Rudolf Winning, born 01.02.1962, Rödental Angelika Marr, née Schunk, born 11.01.1965, Coburg	4	5										6	a) 24th March 1999 (Signature) b) Resolution approving the reorganisation of P. 7 ff. Sbd. New articles of association P. 14 ff. Sbd. Resolutions of 18.03.1999 P.41 ff. Sbd. P. 50 ff. Sbd. Report by the founders of 18.03.1999 P. 72 ff. Sbd. Founding audit report by the directors and the supervisory board of 18.03.1999 P. 82 ff. Sbd. Formerly local court (Amtsgericht) of Coburg, HRB 2436	7	
1																		

Number of entry	a) Company name b) Registered address c) Object of the company	Equity or subscribed capital DM	Directors Personally liable partners Managers Liquidator	Authorised signatories	Legal status	a) Date of entry and signature b) Remarks
1	2	3	4	5	6	7
2		8,000,000.— EUR		Overall powers of representation: Hans-Hermann Burmester, born 28.08.1946, Rodental He represents the company jointly with a member of the Board of Directors or another authorised signatory.	Partly on the basis of the authorisation of 17th March 1999 to raise the capital stock by an amount of no more than EUR 3,000,000 (approved capital I), the capital stock of EUR 7,500,000.- was increased by EUR 500,000 to EUR 8,000,000.-. The authorisation of 17th March 1999 (approved capital I) thus still exists for an amount of EUR 2,500,000.-. By a resolution of the authorised Supervisory Board of 15th April 1999, the articles of association have been changed accordingly in § 5 sub-section I and II (Amount and breakdown of the capital stock).	a) 22nd April 1999 (Signature) b) Resolution (Board of Directors) of 15.04.1999 P. 164 Sbd. Resolution (Supervisory board) of 15.04.1999 P. 165 Sbd. New articles of association, P. 180 ff. Sbd.
3					By a resolution of the company's Annual General Meeting of 26th April 2000, contingent capital was created as follows: The capital stock is raised by a contingency amount of up to EUR 380,000.- by the issue of up to 380,000 individual bearer share certificates (contingency capital). The contingent capital increase will only be carried out to the extent to which the holders of share options which were issued on the basis of the authorisation resolution of the Annual General Meeting of the company on 26th April 2000 for the share option plan of the company exercise their subscription rights and the company does not grant any shares of its own to fulfil the option rights. The new shares in the company arising from these subscription rights will participate in the profit of the company from the beginning of the year in which they are issued. § 5 (Amount and breakdown of the capital stock) was changed accordingly.	a) 21st June 2000 (Signature) b) Resolution P. 207 ff. Sbd. New articles of association, P. 291 ff. Sbd.
4					By a resolution of the company's Annual General Meeting of 31st July 2001, the contingent capital created by the resolution of the Annual General Meeting of 26th April 2000 was cancelled for a partial amount of 300,000.- EUR. The remaining contingent capital of up to 80,000.- EUR was given the designation "contingent capital". Furthermore, by a resolution of the company's Annual General Meeting of 31st July 2001, contingent capital was created as follows: The capital stock is increased by up to EUR 300,000.- by the issue of up to 300,000 individual bearer share certificates (contingency capital II). The contingent capital increase will only be carried out to the extent to which	a) 10th August 2001 (Signature) b) Resolution P. 310 ff. Sbd. New articles of association, P. 439 ff. Sbd.

Number of entry	a) Comp any name b) Registe red address c) Object of the company	Equity or subscribed capital Gm	Directors Personally liable partners Managers Liquidator	Authorised signatories	Legal status	a) Date of entry and signature b) Remarks
1	2	3	4	5	6	7
5				<p>The power of representation for <u>Hans-Hermann Burmeister</u> has lapsed.</p> <p>Overall powers of representation: Peter Dorscht, born 26.03.1961, Wiesental Wolfgang Hoffmann, born 20.01.1964, Niederfüllbach Bernd Plesch, born 27.07.1960, Coburg</p> <p>Each of them represents the company jointly with a member of the Board of Directors or another authorised signatory.</p>		a) 9th January 2002 (Signature)
6			Christian Ewert, born 09.11.1962, Penzberg			a) 25th September 2002 (Signature) b) Resolution P. 540 Sbd.
7				Overall powers of representation: Monika Colte, born 18.10.1966, Coburg		a) 30th October 2002 (Signature)

Number of entry	a) Company name b) Registered address c) Object of the company	Equity or subscribed capital €M	Directors Personally liable partners Managers Liquidator	Authorised signatories	Legal status	a) Date of entry and signature b) Remarks
1				Jochen Wohlrab, born 25.08.1967, Coburg Jürgen Gerber, born 05.05.1969, Marktrodach-Unterrodtach. Each of them represents the company jointly with a member of the Board of Directors or another authorised signatory.	The above copy is certified to be a faithful copy of the entries in the register. Text which is underlined is deemed to have been deleted. Coburg, 05. DEC. 2002 The certifying official in the office of the local court (Amtsgericht)	

(Round stamp)
 BAVARIA
 LOCAL COURT
 (AMTSGERICHT)
 OF COBURG

(Signature)
 Ruschke
 Clerk of the court

DESIGNATION OF DOMESTIC REPRESENTATIVE

Robert G. Sugarman, Lynda M. Braun and Arlene A. Hahn whose postal address is WEIL, GOTSHAL & MANGES LLP, 767 Fifth Avenue, New York, New York 10153 are hereby designated applicant's representatives upon whom notice or process in proceedings affecting the mark may be served.

Dated: December 17, 2003

Respectfully submitted,

By: 
Arlene A. Hahn

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New York, New York 10153-0119
(212) 310-8000

Attorneys for Applicant
Zapf Creation AG