

5/3/04

05-05-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

REI



102737729

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Calendar Club SA, LLC

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

Execution Date: July 9, 2003

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

Internal Address: _____

Street Address: 6411 Burlesan Road

City: Austin State: TX Zip: 78744

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

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)
76460280
76460279

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

CFR/FINANCE
MAY -3 1M 10K 9

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

Internal Address: Suite 2400

Street Address: One Woodward Avenue

City: Detroit State: MI Zip: 48226

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 190.00

Enclosed
 Authorized to be charged to deposit account
By: Mark Bisard

8. Deposit account number:
501454

(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.

Marc Winkelman [Signature] 4-9-04
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

05/04/2004 EDOOPER 00000209 501454 76460280
01 FC:0521 40.00 BA
02 FC:0522 150.00 BA

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

TRADEMARK REEL: 002962 FRAME: 0422

**Supplement to Recordation Form Cover Sheet
(Form PTO 1594)**

Section 4:

Additional application numbers and registration number

Ser. No.	Reg. No.	Trademark
74/415829	1881068	VICTORIAN SCRAPBOOK
74/199580	1739725	AMERICAN TREASURES COLLECTION
74/078253	1725457	THE SAN FRANCISCO MUSIC BOX COMPANY
74/06229	1614430	THE SAN FRANCISCO MUSIC BOX COMPANY
73/660709	1486526	THE SAN FRANCISCO MUSIC BOX COMPANY

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:30 PM 09/28/1998
981374802 - 2949056

CERTIFICATE OF FORMATION

OF

CALENDAR CLUB SA, L.L.C.

1. The name of the limited liability company is Calendar Club SA, L.L.C.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Calendar Club SA, L.L.C. as of September 25, 1998.

CALENDAR CLUB L.L.C.

Member

By:

Barry Silverman

Its:

CHAIRMAN

0583036.01
CALENGAME

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:47 PM 07/09/2003
FILED 02:41 PM 07/09/2003
SRV 030451510 - 2949056 FILE

CERTIFICATE OF AMENDMENT

OF

CALENDAR CLUB SA, L.L.C.

1. The name of the limited liability company is
Calendar Club SA, L.L.C.

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

(set forth amendment(s)) The name of the limited liability company is
Sanbox LLC.

Note: (Use the following paragraph if this Certificate is to be effective at a date or time
(which must be a date or time certain) later than filing)

3. This Certificate of Amendment shall be effective on _____

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Amendment of Calendar Club SA, L.L.C. this 7th day of July
2003.



Peter Sugar as Attorney-in-Fact for
Calendar Club L.L.C., Sole Member

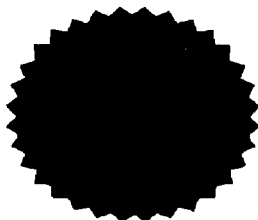
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SANBOX LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2949056 8300

030769951

AUTHENTICATION: 2780678

DATE: 12-02-03

TRADEMARK
REEL: 002962 FRAME: 0426

Delaware

PAGE 1

The First State

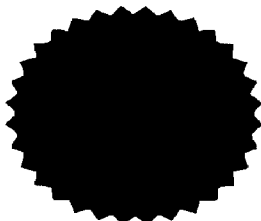
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SANBOX LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1998, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CALENDAR CLUB SA, L.L.C." TO "SANBOX LLC", FILED THE NINTH DAY OF JULY, A.D. 2003, AT 2:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2949056 8100H

AUTHENTICATION: 2780677

030769951

DATE: 12-02-03

RECORDED: 05/03/2004

TRADEMARK
REEL: 002962 FRAME: 0427