

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	06/24/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RC Ertl, Inc.		06/24/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	RC2 Brands, Inc.
Street Address:	Hyws. 136 & 20
City:	Dyersville
State/Country:	IOWA
Postal Code:	52040-2000
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1932237	PRESTIGE

CORRESPONDENCE DATA

Fax Number: (414)298-8097
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 414-298-1000
 Email: mdietz@reinhartlaw.com
 Correspondent Name: Michele Dietz
 Address Line 1: 1000 North Water Street
 Address Line 2: Suite 2100
 Address Line 4: Milwaukee, WISCONSIN 53202

NAME OF SUBMITTER:	Michele L. Dietz
Signature:	/mld/
Date:	05/06/2005

CH \$40.00 1932237

Total Attachments: 2

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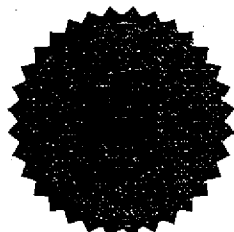
Delaware

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

TRADEMARK

REEL: 003078 FRAME: 0908

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, Chief Executive
Officer

MW986473KDM

TRADEMARK TOTAL P.03