

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Limited Liability Company Articles of Organization - Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Imperial Toy Corporation		12/21/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Imperial Toy LLC
Street Address:	2060 East 7th Street
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90021
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
Serial Number:	76622981	AFTERMARKET
Registration Number:	1329799	"BIG BRUTE"
Registration Number:	1755511	BITSY BUDDYS
Registration Number:	1399701	BLO 'N' BLAST
Serial Number:	78750822	BOINGEE
Serial Number:	76631731	BOINGEE BUBBLES
Registration Number:	866228	BRUTE
Registration Number:	2354280	BUBBLE FACTORY
Registration Number:	1060393	BUDDY L
Registration Number:	826380	BUDDY L
Registration Number:	1189450	BUDDY L
Registration Number:	2309781	BUGS WORLD
Registration Number:	2218923	CREATURES OF THE WORLD
Registration Number:	1492381	

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Registration Number:	1516521	EASY-WRITER
Serial Number:	76631732	EVER-BUBBLE BLASTER
Serial Number:	78790837	FLASH CAPS
Registration Number:	1492380	FUN IN THE SUN
Registration Number:	2531157	FUN ZONE
Serial Number:	76621078	FUSILLY
Serial Number:	76622982	GOOGLY
Registration Number:	992907	IMPERIAL
Registration Number:	2273554	IMPERIAL
Registration Number:	2277247	IMPERIAL
Registration Number:	1883035	LEGENDS OF THE WILD WEST
Registration Number:	1405131	M FORCE
Registration Number:	1791037	MIGHTY MACHINES
Registration Number:	1849462	MILITARY FORCE
Registration Number:	996975	MIRACLE
Registration Number:	2138766	MIRACLE BUBBLES
Serial Number:	78790854	MONDO METAL
Registration Number:	1448706	MY FIRST BUDDYS
Registration Number:	2401496	PEBBLE PETS
Registration Number:	1638511	PETITE MISS
Registration Number:	1926559	PETITE PRINCESS
Registration Number:	1711896	PIRATES OF THE HIGH SEAS
Registration Number:	998680	POOPATROOPER
Registration Number:	1314851	POWER DRIVERS
Registration Number:	2115292	PRETTY COOL, PRETTY CUTE, PRETTY YOU
Serial Number:	78676727	PRINCESS TALES BY PETITE MISS
Serial Number:	78676733	PRINCESS TALES BY PETITE MISS
Serial Number:	78790857	PURE POISON
Serial Number:	78790830	SLAMMER JAMMERS
Serial Number:	78790848	SLAMMER WHAMMERS
Registration Number:	1725951	SONIC HAULER
Registration Number:	2049983	STAR PATROL
Registration Number:	2946454	STEEL ON WHEELS
Registration Number:	2857556	STRETCHABLE
Registration Number:	1329798	"SUPER BRUTE"

Registration Number:	1960802	SURE SHOT
Registration Number:	1908634	SURE SHOT
Registration Number:	2472345	SWEET SPOT
Registration Number:	2518415	SWEET SPOT CANDY
Registration Number:	2286659	SWEETHEART TROLLS
Registration Number:	916207	TEENY BOUNCERS
Registration Number:	1399702	"THE REAL STUFF"
Registration Number:	2097159	TOUGHEST TOYS ON WHEELS
Registration Number:	1416092	TURBO
Serial Number:	76624149	X!
Serial Number:	76624126	X! PRESSIONS BY PETITE MISS

CORRESPONDENCE DATA

Fax Number: (310)820-5988
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 310-207-3800
Email: janet_gass@bstz.com
Correspondent Name: Norman Zafman, Esq./Blakely Sokoloff
Address Line 1: 12400 Wilshire Boulevard
Address Line 2: Suite 700
Address Line 4: Los Angeles, CALIFORNIA 90025

ATTORNEY DOCKET NUMBER:	42075.G105
NAME OF SUBMITTER:	Norman Zafman
Signature:	/Norman Zafman/
Date:	06/23/2006

Total Attachments: 2
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**State of California
Secretary of State**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 21 2005

**BRUCE McPHERSON
Secretary of State**



State of California Secretary of State

200585510012

File #

ENDORSED - FILED In the office of the Secretary of State of the State of California

DEC 1 2005

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT - Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "L.L.C.")

Imperial Toy LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-HILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

[X] ONE MANAGER

[] MORE THAN ONE MANAGER

[] ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE

2060 East 7th Street

CITY AND STATE

Los Angeles, California

ZIP CODE

90021

5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1506 and item 5 must be completed (leave item 6 blank).)

Peter Tiger

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

2060 East 7th Street

CITY

Los Angeles

STATE

CA

ZIP CODE

90021

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY

Imperial Toy Corporation

8. FORM OF ENTITY

Corporation

9. JURISDICTION

California

10. CA SECRETARY OF STATE FILE NUMBER, IF ANY

C0569838

11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS.

75 shares of Common Stock

a majority

ADDITIONAL INFORMATION

12. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

13. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE, BELIEF AND FAITH FROM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

12/21/05 DATE

12/21/05 DATE

David Kort, Vice President

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Susan Kort, Secretary

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

