

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
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:	2021 9th Street SE		
City:	Dyersville		
State/Country:	IOWA		
Postal Code:	52040		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2018795	EC	
CORRESPONDENCE DATA			
Fax Number:	(414)298-8097		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	414-298-1000		
Email:	mdietz@reinhardt.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:	11/22/2006		
Total Attachments: 2			

CH \$40.00 2018795

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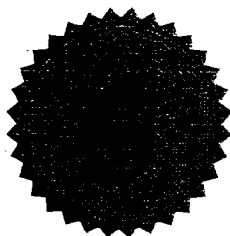
Delaware

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: 003432 FRAME: 0715

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