

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	12/29/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Binney & Smith Inc.		12/29/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Binney & Smith LLC
Street Address:	1100 Church Lane
City:	Easton
State/Country:	PENNSYLVANIA
Postal Code:	18044
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 53

Property Type	Number	Word Mark
Registration Number:	3155353	SUPER BRUSH
Registration Number:	1921963	MODEL MAGIC
Registration Number:	2053072	AMAZING ART ADVENTURE
Registration Number:	1114168	THE REAL SOLID LIQUID
Registration Number:	0502429	ANTI-ROLL
Registration Number:	0224527	STAONAL
Registration Number:	2762437	TWISTABLES
Registration Number:	2250026	KID'S FIRST
Registration Number:	0828225	AN-DU-SEPTIC
Registration Number:	2201695	ART AS A WAY OF LEARNING
Registration Number:	1871616	DREAM-MAKERS
Registration Number:	3195171	COLOR CYCLONE
Registration Number:	1304526	ARTISTA II

CH \$1340.00 3155353

Registration Number:	2788258	RADICAL ROOM
Registration Number:	1795860	OVERWRITERS
Registration Number:	1448448	BUNDLE OF COLORS
Registration Number:	3175456	CHALK STOMPERZ
Registration Number:	3028991	TWISTABLES
Registration Number:	3012215	GIRLFITTI
Registration Number:	2890380	ROCKET MINDS
Registration Number:	2637249	CLICK'EM ON
Registration Number:	2459049	PORTFOLIO
Registration Number:	1968479	WRITE START
Registration Number:	1146944	CADDY
Registration Number:	2410874	CLASSPACK
Registration Number:	1628281	
Registration Number:	1656782	SKETCH'N'GO
Registration Number:	2868406	CLICKEM ON
Registration Number:	0568856	ANTI-DUST
Registration Number:	0858607	ANTI-ROLL
Registration Number:	0560758	SILLY PUTTY
Serial Number:	78946669	RAINBOW RAKE
Serial Number:	78872429	COLOR WONDER
Serial Number:	78908218	CUTS WHERE SCISSORS CAN'T
Serial Number:	78602818	COLOR EXPLOSION
Serial Number:	78974657	CLASSPACK
Serial Number:	78956647	SQUEEZABLES
Serial Number:	78791317	SPRAY MAGIC
Serial Number:	78947696	IMAGINATION QUOTIENT
Serial Number:	78947686	OTHER IQ
Serial Number:	78646996	CHALK 'N ROLL
Serial Number:	77003343	COLOR WONDER
Serial Number:	78861575	COLOR PILLAR
Serial Number:	78947704	IMAGINATION QUOTIENT
Serial Number:	77003383	COLOR WONDER
Serial Number:	78712483	TWISTABLES
Serial Number:	78712473	TWISTABLES
Serial Number:	77003512	COLOR WONDER

Serial Number:	78972142	COLORS MAGICALLY APPEAR
Serial Number:	78727012	COLOR EXPLOSION
Serial Number:	78947671	OTHER IQ
Serial Number:	78946701	SOFT STICKS
Serial Number:	78800240	DRAW AND RECORD STORY CREATOR

CORRESPONDENCE DATA

Fax Number: (816)274-7171

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 8165453187

Email: lschuv1@hallmark.com

Correspondent Name: Albert P. Mauro, Jr., Esq.

Address Line 1: Hallmark Cards, 2501 McGee Trafficway

Address Line 2: Legal Division, Mail Drop #339

Address Line 4: Kansas City, MISSOURI 64108

NAME OF SUBMITTER:	Albert P. Mauro, Jr.
Signature:	/Albert P. Mauro, Jr./
Date:	02/26/2007

Total Attachments: 1
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STATE *of* DELAWARE
CERTIFICATE *of* CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

The undersigned hereby certifies:

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The Certificate of Incorporation of the Company was originally filed on November 18, 1953 under the name Binsmith, Inc. ("Certificate"). The name was changed to Binney & Smith Inc. on December 31, 1953. The Certificate was last amended in connection with the Certificate of Agreement of Merger filed August 9, 1984 and later restated on May 5, 2005.
4. The name of the Corporation immediately prior to filing this Certificate is:
Binney & Smith Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Binney & Smith LLC
6. The effective date of this conversion from a Corporation to a Limited Liability Company is December 29, 2006.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 20th day of December, 2006.

Binney & Smith Inc.

By: /s/Dwight C. Arn/s/
Dwight C. Arn, Vice President
Authorized Person

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