

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Binney & Smith Properties, Inc.		01/23/2007	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Crayola Properties, Inc.
<b>Street Address:</b>	2035 Edgewood Avenue
<b>City:</b>	Easton
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	18042
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 65**

Property Type	Number	Word Mark
Registration Number:	2903312	BIG YELLOW BOX BY CRAYOLA
Registration Number:	3055850	CRAYOLA
Registration Number:	1491038	
Registration Number:	1271762	CRAYOLA
Registration Number:	1326866	
Registration Number:	0641294	CRAYOLA
Registration Number:	0718582	CRAYOLA
Registration Number:	3136794	CRAYOLA
Registration Number:	1286023	
Registration Number:	1252617	
Registration Number:	1192145	CRAYOLA
Registration Number:	1157295	CRAYOLA
Registration Number:	1173166	CRAYOLA
Registration Number:	1116380	CRAYOLA

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Registration Number:	1160926	CRAYOLA
Registration Number:	1088807	CRAYOLA
Registration Number:	0644752	CRAYOLA
Registration Number:	1105850	
Registration Number:	3098171	CRAYOLA
Registration Number:	3163635	CRAYOLA
Registration Number:	2926994	CRAYOLA OUTDOOR
Registration Number:	2044830	THE CRAYOLA FACTORY
Registration Number:	1492365	
Registration Number:	1491041	
Registration Number:	1461868	SO BIG
Registration Number:	1279429	CRAYOLA
Registration Number:	1090330	CRAYOLA
Registration Number:	0717196	
Registration Number:	2557242	WASHABLE CRAYOLA
Registration Number:	1342571	SO BIG
Registration Number:	1238407	CRAYOLA
Registration Number:	0987896	CRAYOLA
Registration Number:	3177982	CRAYOLA
Registration Number:	2483508	CRAYOLA
Registration Number:	1949568	CRAYOLA
Registration Number:	1468224	CRAYOLA
Registration Number:	1363304	
Registration Number:	0720149	
Registration Number:	2985395	CRAYOLA
Registration Number:	1465589	CRAYOLA
Registration Number:	1418480	CRAYOLA
Registration Number:	1303791	CRAYOLA
Registration Number:	1218372	
Registration Number:	3177981	CRAYOLA
Registration Number:	1238377	CRAYOLA
Registration Number:	1156890	CRAYOLA
Registration Number:	1146580	CRAYOLA
Registration Number:	1089181	CRAYOLA
Serial Number:	77040799	CRAYOLA

Serial Number:	77003599	CRAYOLA BEGINNINGS
Serial Number:	77049538	TOTAL TOOLS
Serial Number:	77040728	CRAYOLA
Serial Number:	77006768	CRAYOLA BEGINNINGS
Serial Number:	77068647	COLOR EXPLOSION SPINNER
Serial Number:	77049567	TOTAL TOOLS
Serial Number:	77006807	CRAYOLA BEGINNINGS
Serial Number:	77006856	CRAYOLA BEGINNINGS
Serial Number:	77006826	CRAYOLA BEGINNINGS
Serial Number:	77003566	CRAYOLA BEGINNINGS
Serial Number:	77003634	CRAYOLA BEGINNINGS
Serial Number:	77064503	
Serial Number:	77049552	TOTAL TOOLS
Serial Number:	77003582	CRAYOLA BEGINNINGS
Serial Number:	77006900	CRAYOLA BEGINNINGS
Serial Number:	77003610	CRAYOLA BEGINNINGS

**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:	03/01/2007

Total Attachments: 2  
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# Delaware

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*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 "BINNEY & SMITH PROPERTIES, INC.", CHANGING ITS NAME FROM "BINNEY & SMITH PROPERTIES, INC." TO "CRAYOLA PROPERTIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2007, AT 6:11 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2364671 8100

070092982



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5389724

DATE: 01-29-07

TRADEMARK  
REEL: 003490 FRAME: 0730

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
BINNEY & SMITH PROPERTIES, INC.**

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That this Certificate of Incorporation was filed on December 20, 1993,  
under the name of Binney & Smith Properties, Inc.

SECOND: That Paragraph One of the Certificate of Incorporation is amended to read  
as follows: The name of the corporation is CRAYOLA PROPERTIES, INC.

THIRD: That this amendment to the Corporation's Certificate of Incorporation has  
been duly adopted by the stockholders of the Corporation in accordance with the provisions of  
Section 242 and 228 of the General Corporation Law of the State of Delaware and in accordance  
with the provisions of its Certificate of Incorporation.

**IN WITNESS WHEREOF**, the Corporation has caused this instrument to be signed in  
its name by its Vice President and attested by its Assistant Secretary.

BINNEY & SMITH PROPERTIES, INC.

Dated: January 23, 2007

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

ATTEST:

/s/Kathleen H. Tomei/s/  
Kathleen H. Tomei  
Assistant Secretary