

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
RC2 Brands, Inc.		02/01/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Learning Curve Brands, Inc.		
Street Address:	2021 9th Street SE		
City:	Dyersville		
State/Country:	IOWA		
Postal Code:	52040		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	76583767	ME IN MOTION	
<b>CORRESPONDENCE DATA</b>			
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		
ATTORNEY DOCKET NUMBER:	8432		
NAME OF SUBMITTER:	Michele L. Dietz		
Signature:	/mld/		
Date:	05/08/2007		

CH \$40.00 76583767

Total Attachments: 2

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# Delaware

PAGE 1

*The First State*

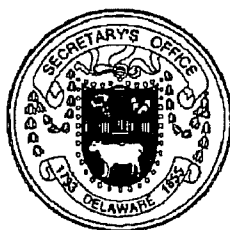
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RC2 BRANDS, INC.", CHANGING ITS NAME FROM "RC2 BRANDS, INC." TO "LEARNING CURVE BRANDS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2007, AT 12:45 O'CLOCK P.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SECOND DAY OF FEBRUARY, A.D. 2007.

2139250 8100

070113245



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5401310

DATE: 02-01-07

TRADEMARK  
REEL: 003538 FRAME: 0003

CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF INCORPORATION OF  
RC2 BRANDS, INC.

RC2 BRANDS, 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 hereby declares that it is advisable and in the best interests of the Corporation that the FIRST Article of the Certificate of Incorporation of the Corporation be amended to read as follows:

FIRST: The name of the Corporation is Learning Curve 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.

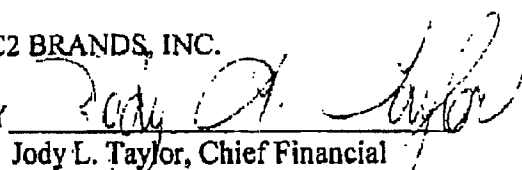
THIRD: That the foregoing amendment was duly adopted in accordance with the applicable provisions of section 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the effective date of this Amendment shall be February 2, 2007.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Jody L. Taylor, Chief Financial Officer and Secretary, on this 1st day of February, 2007.

RC2 BRANDS, INC.

BY

  
Jody L. Taylor, Chief Financial  
Officer and Secretary

MW1393840

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:56 PM 02/01/2007  
FILED 12:45 PM 02/01/2007  
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