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
Geoffrey, Inc.		01/28/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Geoffrey, LLC
Street Address:	One Geoffrey Way
City:	Wayne
State/Country:	NEW JERSEY
Postal Code:	07470
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 206

Property Type	Number	Word Mark
Registration Number:	2469154	R
Registration Number:	2715408	"R"
Registration Number:	2794853	"R"
Registration Number:	2988090	"R" ROOM
Registration Number:	2282394	"R" US
Registration Number:	2587410	1-888-BABYRUS
Registration Number:	2758568	A TIME FOR SMILES
Registration Number:	2457231	ANIMAL ALLEY
Registration Number:	3135162	ANIMAL ALLEY BABY
Registration Number:	2611621	ANIMAL ALLEY FILLED WITH LOVE
Registration Number:	3332140	B.R. BRUIN
Registration Number:	2046673	BABIES "R" US
Registration Number:	2494425	BABIES "R" US
Registration Number:	2691300	BABIESRUS.COM

CH $5165.00 2469154

Registration Number:	3139915	BABY DARLA
Registration Number:	3309721	BABY GO POTTY
Registration Number:	3386714	BABY SO BIG
Registration Number:	1519342	BABY SUPERSTORE
Registration Number:	2846463	BAND IN A DRUM
Registration Number:	3247578	BECAUSE WHEN IT'S TIME TO GIVE BABY THE WORLD . . . IT'S TIME FOR BABIES "R" US
Registration Number:	2744707	BIG ON COOL, LOW ON PRICE
Registration Number:	3065294	BIRTHDAYS "R" US
Registration Number:	2652783	CAMP GEOFFREY
Registration Number:	1615071	CANDY TIME
Registration Number:	3112687	CARGO PORT CENTRAL
Registration Number:	2953982	CATCH-A-MESS
Registration Number:	3121531	CATRINA THE PRINCESS WITH ATTITUDE!
Registration Number:	3141540	CHESTNUT RIDGE
Registration Number:	0854559	CHILDREN'S BARGAIN TOWN
Registration Number:	2885063	CLUB KRU
Registration Number:	2667399	COLE
Registration Number:	3327690	COZY COUNTRY
Registration Number:	2566146	DARBY
Registration Number:	2613323	DARLA
Registration Number:	2843999	DARNY
Registration Number:	2354818	DREAM DAZZLERS
Registration Number:	0951333	EDU-SCIENCE
Registration Number:	2644193	ELITE OPERATIONS
Registration Number:	2157821	ESPECIALLY FOR BABY
Registration Number:	2681514	ESPECIALLY FOR BABY
Registration Number:	2548257	ESPECIALLY FOR BABY
Registration Number:	3084672	ESPECIALLY FOR BABY
Registration Number:	2579266	ESPECIALLY FOR KIDS
Registration Number:	2936370	ESPECIALLY FOR KIDS
Registration Number:	1648557	FAST LANE
Registration Number:	3060993	FAST LANE
Registration Number:	1624974	FAST MOVES
Registration Number:	2753555	FILLED WITH LOVE

Registration Number:	2598829	FIRST DISCOVERIES
Registration Number:	2958331	FIRST STAGES
Registration Number:	2730663	FLEAS ON FLETCHER
Registration Number:	3184920	FOUR TO WIN
Registration Number:	1647517	FUN-YEARS
Registration Number:	2547882	FUN YEARS
Registration Number:	3156980	FUNCTION JUNCTION
Registration Number:	3151495	GAME TIME
Registration Number:	2749633	GEOFFREY
Registration Number:	3225509	GEOFFREY'S
Registration Number:	2824075	GEOFFREY'S BOX OFFICE
Registration Number:	2920781	GEOFFREY'S FUNDAY
Registration Number:	2824074	GEOFFREY'S HOLIDAY SHOP
Registration Number:	2970366	GEOFFREY'S TOYS "R" US
Registration Number:	2848535	GEOFFREY'S WISH LIST
Registration Number:	2799113	GEOFFREYTRON
Registration Number:	2756179	GIFTSRUS.COM
Registration Number:	2755746	
Registration Number:	1287473	
Registration Number:	1980756	
Registration Number:	2856049	GIRAFFIC
Registration Number:	2843268	GIRAFFIC PARTY
Registration Number:	3246066	GIRLS ON THE GO
Registration Number:	2651373	GOODIES "R" US
Registration Number:	1625013	HIGH FREQUENCY
Registration Number:	1787290	HIGH FREQUENCY
Registration Number:	2670567	HOPKINS
Registration Number:	2744936	HUGHBERT
Registration Number:	1554613	I'M A TOYS "R" US KID!
Registration Number:	2334764	IMAGINARIUM
Registration Number:	1160352	IMAGINARIUM
Registration Number:	1523917	IMAGINARIUM
Registration Number:	2707504	IMAGINARIUM RAILWAY
Registration Number:	2629021	IMAGINARIUM ZOOARIUM
Registration Number:	2591518	IMAGINARIUM.COM

Registration Number:	2921759	JUST LIKE HOME
Registration Number:	2830366	K.R.U.
Registration Number:	2721172	KIDS "R" US
Registration Number:	1554261	KIDS "R" US
Registration Number:	2897431	KIDS R US
Registration Number:	2186337	KIDS WORLD
Registration Number:	2180961	KOALA BABY
Registration Number:	2244703	KOALA BABY
Registration Number:	2241678	KOALA KIDS
Registration Number:	1584763	KOALA KIDS!
Registration Number:	2845304	KRU
Registration Number:	3072986	KYLE THE KILLER WHALE
Registration Number:	2967459	LICKERISH
Registration Number:	1611289	LIGHTNING BUG
Registration Number:	1612117	LIGHTNING BUG
Registration Number:	2422089	LIL CHEFS KITCHEN
Registration Number:	2422090	LIL CHEFS MARKET
Registration Number:	2590173	LITTLE LEGENDS
Registration Number:	3052020	LOW PRICE SUPER STARS
Registration Number:	1866411	MINIWEAR
Registration Number:	2201649	MINIWEAR
Registration Number:	3369905	MY 1ST DENIM
Registration Number:	1990611	NEW LEGENDS
Registration Number:	2232175	NURSERY TIMES
Registration Number:	2979444	OLIVE THE SEA TURTLE
Registration Number:	1493291	PAVILION
Registration Number:	3067358	PLAY ON
Registration Number:	1529069	PLAYETTE
Registration Number:	2442370	R US
Registration Number:	2886286	R ZONE
Registration Number:	2403494	RALLYE
Registration Number:	2662790	RANDOM ACT OF KIDNESS!
Registration Number:	2411265	REAL FRIENDS
Registration Number:	3337171	RIELING
Registration Number:	2722209	RIGGSLEY

Registration Number:	3337223	ROBO NATION
Registration Number:	2767478	SABLE
Registration Number:	2943228	SAND GEAR
Registration Number:	2382832	SHOOT BACK BASKETBALL
Registration Number:	3010794	SIR LEAPSALOT
Registration Number:	3318009	SIZZLIN' COOL
Registration Number:	2732338	SMART SPOT
Registration Number:	1446634	SOFT CLASSICS
Registration Number:	2953065	SOFT 'N SNUG
Registration Number:	3266449	SOUND CITY RAILWAY
Registration Number:	2981142	SPORTS "R" US
Registration Number:	2813374	SPORTSRUS.COM
Registration Number:	2017486	STATS
Registration Number:	2438824	STATS
Registration Number:	2351996	STATS FOR THE CHAMPIONS
Registration Number:	3090999	STATS GEAR
Registration Number:	2660319	STATS PRO
Registration Number:	2467339	STICKERS "R" US
Registration Number:	2961347	SUPER LEGENDS
Registration Number:	0947852	SUPER SLICKS
Registration Number:	3227937	SWEET LOVING BABY
Registration Number:	3216505	TENDER TEARS
Registration Number:	2973555	THE BEST SPORTS STORE FOR KIDS AND MORE
Registration Number:	2776168	THE CENTER OF THE TOY UNIVERSE
Registration Number:	3292400	THE WORLD'S GREATEST TOY STORE
Registration Number:	3074917	THE WORLD'S TOY STORE
Registration Number:	3235061	TICKLE TUMMY BABY
Registration Number:	2586909	TIMES SQUARE BEAR
Registration Number:	3069204	TOMMY THE SNAKE
Registration Number:	2786254	TOTALLY ME!
Registration Number:	3337175	TOTALLY ME!
Registration Number:	3364238	TOY GUIDE FOR DIFFERENTLY-ABLED KIDS
Registration Number:	0902125	TOYS "R" US
Registration Number:	2446213	TOYS "R" US
Registration Number:	2797686	TOYS "R" US

Registration Number:	2019153	TOYS "R" US
Registration Number:	2063369	TOYS "R" US
Registration Number:	2271828	TOYS "R" US
Registration Number:	2364201	TOYS "R" US
Registration Number:	1215353	TOYS "R" US
Registration Number:	1531202	TOYS"R"US
Registration Number:	2364575	TOYS R US
Registration Number:	2362269	TOYS "R" US
Registration Number:	3307300	
Registration Number:	3003574	TOYS "R" US TOY BOX
Registration Number:	2151817	TOYSRUS.
Registration Number:	2370396	TOYSRUS.COM
Registration Number:	2565962	TRUE GIRLZ
Registration Number:	2811730	UNIQUELY YOU, WHATEVER YOU DO.
Registration Number:	2792018	YOU & ME
Registration Number:	1527485	YOU'LL NEVER OUTGROW US
Serial Number:	78256958	"R" CLUB
Serial Number:	78261663	"R" CLUB
Serial Number:	78939787	"R" IS FOR REWARDS!
Serial Number:	77076660	BABIES "R" US
Serial Number:	77076670	BABIES "R" US
Serial Number:	77076675	BABIES "R" US
Serial Number:	77112765	BABY'S FIRST DENIM
Serial Number:	77074178	COOL TO BE HOT
Serial Number:	78935823	ESPECIALLY FOR BABY
Serial Number:	78935826	ESPECIALLY FOR KIDS
Serial Number:	77006360	ESPECIALLY FOR MOM
Serial Number:	77142248	GADGETS "R" US
Serial Number:	77111682	GEOFFREY
Serial Number:	77075775	HAPPY FACES
Serial Number:	78935817	KOALA BABY
Serial Number:	77226051	KOALA BABY MY 1ST DENIM
Serial Number:	77031956	KOALA BABY NATURAL
Serial Number:	77154891	KOALA BABY NATURAL
Serial Number:	77112750	

Serial Number:	77100625	KOALA HOME
Serial Number:	77116268	KOALA KIDS
Serial Number:	77084644	LIL CHEFS
Serial Number:	77283789	PETS R US
Serial Number:	77361068	PETS R US
Serial Number:	78957232	POSITIVELY NORTH POLE
Serial Number:	78873999	QUICK START REGISTRY
Serial Number:	77000181	RALLYE
Serial Number:	78853590	SPRINKLES
Serial Number:	78877715	TOTALLY ME!
Serial Number:	77148154	TOTALLY ME, TOO!
Serial Number:	78875497	TRUE HEROES
Serial Number:	78808986	TRUE HEROES
Serial Number:	78938657	WHEN IT'S TIME TO GIVE BABY THE WORLD . . . IT'S TIME FOR BABIES "R" US
Serial Number:	77059877	WWX
Serial Number:	77162462	WWX JR.
Serial Number:	77065290	ZIZI AND ZYNN
Registration Number:	2758567	TOYS "R" US

CORRESPONDENCE DATA

Fax Number: (212)541-4630

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

Phone: 212-541-2341

Email: toysuspto@bryancave.com

Correspondent Name: Patricia L. Werner/Bryan Cave LLP

Address Line 1: 1290 Avenue of the Americas

Address Line 4: New York, NEW YORK 10104

ATTORNEY DOCKET NUMBER:	0212687/GEOFFREYNAMECHANG
NAME OF SUBMITTER:	Patricia L. Werner
Signature:	/Patricia L. Werner/
Date:	02/28/2008

Total Attachments: 4

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GEOFFREY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GEOFFREY, INC." TO "GEOFFREY, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 2008, AT 12:27 O'CLOCK P.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2026673 8100V

080093551

AUTHENTICATION: 6347482

DATE: 01-30-08

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "GEOFFREY, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 2008, AT 12:27 O'CLOCK P.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2026673 8100V

080093551

AUTHENTICATION: 6347482

DATE: 01-30-08

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:27 PM 01/29/2008
FILED 12:27 PM 01/29/2008
SRV 080093551 - 2026673 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY

* * * * * *

In accordance with the provisions of §18-214
of the Limited Liability Company Act
of the State of Delaware

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a domestic corporation to a domestic limited liability company for the purposes of converting Geoffrey, Inc., a Delaware corporation (the "Corporation"), into a domestic limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Act, does hereby certify as follows:

FIRST: The jurisdiction where the Corporation first formed is Delaware.

SECOND: The jurisdiction immediately prior to filing this Certificate is Delaware.

THIRD: The date the Corporation first formed is January 25, 1984.

FOURTH: The name of the Corporation immediately prior to filing this Certificate is Geoffrey, Inc.

FIFTH: The name of the Limited Liability Company as set forth in the Certificate of Formation is **Geoffrey, LLC**.

SIXTH: The effective date of this Certificate of Conversion is February 2, 2008.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of the date of the signature hereto, as indicated below.

By: _____
Name: Matthew Loncar
Title: Vice President – Corporate Counsel

Date signed: 1/28/2008

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:27 PM 01/29/2008
FILED 12:27 PM 01/29/2008
SRV 080093551 - 2026673 FILE

CERTIFICATE OF FORMATION
OF
GEOFFREY, LLC

* * * * * *

Adopted in accordance with the provisions of §18-101
of the Limited Liability Company Act
of the State of Delaware

The undersigned, being duly authorized to execute and file this Certificate of Formation for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6, *Del. C.* § 18-101 *et seq.*, does hereby certify as follows:

FIRST

The name of the limited liability company is **Geoffrey, LLC** (the "Company").

SECOND

The address of the registered agent and registered office of the Company in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The name of the registered agent of the Company for service of process on the Company in the State of Delaware is Corporation Service Company.

THIRD

The effective date of this Certificate of Formation is February 2, 2008.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date of the signature hereto, as indicated below.

By: _____
Name: Matthew Loncar
Title: Vice President – Corporate Counsel

Date signed: 1/28/2008