

**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
RC2 Brands, Inc.		02/02/2007	CORPORATION:

RECEIVING PARTY DATA	
Name:	Learning Curve Brands, Inc.
Street Address:	2021 9th Street SE
City:	Dyersville
State/Country:	IOWA
Postal Code:	52040
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Serial Number:	78925352	SMART SIPPER
Serial Number:	77084717	SMART SERVE
Serial Number:	78937978	SMART FEEDING
Serial Number:	78938652	SEE THE SPEED
Serial Number:	77084696	PLAY TOWN
Serial Number:	78938085	LIGHTNING WHEELS
Serial Number:	78854551	GO TOOLS
Registration Number:	2317143	CLASSIC GOLD
Registration Number:	2825774	FLICKERS
Registration Number:	2290604	HOLLYWOOD ON WHEELS
Registration Number:	2645506	JL COLLECTION
Registration Number:	1843781	JOHNNY LIGHTNING
Registration Number:	2557167	LIGHTNING SPEED
Registration Number:	3071806	LIGHTNING STRIKE

OP \$790.00 78925352

Registration Number:	2885233	MILITARY MUSCLE
Registration Number:	2645507	MODERN MUSCLE
Registration Number:	2760596	MONKEE MOBILE
Registration Number:	1987568	NEWSFLASH
Registration Number:	3057115	PLAYING MANTIS
Registration Number:	1804610	PLAYING MANTIS
Registration Number:	2006960	POLAR LIGHTS
Registration Number:	2762434	PRO COLLECTOR
Registration Number:	2805803	RETRO RODS
Registration Number:	2972955	SCRAPIN'
Registration Number:	2116927	SPOILERS
Registration Number:	2116935	STREET FREAKS
Registration Number:	2434007	SURF RODS
Registration Number:	2512551	TOPPER
Registration Number:	2111189	WHITE LIGHTNING
Serial Number:	78893663	BABY BREW
Registration Number:	3280683	BREASTFLOW

**CORRESPONDENCE DATA**

Fax Number: (574)287-8117  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 574-287-7772  
Email: rsnyder808@aol.com  
Correspondent Name: Richard W. Snyder  
Address Line 1: 105 E. Jefferson Blvd.  
Address Line 2: Suite 800  
Address Line 4: South Bend, INDIANA 46601

ATTORNEY DOCKET NUMBER:	RC2 TO LCB
NAME OF SUBMITTER:	Richard W. Snyder
Signature:	/Richard W. Snyder/
Date:	03/31/2008

Total Attachments: 2  
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# Delaware

PAGE 1

*The First State*

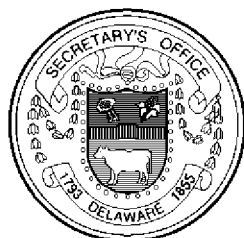
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RC2 BRANDS, INC.", CHANGING ITS NAME FROM "RC2 BRANDS, INC." TO "LEARNING CURVE BRANDS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF 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: 003749 FRAME: 0315

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.

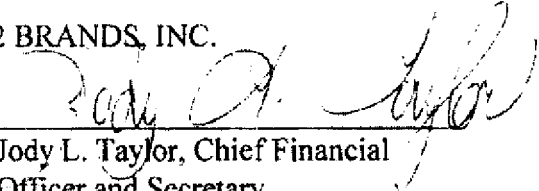
THIRD: That the foregoing amendment was duly adopted in accordance with the applicable provisions of section 242 and 228 of the General Corporation Law of the State of Delaware.

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  
SRV 070113245 - 2139250 FILE

RECORDED: 03/31/2008

TRADEMARK  
REEL: 003749 FRAME: 0316