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
POOF-Slinky, Inc.		05/21/2013	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	POOF-Slinky, LLC
Street Address:	45400 Helm Street
City:	Plymouth
State/Country:	MICHIGAN
Postal Code:	48170
Entity Type:	LIMITED LIABILITY COMPANY: MICHIGAN

PROPERTY NUMBERS Total: 120

Property Type	Number	Word Mark
Registration Number:	2050029	POCKET PLANE
Registration Number:	1934336	AQUA-BOMB
Registration Number:	1922195	FABULOUS FIDDLESTIX A CLASSIC AMERICAN R
Registration Number:	1866627	SUPER SPRAY CHALK
Registration Number:	1775979	SLAM BAS-KET
Registration Number:	1455493	SLINKY
Registration Number:	1363424	CRAZY EYES
Registration Number:	1276398	SLINKY TRIANGLES
Registration Number:	1180355	SLINKY PLAYSHAPES
Registration Number:	1137993	ORIGINAL PLASTIC SLINKY
Registration Number:	1023848	JI-GAN-TIKS
Registration Number:	1017029	FORM-A-TIONS
Registration Number:	1488644	MAGIC SHOT
Registration Number:	1363895	BIBLE "TRIVIA"

OP $3015.00 2050029

Registration Number:	1111393	SNOW WHITE AND THE SEVEN DWARFS
Registration Number:	0938678	TOWER IFICS
Registration Number:	0961945	SPIN WHEELS
Registration Number:	0942313	RINGA-MAJIGS
Registration Number:	0427951	SLINKY JAMES
Registration Number:	0704557	BAS-KET
Registration Number:	0509088	TRIPOLEY
Serial Number:	85879057	SPA LA LA
Serial Number:	85841383	PRO GOLD
Serial Number:	85828327	POOF
Serial Number:	85729683	SCIENTIFIC EXPLORER JR.
Serial Number:	85881278	YUKKO
Serial Number:	85926401	BUSTED
Serial Number:	85808256	MAXIMUM BOOM
Registration Number:	4094579	FUZZOOBERS
Registration Number:	3947969	STIKITS
Registration Number:	3214330	SNO-ART KIT
Registration Number:	3054590	ADVERTEASING
Registration Number:	3390439	ULTIMATE CRYSTAL GROWING KIT
Registration Number:	3390438	ULTIMATE GUM KIT
Registration Number:	3390437	ULTIMATE SPA AND PERFUME KIT
Registration Number:	3314177	DISGUSTING ANATOMY HEART
Registration Number:	3314176	DISGUSTING ANATOMY BRAIN
Registration Number:	3259494	MY FIRST WEATHER KIT
Registration Number:	3259493	MY FIRST GEOLOGY KIT
Registration Number:	3455641	TV LINGO
Registration Number:	3253017	SHEEP SWEEP
Registration Number:	3277134	FOLLOW THE FLOCK
Registration Number:	3259337	ZIP N' GO
Registration Number:	3240534	SNO CRAYON
Registration Number:	3199529	KNICK-KNACK PADDY WHACK
Registration Number:	2899291	RACK 'N' ROLL BOWL
Registration Number:	3868508	FUZZOODLES
Registration Number:	3779272	WATER WONDERS
Registration Number:	3586171	MY FIRST SCIENCE LAB

	3586170	TOTALLY GLAMOROUS SPA KIT
Registration Number:	3976095	MY HORSE SHOW
Registration Number:	3683180	TRIPOLEY
Registration Number:	3735465	BIG DRAW
Registration Number:	3477712	TOTALLY FUNKY SCIENCE
Registration Number:	3532227	MY FIRST ROCK COLLECTING KIT
Registration Number:	3522244	MY FIRST CRYSTALS AND FIZZ ADVENTURE KIT
Registration Number:	3408930	MY FIRST DINO KIT
Registration Number:	3410185	TOTALLY NASTY SCIENCE
Registration Number:	3712743	QUAD*DOKU
Registration Number:	3565616	ENVIRO-BLOX
Registration Number:	3544452	SPECTACULAR MAGIC SHOW
Registration Number:	3603347	WHEEL RACER
Registration Number:	3432394	CREATA-CLINGS
Registration Number:	3576937	FLIP N' COLOR
Registration Number:	3450473	SUPER STAR COUNT N' MATCH
Registration Number:	3370999	CRAYON PAPER
Registration Number:	2741708	SLINKY
Registration Number:	2842766	SURE SHOT
Registration Number:	2887356	HOVER BLASTER
Registration Number:	3221000	IDEAL TOY
Registration Number:	2971531	SLINKY
Registration Number:	2701214	SLINKY
Registration Number:	4036657	4-WAY SPELLDOWN!
Registration Number:	3092089	SPEED BALL
Registration Number:	3081525	SLINKY
Registration Number:	4036665	4-WAY COUNTDOWN!
Registration Number:	2433693	MY FIRST MAGIC SET
Registration Number:	3946600	COUNT DOWN! & SPELL UP!
Registration Number:	3908240	SLAP HAPPY
Registration Number:	3911305	BONGO KONGO
Registration Number:	3843452	IMPACT
Registration Number:	3911304	TILTON' MILTON
Registration Number:	3911303	UP! AGAINST TIME
Registration Number:	3911302	STEADY FREDDY

	3911301	BATTLEFIELD BLAST
Registration Number:	3888370	CRISS CROSS
Registration Number:	3726988	INNOVATIVE BY NATURE
Registration Number:	3713673	NATURE SHADES
Registration Number:	3668085	AMAZE-N-MARBLES
Registration Number:	3668084	FIDDLESTIX
Registration Number:	3668082	FRONTIER LOGS
Registration Number:	3720437	DOLL HOUSE DECORATOR
Registration Number:	3690737	DOLL HOUSE DECORATOR
Registration Number:	3793412	BIGSHOT
Registration Number:	3524577	FRANTIC FALL
Registration Number:	3529368	SPIRALBALL
Registration Number:	3489188	ELECTRO SHOT
Registration Number:	3441256	BUMPERSHOT
Registration Number:	3322195	IDEAL
Registration Number:	3322194	IDEAL
Registration Number:	3325303	SLINKY
Registration Number:	3348995	IDEAL
Registration Number:	2939489	SLINKY
Registration Number:	2402881	
Registration Number:	2335994	RAM ROCKET
Registration Number:	2269099	MINILABS
Registration Number:	2265735	SLINKY PETS
Registration Number:	2162682	SLINKY
Registration Number:	2211897	SUM TIME
Registration Number:	2202291	SPELLTIME
Registration Number:	2008281	BIBLE "TRIVIA"
Registration Number:	1706951	MINILABS
Registration Number:	2019682	POP TOOBS
Registration Number:	1705192	POOF
Registration Number:	1705191	POOF
Registration Number:	1994047	CHALKWORKS
Registration Number:	1889875	CADACO
Registration Number:	0970636	CADACO
Registration Number:	3126877	MY FIRST SCIENCE KIT

	85729669	SCIENTIFIC EXPLORER

CORRESPONDENCE DATA

Fax Number: 8046982007

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 804-775-1071

Email: rvance@mcguirewoods.com

Correspondent Name: Robin C. Vance

Address Line 1: 901 E. Cary Street

Address Line 4: Richmond, VIRGINIA 23219

ATTORNEY DOCKET NUMBER:	2064635-0005
NAME OF SUBMITTER:	Robin C. Vance
Signature:	/Robin C. Vance/
Date:	06/28/2013

Total Attachments: 5

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BCS/CD-554 (Rev. 06/11)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES

Date Received MAY 21 2013

(BUREAU USE ONLY)

E22188 ID# after conversion

FILED

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

MAY 21 2013

Administrator
Corporation Division

EFFECTIVE DATE:

Name: Sarah E. Kaehler, Kramer Levin Naftalis & Frankel LLP

Address: 1177 Avenue of the Americas

City: New York, NY 10036 State: ZIP Code:

Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.

CERTIFICATE OF CONVERSION
For use by a Corporation Converting into a Business Organization

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations) and Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation executes the following Certificate of Conversion.

1. Before Conversion

Entity Name: POOF-Slinky, Inc.		Entity ID: 457131
Indicate (X) Entity Type	[X]	Domestic Profit Corporation
		Street Address, if different than the one provided in item 3:
	[ ]	Foreign Corporation

2. After Conversion

Entity Name: POOF-Slinky, LLC		
Indicate (X) Entity Type	[ ]	Domestic Profit Corporation
	[ ]	Foreign Corporation
	[X]	Domestic Limited Liability Company
	[ ]	Foreign Limited Liability Company

If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares, and has not elected a board of directors, proceed to Item 6.

If the converting corporation has commended business, proceed to Item 3.

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3. Surviving Business Organization

Governing Statute:
MICHIGAN LIMITED LIABILITY COMPANY ACT
Street Address:
45400 HELM ST, PLYMOUTH, MI, 48170
Principal Place of Business:
45400 HELM ST, PLYMOUTH, MI, 48170

4. Shares

Designation and number of outstanding shares in each class or series 63,000 shares: 60,000 shares of Common Stock and 3,000 shares of Redeemable Preferred Stock

Indicate class or series of shares entitled to vote Common Stock

Indicate class or series entitled to vote as a class Common Stock

If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows: N/A

5. The terms and conditions of the proposed conversion, including the manner and basis of converting the shares of the converting corporation into the shares of the converted entity.

The 63,000 shares of issued and outstanding stock of the converting corporation will convert into 100% membership interest in the converted limited liability company.

6. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in the office.)

The conversion is effective on the _____ day of _____, _____.

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

7. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date

8. The converting corporation's nam e and/or assumed name(s) to be used as new assumed name(s) of the surviving business organiz ation:

Assumed Name
None.

9. **Signatures**: Complete only Section (a), (b), or (c)

Complete if the Corporation has not commenced business:

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued shares, and has not elected a board of directors in accordance with Section 745(1)(d) of the act.

Signed this_____ day of _____, _____.

(Signature of Incorporator)	(Signature of Incorporator)
(Type or Print Name)	(Type or Print Name)
(Signature of Incorporator)	(Signature of Incorporator)
(Type or Print Name)	(Type or Print Name)

Complete if the Corporation has commenced business:

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the Domestic Corporation in accordance with Section 745(1)(c) of the Act.

Signed this 21 day of May, 2013.

By _____
(Signature of Authorized Officer or Agent)

John Belniak
(Type or Print Name)

Complete only if the converting corporation is foreign:

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this _____ day of _____, _____.

By _____
(Signature of Authorized Officer or Agent)

_____
(Type or Print Name)

BCS/CD-700 (Rev. 04/11)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES

Date Received: MAY 21 2013

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name: Sarah E. Kaehler, Kramer Levin Naftalis & Frankel LLP

Address: 1177 Avenue of the Americas

City: New York | State: NY | ZIP Code: 10036

EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.

ARTICLES OF ORGANIZATION
For use by Domestic Limited Liability Companies
(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned executes the following Articles:

ARTICLE I

The name of the limited liability company is: POOF-Slinky, LLC

ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

ARTICLE III

The duration of the limited liability company if other than perpetual is: _____

ARTICLE IV

1. The name of the resident agent at the registered office is: CSC-Lawyers Incorporating Service (Company)
2. The street address of the location of the registered office is:
   601 Abbot Road, East Lansing (Street Address) (City), Michigan 48823 (Zip Code)
3. The mailing address of the registered office if different than above:
   _____ (P.O. Box or Street Address) (City), Michigan _____ (Zip Code)

ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

Signed this 21 day of May, 2013

By _____ (Signature(s) of Organizer(s))

John Belniak (Type or Print Name(s) of Organizer(s))

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