

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------|----------|----------------|----------------------------|
| The First Years, Inc. | | 07/02/2007 | CORPORATION: MASSACHUSETTS |

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: 13

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------|
| Registration Number: | 2210181 | AIRFLOW |
| Registration Number: | 2832521 | CLEAN & SIMPLE |
| Registration Number: | 2100365 | FLOW RIGHT |
| Registration Number: | 1486845 | KIP |
| Registration Number: | 3177369 | SMART SERVE |
| Registration Number: | 2629362 | TAKE & TOSS |
| Registration Number: | 1867938 | THE FIRST YEARS |
| Registration Number: | 1048212 | THE FIRST YEARS |
| Registration Number: | 1218822 | THE FIRST YEARS |
| Registration Number: | 2516593 | THE FIRST YEARS |
| Registration Number: | 0980728 | THE FIRST YEARS |
| Registration Number: | 1218823 | |
| Registration Number: | 1791235 | |

OP \$340.00 2210181

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

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|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | US TFY MARKS |
| NAME OF SUBMITTER: | Richard W. Snyder |
| Signature: | /Richard W. Snyder/ |
| Date: | 07/05/2007 |

Total Attachments: 2

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Agreement") dated July 2, 2007, by and between THE FIRST YEARS, INC., a Massachusetts corporation (the "Assignor") and LEARNING CURVE BRANDS, INC., a Delaware corporation ("Assignee").

Assignor hereby sells, assigns, and transfers to Assignee, its successors, and assigns Assignor's entire right, title, and interest in and to the Assigned Trademarks (as defined below) along with all goodwill associated with the Assigned Trademarks. The above assignment is granted free and clear of all security interests, liens, encumbrances, claims, or interests of any kind or nature. As used herein, the term "Assigned Trademarks" shall mean those trademark registrations listed in Exhibit A attached hereto and made a part hereof, as well as: (a) all common law rights therein; (b) all goodwill associated therewith; (c) all renewals thereof; (d) all rights of action, powers, and benefits accrued thereto, including the right to sue for and collect damages and payments for past or future infringements thereof.

IN WITNESS WHEREOF, this Assignment has been duly executed by the parties hereto as of the date first written above.

ASSIGNOR: THE FIRST YEARS, INC. (a Massachusetts Corporation)

By 
Its CEO

ASSIGNEE: LEARNING CURVE BRANDS, INC. (a Delaware Corporation)

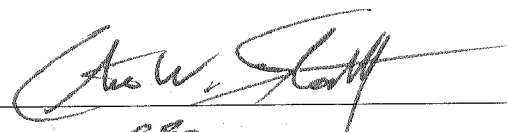
By 
Its CEO

EXHIBIT A

| <u>Trademark</u> | <u>Country</u> | <u>Filing Date</u> | <u>Application Number</u> | <u>Registration Date</u> | <u>Registration Number</u> |
|---|----------------|--------------------|---------------------------|--------------------------|----------------------------|
| AIRFLOW (stylized) - Class 20 | United States | 3/12/1997 | 75/256,305 | 12/15/1998 | 2,210,181 |
| CLEAN & SIMPLE - Class 21, 8 | United States | 8/10/2001 | 76/299,009 | 4/13/2004 | 2,832,521 |
| FLOWRIGHT - Class 10 | United States | 5/30/1996 | 75/111,696 | 9/23/1997 | 2,100,365 |
| KIP - Class 10 | United States | 9/24/1987 | 73/686,049 | 5/3/1988 | 1,486,845 |
| SMART SERVE - Class 8 | United States | 9/30/2002 | 76/453,981 | 11/28/2006 | 3,177,369 |
| TAKE & TOSS - Class 21 | United States | 8/10/2001 | 76/299,010 | 10/1/2002 | 2,629,362 |
| THE FIRST YEARS - Classes 10, 11, 12, 16, 18, 20, 21, 22, 24, 25, 26, 27, 28, 5, 6, 8, 9 | United States | 12/30/91 | 74/235586 | 12/20/1994 | 1,867,938 |
| THE FIRST YEARS - Class 28 | United States | 2/11/76 | 73/076,879 | 9/14/1976 | 1,048,212 |
| THE FIRST YEARS - Classes 5, 6, 8, 9, 10, 11, 16, 20, 21, 25, 26, 28 | United States | 5/30/78 | 73/172,131 | 12/7/1982 | 1,218,822 |
| THE FIRST YEARS - Classes 38, 42 | United States | 3/23/00 | 76/008,060 | 12/11/2001 | 2,516,593 |
| THE FIRST YEARS & Design - Classes 10, 11, 21, 26, 28 | United States | 11/24/72 | 72/441,986 | 3/26/1974 | 980,728 |
| THREE FIGURES LOGO - Classes 10, 11, 12, 16, 18, 20, 21, 22, 24, 25, 27, 28, 5, 6, 8, 9 | United States | 12/30/1991 | 74/235051 | 9/7/1993 | 1791235 |
| THREE FIGURES LOGO - Classes 10, 11, 16, 20, 21, 25, 26, 28, 5, 6, 8, 9 | United States | 12/30/1991 | 73/172134 | 12/7/1982 | 1218823 |