

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 08/08/2007 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------|----------|----------------|--------------------------|
| Melissa & Doug, Inc. | | 08/08/2007 | CORPORATION: CONNECTICUT |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | Melissa & Doug, LLC |
| Street Address: | 141 Danbury Road |
| City: | Wilton |
| State/Country: | CONNECTICUT |
| Postal Code: | 06897-4411 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 12

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 3412813 | FRESH START |
| Registration Number: | 2472178 | PUZZLE WORLD |
| Registration Number: | 2470372 | MELISSA & DOUG'S PUZZLE WORLD LIGHTS, CAMERA, INTERACTION! |
| Registration Number: | 2487044 | LIGHTS, CAMERA, INTERACTION! |
| Registration Number: | 2889640 | WOOD 'N THINGS |
| Registration Number: | 2848602 | MELISSA & DOUG |
| Registration Number: | 2843981 | MIGHTY BUILDERS |
| Registration Number: | 2797802 | MAKIN' MUSIC |
| Registration Number: | 2875715 | POP & GO |
| Registration Number: | 3403317 | ART ESSENTIALS |
| Registration Number: | 3129623 | BAND IN A BOX |
| Registration Number: | 3203307 | MELISSA & DOUG |

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TRADEMARK
 REEL: 004434 FRAME: 0241

CORRESPONDENCE DATA

Fax Number: (646)728-1573
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-596-9530
Email: ronald.duvernay@ropesgray.com
Correspondent Name: Matthew E. Black
Address Line 1: 1211 Avenue of the Americas
Address Line 2: Ropes & Gray LLP
Address Line 4: New York, NEW YORK 10036-8704

| | |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | BPKB-176 |
| NAME OF SUBMITTER: | Matthew E. Black |
| Signature: | /m black/ |
| Date: | 12/15/2010 |

Total Attachments: 5
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MELISSA & DOUG, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE THIRTY-FIRST DAY OF JULY, A.D. 2007, AT 1:39 O'CLOCK P.M.

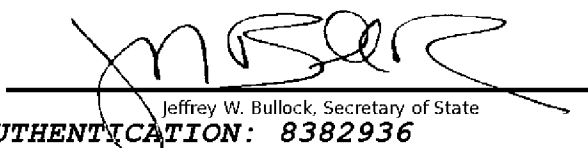
CERTIFICATE OF MERGER, FILED THE EIGHTH DAY OF AUGUST, A.D. 2007, AT 10:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "MELISSA & DOUG, LLC".

4397231 8100H

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8382936

DATE: 11-29-10

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

TRADEMARK
REEL: 004434 FRAME: 0243

CERTIFICATE OF FORMATION

OF

MELISSA & DOUG, LLC

This Certificate of Formation of Melissa & Doug, LLC (the "LLC"), dated July 31, 2007, is being duly executed and filed by Anne Clark, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is: Melissa & Doug, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

THIRD. The name and address of the registered agent for service of process of the LLC in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

/s/ Anne Clark

Anne Clark
Authorized Person

LIBC/3093524.1

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:56 PM 07/31/2007
FILED 01:39 PM 07/31/2007
SRV 070872715 - 4397231 FILE

TRADEMARK
REEL: 004434 FRAME: 0244

CERTIFICATE OF MERGER

OF

MELISSA & DOUG, INC.
(a Connecticut corporation)

INTO

MELISSA & DOUG, LLC.
(a Delaware limited liability company)

Pursuant to Section 18-209 of the
Delaware Limited Liability Company Act and
Section 33-819 of the Connecticut Business Corporation Act

Melissa & Doug, LLC, a Delaware limited liability company ("M&D LLC"), does hereby certify to the following facts relating to the merger ("Merger") of Melissa & Doug, Inc., a Connecticut corporation ("M&D Inc."), with and into M&D LLC, with M&D LLC remaining as the surviving entity of the Merger (the "Surviving Entity"):

FIRST: The name and state of formation of each of the constituent entities of the merger is as follows:

| <u>Name</u> | <u>State of Formation</u> |
|----------------------|---------------------------|
| Melissa & Doug, Inc. | Connecticut |
| Melissa & Doug, LLC | Delaware |

SECOND: An Agreement and Plan of Merger, dated as of August 8, 2007, between M&D LLC and M&D Inc. (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by M&D LLC in accordance with the provisions of subsection (c) of Section 18-209 of the Delaware Limited Liability Company Act and its organizational documents and by M&D Inc. in accordance with the provisions of Section 33-817 of the Connecticut Business Corporation Act and its certificate of incorporation.

THIRD: The name of the Surviving Entity shall be Melissa & Doug, LLC, a limited liability company formed pursuant to the Delaware Limited Liability Company Act.

FOURTH: The Certificate of Formation of the Surviving Entity shall be its Certificate of Formation.

FIFTH: The merger of M&D Inc. and M&D LLC shall be effective upon the filing of this Certificate of Merger in the office of the Secretary of State of the State of Delaware.

SIXTH: The executed Merger Agreement is on file at the office of the Surviving Entity at 141 Danbury Road, Wilton, CT 06897-4411.

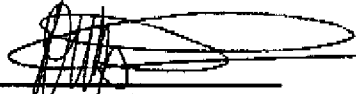
SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any member of the Surviving Entity or any person holding an interest in M&D Inc.

[Signature Page Follows]

IN WITNESS WHEREOF, Melissa & Doug, LLC has caused this Certificate of Merger to be executed by the undersigned authorized officer this 8th day of August, 2007.

MELISSA & DOUG, LLC
(a Delaware limited liability company)

By: Berndau Holdings, Inc., its Sole Member

By: 
Name: Douglas Bernstein
Title: Co-President