

**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
Oriental Trading Company, Inc.		02/03/2011	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	OTCI Corp.
Street Address:	5455 South 90th Street
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68127
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	2134712	FRIENDSHIP CLUB
Registration Number:	1986834	FUN EXPRESS
Registration Number:	2623826	FUN EXPRESS
Registration Number:	2922508	HANDS ON FUN
Registration Number:	3574353	HANDS ON FUN
Registration Number:	3047593	
Registration Number:	3574354	HANDS ON FUN!
Registration Number:	1963552	HAPPYSACKS
Registration Number:	2074301	INSPIRATIONS A CELEBRATION OF FAITH
Registration Number:	1754376	ORIENTAL TRADING
Registration Number:	1419837	OTC
Registration Number:	1765166	OUR EARTH
Registration Number:	2543046	TERRY'S VILLAGE
Registration Number:	2127520	TERRY'S VILLAGE

CH \$365.00 2134712

CORRESPONDENCE DATA

Fax Number: (212)909-6836

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

Phone: 212-909-6000

Email: trademarks@debevoise.com

Correspondent Name: Judith L. Church, Esq.

Address Line 1: 919 Third Avenue

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	23120-1118
NAME OF SUBMITTER:	Judith L. Church
Signature:	/Judith L. Church/
Date:	02/11/2011

**Total Attachments: 2**

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source=Amend Cert of Incorporation OTC February 3 2011#page2.tif

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, 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 "ORIENTAL TRADING COMPANY, INC.", CHANGING ITS NAME FROM "ORIENTAL TRADING COMPANY, INC." TO "OTCI CORP.", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 2011, AT 6 O'CLOCK P.M.

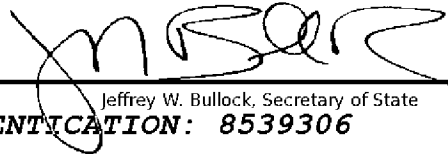
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3109936 8100

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8539306

DATE: 02-03-11

TRADEMARK  
REEL: 004477 FRAME: 0123

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
ORIENTAL TRADING COMPANY, INC.**

This corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL") does hereby certify:

**FIRST:** That the Certificate of Incorporation of this corporation shall be amended by changing the Article thereof numbered "I" so that, as amended, said Article shall be and read as follows: "The name of the corporation is OTCI Corp."

**SECOND:** That said amendment was authorized, and this certificate of amendment was duly adopted, in accordance with §§ 242 and 303 of the DGCL pursuant to an Order of the United States Bankruptcy Court for the District of Delaware in *In Re: OTC Holdings Corporation, et al.*, Chapter 11 Case No. 10-12636 (BLS), under Chapter 11 of the United States Bankruptcy Code (11 U.S.C. § 101 et seq.).

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 3rd day of February, 2011.

By: 

Name: Robert R. Siffring  
Title: Secretary