

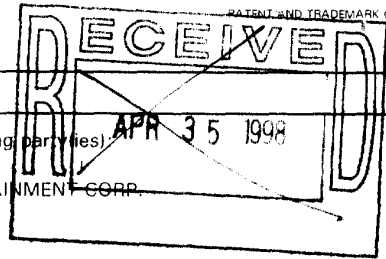
06-02-1998

U.S. DEPARTMENT OF COMMERCE  
PATENT AND TRADEMARK OFFICE

FORM PTO 1594  
1-31-92



100725772



To the Honorable Commissioner of Patents and Trademarks.

MRD 5-15-98

1. Name of conveying party(ies):

PLAY CO. TOYS

- Individual(s)
- General Partnership
- Corporation
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 29, 1998

2. Name and address of receiving party(ies)

PLAY CO. TOYS AND ENTERTAINMENT CORP.  
550 Rancheros Drive  
San Marcos, California 92069

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Trademark Application No.(s): 75/297,030

Trademark No.(s) 1,460,385; 1,784,649; 1,786,274;  
1,896,334, and 1,896,335

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Carl R. Brown, Esq.  
BROWN, MARTIN, HALLER & McCLAIN  
1660 Union Street  
San Diego, California 92101

6. Total number of application and trademarks involved: Six (6)

7. Total fee (37 CFR 3.41): ..... \$ 165.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number.

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

CARL R. BROWN  
Name of Person Signing

Signature

May 12, 1998  
Date

Total number of pages comprising cover sheet: 3

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

06/02/1998 DCOATES 00000009 75297030

01 FC:481  
02 FC:482

Public burden reporting for this cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding the burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

ATTACHMENT A

REGISTRATIONS:

PLAY CO.	Registration No. 1,460,385 Issued: October 6, 1987
P.L. TOYS	Registration No. 1,784,649 Issued: July 27, 1993
PRESCOTT THE PANDA	Registration No. 1,786,274 Issued: August 3, 1993
TKO	Registration No. 1,896,334 Issued: May 30, 1995
KNOCK OUT YOUR OPPONENT WITH TKO	Registration No. 1,896,335 Issued: May 30, 1995

APPLICATION:

TOYCO	Application No. 75/297,030 Filed: May 23, 1997
-------	---

ASSIGNMENT

WHEREAS, PLAY CO. TOYS, a California corporation, having a principal place of business at 550 Rancheros Drive, San Marcos, California 92069, has adopted, used and is using the marks that are registered and/or applied for in the U.S. Patent and Trademark Office, as shown in ATTACHMENT A attached hereto;

WHEREAS, PLAY CO. TOYS AND ENTERTAINMENT CORP., a Delaware corporation, having a principal place of business at 550 Rancheros Drive, San Marcos, California 92069, is desirous of acquiring said marks and the registrations and application thereof.

NOW, THEREFORE, in consideration of and in exchange for the sum of One (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, PLAY CO. TOYS, hereby assigns, transfers and sets over unto PLAY CO. TOYS AND ENTERTAINMENT CORP. all right, title and interest in and to said marks, together with the goodwill of the business in connection with which the marks are used.

PLAY CO: TOYS

Dated: 4/29/98

Howard Labow

HOWARD LABOW  
Vice President

ACKNOWLEDGEMENT

STATE OF CALIFORNIA    )  
                                  )ss  
COUNTY OF SAN DIEGO    )

On April 29, 1998, before me, Bette J. Hull, Notary Public personally appeared HOWARD LABOW who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged by his signature on the instrument, the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Bette J. Hull

