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01-06-1999



Tab s 12-21-1998

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U.S. Patent & TMO/c/TM Mail Rcpt Dt. #54 Items and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
The Manhattan Toy Company, Ltd.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Wyoming
 Other _____

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

2. Name and address of receiving party(ies)

Name: Manhattan Group, LLC

Internal Address: _____

Street Address: 430 First Ave.No. Suite 500

City: Minneapolis State: MN ZIP: 55401

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 12-10-98

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 1,492,361 06/14/88
 Reg. No. 1,492,364 06/14/88

Additional numbers attached? Yes No

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

Name: Hugh D. Jaeger

Internal Address: _____

Street Address: 1000 Superior Blvd.,
Suite 302

City: Wayzata State: MN ZIP: 55391

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 80.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
10-0230

(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.

Hugh D. Jaeger [Signature] 12-15-98
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

ASSIGNMENT OF REGISTRATION OF A MARK

Whereas The Manhattan Toy Company, Ltd.
(name of assignor)
of _____
(address)

has adopted, used and is using a mark which is registered in the United States Patent and Trademark Office,
Registration No. 1,492,361, dated 06/14/88; and

Whereas Manhattan Group, LLC
(name of assignee)
of 430 First Avenue North, Suite 500, Minneapolis, MN 55401
(address)

is desirous of acquiring said mark and the registration thereof;
Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said
The Manhattan Toy Company, Ltd. does hereby assign unto the said
(name of assignor)
Manhattan Group, LLC all right, title and interest in and to the
(name of assignee)

said mark, together with the good will of the business symbolized by the mark, and the above identified registration thereof.

Date: 12-10-98

[Signature]
(signature of assignor; if assignor is a corporation or other juristic organization, give the official title of the person who signs for assignor)

Certificate of Mailing

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on 12-15-98

J.A. RATH
Name of Person Making Deposit
[Signature]
Signature
12-15-98
Date of Signature

* The wording of the acknowledgment may vary from this illustration but should be wording acceptable under the law of the jurisdiction where the document is executed; the person who signs the acknowledgment must be authorized to do so by the law of the jurisdiction where the document executed, and the seal or stamp of the notary, or other evidence of authority in the jurisdiction of execution, must be affixed.

FOOTNOTES

- (1) If the postal address of the assignee is not given either in the instrument or in an accompanying paper, recording may be delayed pending receipt of such address.
- (2) If assignee is not domiciled in the United States, a domestic representative must be designated. See form 4.4, changing the word "applicant" to "assignee."

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Date: 12-10-98

[Signature] President
(signature of assignor; if assignor is a corporation or other juridical organization, give the official title of the person who signs for assignor)

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