

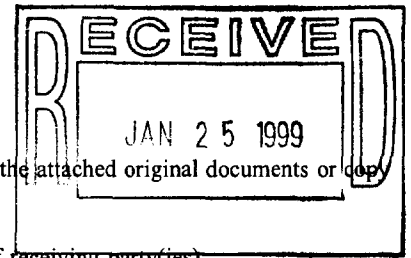
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HEET



TO THE HONORABLE COMMISSIONER
thereof.

se record the attached original documents or copy

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Leah Kalish

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State
- Other:

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

2. Name and address of receiving party(ies).

Name: Imaginazium, LLC
Internal Address: 15332 Antioch Street, #524
Street Address: Same as above
City: Pacific Palisades **State:** CA **ZIP:** 90272

- 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

(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

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

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)

December 30, 1998

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

- a. Trademark Application No(s):
- b. Trademark Registration No(s):
1,785,338

Additional numbers attached? Yes No

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

Name: Karen Vogel Weil
KNOBBE, MARTENS, OLSON & BEAR, LLP
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660

7. Total fee (37 CFR 3.41): \$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 1

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.

Karen Vogel Weil
Name of Person Signing

Karen Vogel Weil
Signature

1/21/99
Date

Date

Total number of pages, including cover sheet, attachments and document: 4

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TRADEMARK ASSIGNMENT

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of the 30 day of December, 1998, by and between LEAH KALISH, formerly known as Leah Ayres, an individual having a residence at 15718 Milbank Street, Encino, California 91436 (hereinafter referred to as "ASSIGNOR"), and IMAGINAZIUM, LLC, a California corporation having a place of business at 15332 Antioch Street, #524, Pacific Palisades, CA 90272 (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used, is using, and is, to the best of her knowledge and belief, the owner of the trademark listed in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademark") worldwide;

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademark and has not abandoned the same;

WHEREAS, ASSIGNOR is the owner of the federal trademark registration relating to the trademark listed in Schedule B, attached hereto and incorporated herein by reference (hereinafter collectively referred to as "Registration");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Trademark worldwide; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademark and Registration worldwide;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns and sells to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the following:

- (1) the Trademark set forth in Schedule A; and
- (2) the Registration set forth in Schedule B;

together with the goodwill symbolized by said Trademark and Registration concurrent with the transfer of certain tangible assets as indicia of said goodwill.

Executed at Encino, California, this 30 day of December, 1998

Leah Kalish
an individual

By: Leah Kalish
Leah Kalish

Executed at Pacific Palisades, California, this 30th day of December, 1998

Imaginazium, LLC
a California corporation

By: [Signature]
Derek S. Sherman

SCHEDULES TO TRADEMARK ASSIGNMENT

SCHEDULE A

Marks: IMAGINAZIUM
IMAGINAZIUM and Design

SCHEDULE B

Federal Trademark Registration:

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>INTL. CLASS</u>
IMAGINAZIUM and Design	1,785,338	August 3, 1993	9

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121698

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

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

KVW-1828.dam
011899

RECORDED: 01/25/1999

**TRADEMARK
REEL: 1845 FRAME: 0307**