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Based on FO (Rev.6-93) F

02-04-1999 U.S. Patent & TMO/c/TM Mail Rcpt Dt. #54

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U.S. DEPT. OF COMMERCE Patent & Trademark Office

To: Hon. Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies): GAC International, Inc. 2.4.99
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation
Other

2. Name and address of receiving party(ies):
Name: Tomy, Incorporated
Internal Address:
Street Address: 4-11-2, Tamagawa, Chofu-shi,
City: Tokyo 182 Nation Japan
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State Japan
Other

Additional names of conveying parties? Yes x No

3. Nature of conveyance:
[x] Assignment Merger
Security Agreement Change of Name
Other
Execution Date: December 22, 1998

If assignee not domiciled in the United States, domestic representative designation is attached x Yes No
(Designation must be separate document from Assignment)
Additional names & addresses attached? Yes No

4. Application number(s) or registration number(s): Attorney Docket: M 2103-1

A. Trademark Serial No.(s): 873,528 Filing Date: July 22, 1969
B. Trademark Registration No.(s): Registration Date:

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Thomas R. Morrison, Esq.
Internal Address: Morrison Law Firm
Street Address: 145 North Fifth Avenue
City: Mount Vernon State: N.Y. ZIP: 10550

6. Total number of applications/registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
[X] Enclosed
Authorized to be charged to Deposit Account
(Attach duplicate copy of page if paying by deposit account)

8. [XX] Charge any additional fees in connection with this submission to our Deposit Account No. 13-4550.

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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.

Paul J. Lerner, Esq. Signature Date February 1, 1999
Name of Person Signing Signature Date
Reg. No. 27,654

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

ASSIGNEE: TOMY INCORPORATED

POWER OF ATTORNEY

Registrant hereby appoints Thomas R. Morrison, Esq., Roger S. Thompson, Esq., George J. Brandt, Jr., Esq., Brett A. Hertzberg, Esq., and Joy I. Farber, Esq., members of the Bar of the State of New York, Brendan J. Kennedy, Esq., a member of the Bars of the States of Connecticut and Massachusetts, and Paul J. Lerner, Esq. a member of the Bars of the States of Connecticut and Illinois each having a mailing address of 145 North Fifth Avenue Ave., Mount Vernon, NY 10550, and a telephone number of (914) 667-6755, as attorneys to transact all business in the United States Patent and Trademark Office connected with this registration, and to receive all correspondence in connection with this registration.

This paper also serves to revoke all prior Powers of Attorney in this matter.

DOMESTIC REPRESENTATIVE

Thomas R. Morrison, Esq., Roger S. Thompson, Esq., George J. Brandt, Jr., Esq., Brett A. Hertzberg, Esq., Joy I. Farber, Esq., Brendan J. Kennedy, Esq., and Paul J. Lerner, Esq. each of whose mailing address is 145 N. Fifth Ave., Mount Vernon, NY 10550, are hereby designated applicant's domestic representatives upon whom notices or process in proceedings affecting the mark may be served.

Tomy, Incorporated

By: 
Kozo Kawaguchi

President

Title

January 21, 1999

Date

ASSIGNMENT OF TRADEMARK

WHEREAS GAC International, Inc., ("ASSIGNOR") a corporation organized and existing under the laws of the (State/commonwealth/Nation) of New York, having a principal place of business at 185 Oval Drive, Central Islip, NY 11722-1402, U. S.A., is the owner of the following trademark(s) now registered in the United States Patent and Trademark Office ("the MARK (S)"):

Trademark Reg. No.873,528

Date of Registration July 22, 1969

WHEREAS Tomy Incorporated, ("ASSIGNEE"), a corporation organized and existing under the laws of the (State/Commonwealth/Nation) of Japan, having a principal place of business at 4-11-2, Tamagawa, Chofu-shi, Tokyo 182, Japan, is desirous of acquiring the MARK(S);

IT IS HEREBY AGREED BETWEEN THE ASSIGNOR AND THE ASSIGNEE AS FOLLOWS:

In consideration of the sum of One Dollar (\$1.00) in hand paid and other good and valuable consideration, ASSIGNOR hereby assigns to ASSIGNEE all right, title and interest in the United States and throughout the world in and to the MARK(S), together with the goodwill of the business symbolized by the MARK(S) and registration(s) thereof.

Date: 12/22/98

ASSIGNOR: GAC International

By: Charles J. Schultz
Charles J. Schultz

Office: President
President

Aileen Dixon

AILEEN DIXON
NOTARY PUBLIC State of New York
No 4945308
Qualified in Suffolk County
Commission Expires December 19, 2000

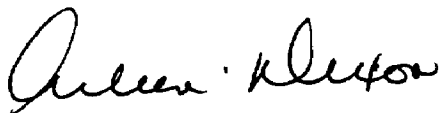
STATE OF NEW YORK)

) ss.

COUNTY OF NEW YORK)

On this 22nd day of Dec, 1998 before me came

to me known and known to me to the individual(s) described in, and who executed, the foregoing Assignment, and (he/she/they) acknowledged to me that (he/she/they) had executed the same.



AILEEN DIXON
NOTARY PUBLIC State of New York
No. 4945308
Qualified in Suffolk County
Commission Expires December 19, 2002