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original documents or copy thereof.

To the Honorable Commissioner of Patents

101048209

1. Name of conveying party(ies):

Just Toys, Inc.

MRP 5-24-99

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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: December 31, 1998

2. Name and address of receiving party(ies)

Name: Fantasy Toys, Inc.

Internal Address:

Street Address: 2142 Grahn Dr.

City: Santa Rysa State: CA ZIP: 95404

- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,369,295
1,476,989

Additional numbers attached? Yes No

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

Name: Harris Zimmerman

Internal Address:

05/26/1999 JSHABAZZ 00000194 260265 1369295

01 FC:481 40.00 CH
02 FC:482 25.00 CH

Street Address: 1330 Broadway, Suite 710

City: Oakland State: CA ZIP: 94612

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

26-0265

(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.

Harris Zimmerman
Name of Person Signing

Signature

May 21, 1999
Date

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

Docket: General

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

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

REEL: 001902 FRAME: 0459

**ASSIGNMENT
OF TRADEMARKS**

WHEREAS, **Just Toys, Inc.** a corporation organized and existing under the laws of the State of Delaware, with its principal place of business located at 20 Livingstone Avenue, Dobbs Ferry, NY 10522 (hereinafter referred to as "**Just**"), desires to assign all of its right, title and interest in and to the trademarks listed on Schedule A attached hereto which are registered in the United States Patent and Trademark Office and, as the case may be, in the respective trademark registries of Canada, Japan, Mexico and the United Kingdom and are identified by the registration numbers set forth with respect thereto on Schedule A (hereinafter called the "Trademarks"); and

WHEREAS, **Fantasy Toys, Inc.**, a corporation organized and existing under the laws of the State of California, with its principal place of business located at 2142 Grahn Dr., Santa Rosa, California 95404 (hereinafter referred to as "**Fantasy Toys**"), is desirous of acquiring the Trademarks; and

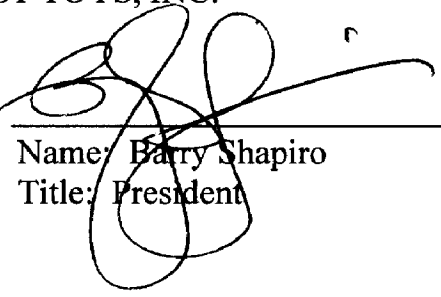
WHEREAS, the parties are desirous of effectuating and confirming the assignments described above.

NOW, THEREFORE, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **Just** hereby sells, transfers, conveys and assigns its entire right, title and interest in and to the Trademarks to **Fantasy Toys**; and that the parties hereto confirm the assignments described above and confirm that **Fantasy Toys** is the owner of all of all such right, title and interest in and to the registrations that are set forth on the attached Schedule A together with the goodwill associated therewith; that **Fantasy Toys** has acquired from **Just** all of **Just's** right to prosecute, and to receive and collect for past infringement, unfair competition, dilution of business reputation and causes of action similar to the foregoing of any nature whatsoever with respect to the Trademarks.

IN WITNESS WHEREOF, this assignment has been executed by a duly authorized officer of each of the parties hereto.


Dated: as of December 31, 1998

JUST TOYS, INC.

By: 
Name: Barry Shapiro
Title: President

Dated: as of December 31, 1998

FANTASY TOYS, INC.

By: 
Name: Reid D. Bennett
Title: President

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JUST TOYS, INC.
"FLEXI..." TRADEMARK REGISTRATIONS

TRADEMARK	COUNTRY	REGISTRATION NUMBER	REGISTRATION DATE	SERIAL NUMBER	FILE DATE
FLEXIBLOCKS	CANADA	374695	10/19/1990	642878	10/17/1989
FLEXIWHEELS	CANADA	380090	02/15/1991	642877	
FLEXIBLOCKS	JAPAN	2714414	06/28/1996	63295/1988	06/02/1988
FLEXIBLOCKS	MEXICO	434738	12/15/1992		
FLEXIBLOCKS	UK	B1401585	07/26/1991		10/13/1989
FLEXIWHEELS	UK	B1401589	07/26/1991		10/13/1989
FLEXIBLOCKS	USA	1,369,295	11/05/1985	73/539,839	05/28/1985
FLEXIWHEELS	USA	1,476,989	02/16/1988	73/669,905	07/02/1987