

MUD 6-2-99

U.S. PATENT
RECORDATION FOR
TRADEMARK

06-07-1999



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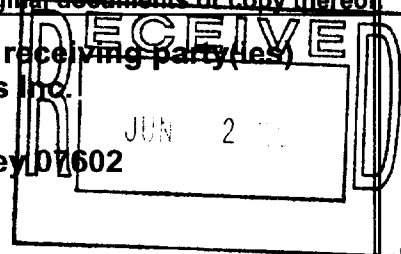
Trademark Office
TRADEMARK RULE 3.38
and Signature)

To the Honorable Commissioner of Patents and Trademarks

with attached original documents or copy thereof

1. Name of conveying party(ies):
Imagine Acquisition Corp.

2. Name and address of receiving party(ies):
Imaginarium Toy Centers Inc.
95 Mayhill Street,
Saddle Brook, New Jersey 07602



3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date:

4. Each application number or registration number against which the document is to be recorded:

A. Trademark/Servicemark Application(s):

B. Trademark/Servicemark Registration(s): 1,160,352

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

Noel D. Humphreys
SILLS CUMMIS RADIN
TISCHMAN EPSTEIN & GROSS, P.A.
One Riverfront Plaza
Newark, NJ 07102-5400
(201) 643-5072

6. Total number of applications and registrations identified in Cover Sheet:
1

7. Total Fee (37 CFR 3.41) \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number:
N/A

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.

Name of Person signing: (Signature of person submitting Cover Sheet and Submitting Fee):

NOEL D. HUMPHREYS

Noel D Humphreys
NOEL D. HUMPHREYS

Dated: June 2, 1999

Total number of pages comprising this Cover Sheet: 1

06/04/1999 DNGUYEN 00000300 1160352

01 FC:481

40.00 DP

RECORDABLE ASSIGNMENT OF REGISTERED TRADEMARK

WHEREAS, Imagine Acquisition Corp., a corporation of the State of Delaware, located at 95 Mayhill Street, Saddle Brook, New Jersey 07602 did on February 24, 1997, assign absolutely all of its right, title and interest, including good will in and to the registered trademark Imaginarium®, United States Patent and Trademark Office Registration No. 1,160,352 dated July 7, 1981 (Principal Register), in International Class 041 to Imaginarium Toy Centers Inc., a Delaware corporation; and

WHEREAS, the parties desire to formalize and reaffirm the said assignment and to provide for the recordation of same in the United States Patent and Trademark Office and wherever else such recording might be appropriate;

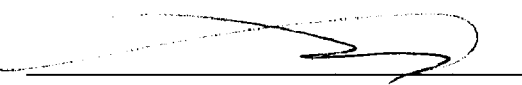
NOW, THEREFORE, in consideration of the sum of One (\$1.00) Dollar and other good and valuable consideration paid by Imaginarium Toy Centers, Inc., to Imagine Acquisition Corp., the receipt of which is hereby acknowledged, the Assignor, Imagine Acquisition Corp., hereby ratifies and reaffirms the aforesaid Assignment to Imaginarium Toy Centers, Inc., of the registered trademark Imaginarium® and United States Patent and Trademark Office Registration No. 1,160,352 for Imaginarium® in International Class 041, together with Assignor's goodwill associated with the mark and the Assignor's entire right, title and interest in and to the said aforementioned registered trademark and United States Patent and Trademark Office registration, including but not limited to the right to sue for prior infringements.

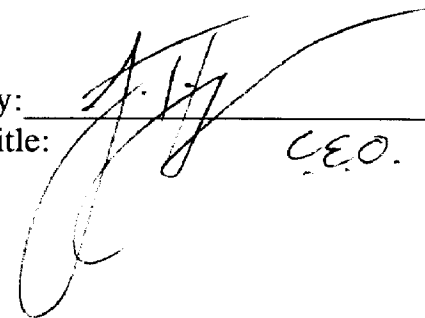
IN WITNESS WHEREOF, the Assignor has executed and delivered this instrument of

Assignment on this 26th day of May, 1999.

Witness:

IMAGINE ACQUISITION CORP.



By: 
Title: CEO.

Sworn and subscribed to before
me this 20 day of May,
1999.

SANDRA L. WIESKUS
Notary Public of New Jersey

My Commission Expires 6/23/2003