

U.S.
RECORDATION OF
TRADE

06-07-1999



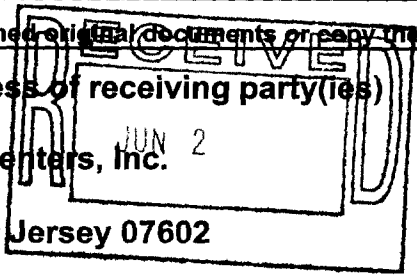
Trademark Office
TRADEMARK RULE 3.38
(and Signature)

101057555

To the Honorable Commissioner of Patents and Trademarks: Please return the attached original documents or copy there

1. Name of conveying party(ies): MRO
6-2-99
Imagine Acquisition Corp.

2. Name and address of receiving party(ies)
Imaginarium Toy Centers, Inc. 2
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/Service mark Application(s):
B. Trademark/Service mark Registration(s): 1,523,917

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

06/07/1999 DNGUYEN 00000049 1523917

01 FC:481

40.00 DP

RECORDABLE ASSIGNMENT OF REGISTERED TRADEMARK

WHEREAS, Imagine Acquisition Inc., 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 goodwill in and to the registered trademark Imaginarium®, United States Patent and Trademark Office Registration No. 1,523,917 dated February 7, 1989 (Principal Register), in International Class 042 to Imaginarium Toy Centers, Inc., a corporation of Delaware; 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 Inc., the receipt of which is hereby acknowledged, the Assignor, Imagine Acquisition Inc., 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. 1,523,917 for Imaginarium® in International Class 042 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

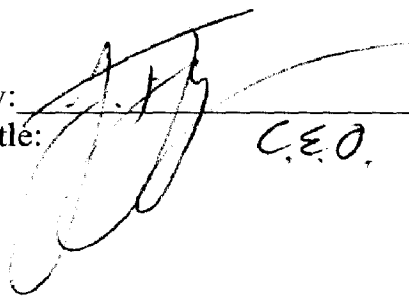
Assignment on this 26th day of May, 1999.

Witness:

IMAGINE ACQUISITION CORP.



Sandra Wieskus

By: 
Title: _____ C.E.O.

Sworn and subscribed to before
me this 26 day of May,
1999.

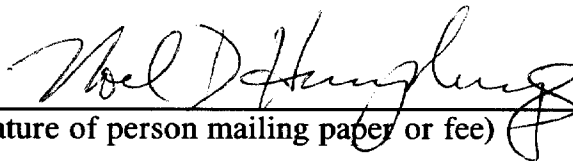
SANDRA L. WIESKUS
Notary Public of New Jersey
My Commission Expires 6/23/2003

**CERTIFICATE OF MAILING BY UNITED STATES
EXPRESS MAIL PURSUANT TO 37 CFR § 1.10**

"Express mail" mailing label number EJ150077889US
Date of Deposit June 2, 1999

I hereby certify that the enclosed **Assignment of Registered Trademark and Cover Sheet** and check for Filing Fee of \$40.00 are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the United States Patent and Trademark Office Assistant Commissioner For Trademarks, Assignment Division, Box Assignments, North Tower Building, 280 Crystal Drive, Washington, D.C. 202312900.

NOEL D. HUMPHREYS



(Signature of person mailing paper or fee)

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June 2, 1999

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United States Patent and Trademark Office
Assignment Division, Box Assignments
North Tower Building, 2800 Crystal Drive
Washington, D.C. 20231

Re: Assignment of Trademark Registration # 1,523,917
Imaginarium Toy Centers, Inc.
Date of Assignment: February 24, 1997

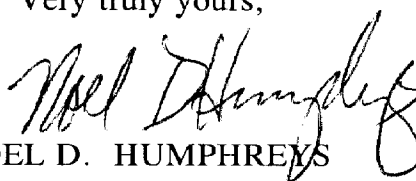
Express Mail Certificate No. EJ150077889US attached to this correspondence

Gentlemen:

We submit herewith, accompanied by a proper Cover Sheet, an Assignment of the above mark. Please indicate to us the Reel and Frame number of the recordation. We have enclosed our check in the sum of \$40.00 for the required filing fee.

Please return the attached copy of this letter with a Mail Room Receipt Stamp in the envelope we have enclosed. Thank you for your assistance. Our U.S. Express Mail Certificate follows.

Very truly yours,


NOEL D. HUMPHREYS

NDH:cl

RECORDED: 06/02/1999

TRADEMARK
REEL: 001907 FRAME: 0472

PLEASE REPLY TO NEWARK