

07-22-1999



101096743

7-19-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name PLAY CO. TOYS AND ENTERTAINMENT CORP.

Execution Date
Month Day Year
07 19 99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name TOYS INTERNATIONAL.COM, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 550 RANCHEROS DRIVE

Address (line 2) _____

Address (line 3) SAN MARCOS

CALIFORNIA

92069

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

07/21/1999 MTHAI1 00000342 75673940

01 FC:481 40.00 DP
02 FC:482 75.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001931 FRAME: 0981

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

BARRY F. SOALT

7/19/99

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

WHEREAS, PLAY CO. TOYS AND ENTERTAINMENT CORP., a Delaware corporation, having a principal place of business at 550 Rancheros Drive, San Marcos, California 92069, has adopted, used and is using the marks for which an application has been filed and registrations obtained with the U.S. Patent and Trademark Office, as follows:

TOYSWHYPAYRETAIL.COM	Application No. 75/673,940 Filed April 5, 1999
TUTTI ANIMALI	Registration No. 1,722,723 Issued October 6, 1992
TOYS INTERNATIONAL	Registration No. 1,872,910 Issued January 10, 1995
TOYCO	Registration No. 2,208,301 Issued December 8, 1998

WHEREAS, TOYS INTERNATIONAL.COM, INC., a Delaware corporation, having a principal place of business at 550 Rancheros Drive, San Marcos, California 92069, is desirous of acquiring said marks and the application and registrations therefor.

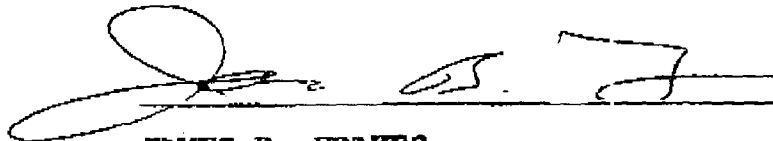
NOW, THEREFORE, in consideration of and in exchange for the sum of One (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, PLAY CO. TOYS AND ENTERTAINMENT CORP. hereby assigns, transfers and sets over unto TOYS INTERNATIONAL.COM, INC., all right, title and interest in and to said marks, together with the goodwill of the business in connection with which the marks are used.

The Commissioner of Patents and Trademarks is requested to issue the registration from the above-identified application in the name of TOYS INTERNATIONAL.COM, INC.

PLAY CO. TOYS AND
ENTERTAINMENT CORP.

Dated:

7-19-99



JAMES B. FRAKES
Secretary/Chief Financial Officer

[ASNCPLAY99.019]