FORM PTO-1618A Expires 08/30/99 OMB 0851-0027 MMD 10.7.99 10-12-1999



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U.S. Department of Commerce Patent and Trademark Office TRADEMARK

RECORDATION	FORM	COVER	SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copylies). Submission Type New			MARKS ONLY	1
Resubmission (Non-Recordation) Document ID # Security Agreement Nunc Pro Tunc Assignment Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # X Other Release of Lien on Trademarks Conveying Party Name PEGASUS INVESTORS, L.P., as Collateral Agent 08/19/99 Formerly Individual General Partnership Limited Partnership X Corporation Association Other X Citizenship/State of Incorporation/Organization Delaware Receiving Party Mark if additional names of receiving parties attached Mark if additional names of receiving parties attached Month Day Yes Month Da				I document(s) or copy(les).
Resubmission Non-Recordation Security Agreement Nunc Pro Tunc Assignme Effective Date Month Day Year Correction of PTO Error Ree! # Frame # Change of Name Corrective Document Ree! # Frame # X Other Release of Lien on Trademarks Conveying Party Mark if additional names of conveying parties attached Record		туре		License
Document ID # Effective Date Month Day Test Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # X Other Release of Lien on Trademarks Conveying Party Mark if additional names of conveying parties attached Month Day Yes Name PEGASUS INVESTORS, L.P., as Collateral Agent 08/19/99 Formerty Limited Partnership X Corporation Association Other X Citizenship/State of Incorporation/Organization Delaware Receiving Party Mark if additional names of receiving parties attached Month Day Yes Name IMAGINARIUM TOY CENTERS, INC. DBA/AKA/TA Composed of Address (line 1) 99 Mayhill Street Address (line 2) Address (line 2) Saddle Brook New Jersey O7663 Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving part is not domiciled in the United States, an appoinment of a domastic representative should be attached. (Designment of a domastic document from Assignment.) X Citizenship/State of Incorporation/Organization Delaware FOR OFFICE USE ONLY	LX New		Assignment	_ License
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Corrective Document Reel # Frame # X Other Release of Lien on Trademarks Conveying Party	Reel #	Frame #		Month Day Year
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Other	Formerly			
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Public burden reporting for this collection of informatisfs is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document an gathering the data needed to complete the Cover Sheef. 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 (0451-0027), 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

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REEL: 001972 FRAME: 0984

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Domestic Representative Name and Address Enter for the first Receiving Party only.						
Name [
Address (line 1)						
Address (line 2)						
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Address (line 4)						
Correspond	ent Name and Address	Area Code and Telephone Number 70	04-348-5100			
Name	Cadwalader, Wicke	ersham & Taft				
Address (line 1)	Mr. Raynard D. Ho	ood, Legal Assistant				
Address (line 2)	Suite 2400					
Address (line 3)	227 West Trade St	treet				
Address (line 4)	Charlotte, NC 28	8202				
Pages		ges of the attached conveyance do	cument # 4			
Trademark A	including any attachments. Application Number(s) o	r Registration Number(s)	Mark if additional numbers attached			
	• •	ne Registration Number (DO NOT ENTER BO)				
75/549,2°	lemark Application Number(s	s) Registr	ration Number(s)			
Number of F	Properties		#			
Number of Properties Enter the total number of properties involved. # 2						
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 65.00						
Method of Payment: Enclosed X Deposit Account Deposit Account						
(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #						
	Au	uthorization 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.						
		Don lott	10/04/00			
LORI PO	of Person Signing	Signature	10/04/99			

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TRADEMARK REEL: 001972 FRAME: 0985

Release of Lien on Trademarks

WHEREAS, by a certain Assignment for Security - Trademarks (the "Assignment") dated as of January 14, 1998, by Imaginarium Toy Centers, Inc. ("Debtor") to Pegasus Investors, L.P. (the "Collateral Agent"), which Assignment was recorded with the United States Patent and Trademark Office on March 2, 1999 on reel 1864 frame 0508 and Debtor granted to the Agent a security interest in and lien on certain trademarks and trademark applications owned by Debtor;

WHEREAS, the Collateral Agent desires to release its security interest in and lien on those trademarks and trademark applications;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Collateral Agent does hereby release its security interest in and lien on the trademarks and trademark applications listed on Schedule A and reassigns to Debtor all right, title and interest of the Collateral Agent in and to such trademark.

Date: August 19, 1999

PEGASUS INVESTORS, L.P., as Collateral Agent

By:

Title

1760183

SCHEDULE A

Application Numbers

75549274 75-549273

1760183

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RECO_RRDED: 10/07/1999 | REEL: 001972 FRAME: 0987