

10-12-1999



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MRS
10.7.99

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
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other RELEASE OF SECURITY INTEREST IN TRADEMARK

Conveying Party

Mark if additional names of conveying parties attached

Name CONGRESS FINANCIAL CORPORATION

Execution Date
Month Day Year
08/19/99

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name IMAGINARIUM TOY CENTERS, INC.

DBA/AKA/TA FKA IMAGINE ACQUISITION CORP.

Composed of _____

Address (line 1) 95 Mayhill Street

Address (line 2) _____

Address (line 3) Saddle Brook

New Jersey

07663

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

10/08/1999 DNGUYEN 00000325 75205117

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 100.00 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

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

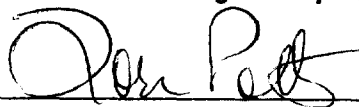
Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

LORI POTTS
Name of Person Signing



Signature

10/04/99
Date Signed

RELEASE OF SECURITY INTEREST IN TRADEMARK

THIS RELEASE is made as of August 19, 1999 by CONGRESS FINANCIAL CORPORATION ("Congress"), in favor of IMAGINARIUM TOY CENTERS, INC. (formerly known as IMAGINE ACQUISITION CORP.), a Delaware corporation ("*Imaginarium*").

WHEREAS, Imaginarium entered into a Collateral Assignment of Trademarks (Security Agreement), dated as of January 31, 1997 (the "*Agreement*"), with Congress to secure payment of obligations of Imaginarium to Congress; and

WHEREAS, an executed copy of the Agreement was filed at the United States Patent and Trademark Office in Reel _____, Frame _____, on _____, 1997 with respect to the Trademarks (as defined in the Agreement) listed on Exhibit A hereto;

WHEREAS, Congress, at the request of Imaginarium, has agreed to release and reassign to Imaginarium its interest in the Trademarks listed on Exhibit A hereto;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Congress hereby:

1. releases and reassigns to Imaginarium, without representation or warranty, express or implied and without recourse, any and all liens, security interests, right, title and interest of Congress pursuant to the Agreement or otherwise obtained in and to the Trademarks which are described more fully on Exhibit A and the goodwill of the business symbolized by each such Trademark, including any and all proceeds relating thereto; and
2. authorizes and requests the Commissioner of Patents and Trademarks of the United States of America to note and record the existence of the release hereby given.

IN WITNESS WHEREOF, Congress has caused this Release to be signed by its duly authorized officer as of the day and year first above written.

CONGRESS FINANCIAL CORPORATION

By: Thomas M. Greig
Name: THOMAS M. GREIG
Title: VP

STATE OF New York)
) ss:
COUNTY OF New York)

On the 7th day of September, 1999 before me personally came THOMAS M. GREIG, to me known, who being by me duly sworn, did depose and say that he resides at 1133 Ave of the Americas, NY, NY 10036, that he is the vice president of Congress Financial Corporation, the corporation described in and which executed the foregoing instrument; and that he signed his/her name by order of the board of directors of said corporation.

Maria Nunez
Notary Public

MARIA NUNEZ
NOTARY PUBLIC, State of New York
No. 01NU5086952
Qualified in Queens County
Cert. Filed in New York County
Commission Expires Oct. 27, 1999

SCHEDULE A

Registration Numbers

1,160,352

1,523,917

1,999,925

Application Numbers

75/205,117

75/205,118

1760183

RECORDED: 10/07/1999

TRADEMARK
REEL: 001972 FRAME: 0991