

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 Lien on Trademarks

Conveying Party

Mark if additional names of conveying parties attached

Name PEGASUS INVESTORS, L.P., as Collateral Agent

Execution Date
Month Day Year
08/19/99

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 IMAGINARIUM TOY CENTERS, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 99 Mayhill Street

Address (line 2) _____

Address (line 3) Saddle Brook

New Jersey

07663

- Individual General Partnership Limited Partnership Association
- Corporation

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.)

- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

10/08/1999 DMGUYEN 00000324 75205117

01 FC: 81 40.00 DP
02 FC: 882 100.00 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)

<input type="text" value="75/205,117"/>	<input type="text" value="75/205,118"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,160,352"/>	<input type="text" value="1,523,917"/>	<input type="text" value="1,999,925"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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 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 January 21, 1998 on reel 1687 frame 0827 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;

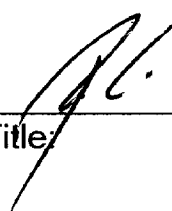
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Collateral Agent does hereby release its security interest in and lien on the trademarks and trademark applications listed on Schedule A and reassigns to Debtor all right, title and interest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

Date: August 4, 1999

PEGASUS INVESTORS, L.P., as
Collateral Agent

By:

Title: _____

A handwritten signature in black ink, appearing to be initials or a stylized name, is written over a horizontal line that serves as a signature line.

<u>Trademark</u>	<u>Registration Number / Serial Number</u>
IMAGINARIUM	1,160,352
IMAGINARIUM	1,523,917
IMAGINARIUM	74/564,326
WHERE BRIGHT FUTURES	1,999,925
IMAGINARIUM	75/205,117
IMAGINARIUM	75/205,118