

CONFIRMATORY ASSIGNMENT OF TRADEMARK

THIS CONFIRMATORY ASSIGNMENT OF TRADEMARK is made by and between IMAGINARIUM TOY CENTERS, INC., having its principal place of business at 95 Mayhill Street, Saddle Brook, New Jersey 07663 (the "Assignor") and GEOFFREY, INC., having its principal place of business at 461 From Road, Paramus, New Jersey 07652 (the "Assignee").

WHEREAS, prior to January 29, 2000 Assignor was the sole and exclusive owner of all right, title and interest in and to the marks listed on Schedule A and B attached hereto and incorporated herein by reference (the "Marks"); and

WHEREAS, Assignee was desirous of acquiring Assignor's entire, right, title and interest in and to the Marks, the registrations and applications therefore and the goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto confirm that effective January 29, 2000 Assignor granted and assigned to Assignee all of Assignor's right, title and interest in and to the Marks, the registrations and applications therefore, and any renewals and extensions that might be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringements thereof.

IN WITNESS WHEREOF, the parties hereto have caused this Confirmatory Assignment of Trademark to be executed by their duly authorized officers as of the day and year first written above.

GEOFFREY, INC.

IMAGINARIUM TOY CENTERS, INC.

By: Peter W. Weiss

By: Louis Lipschitz

Name: Peter W. Weiss

Name: Louis Lipschitz

Title: Director, Secretary

Title: Executive Vice President
and Chief Financial Officer

Date: 3/1/2000

Date: 3/1/2000

SCHEDULE A**United States**

<u>MARK</u>	<u>APPLN NO.</u>	<u>REG. NO.</u>
IMAGINARIUM	75/549,274	
IMAGINARIUM	75/205,118	
IMAGINARIUM	73/680,622	1,523,917
IMAGINARIUM	73/211,424	1,160,352
IMAGINARIUM A GALAXY OF TOYS	75/733,017	
TOYOLOGIST	75/549,273	2,307,265
WHERE BRIGHT FUTURES BEGIN	75/001,112	1,999,925

SCHEDULE B

<u>COUNTRY</u>	<u>MARK</u>	<u>APPLN NO.</u>	<u>REG. NO.</u>
CANADA	IMAGINARIUM	627248	386747
HONG KONG	IMAGINARIUM	2991/89	3708/90
HONG KONG	IMAGINARIUM	2992/89	B3806/90
JAPAN	IMAGINARIUM	142833/1988	2325857