(**750000.03.441**gton, D.C. 20503.

REEL: 002013 FRAME: 0591

| Form PTO-1594 | RECORDATION FO | ORM COVER SHEET | U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office |
|---|-----------------------------------|---|--|
| 1-31-92 | TRADEMA | ARKS ONLY | Tatout and Transmark Outt |
| To the Honorable Commissioner of | f Patents and Trademarks: | Please record the attached original do | ocuments or copy thereof. |
| 1. Name of conveying party(ies): IMAGINARIUM TO | Y CENTERS, INC. | 2. Name and address of receiving | g party(ies): |
| 7 - 1, , | | Name: <u>GEOFFREY, INC.</u> | |
| | | Internal Address: | |
| Individuals | | Street Address: 461 From Ro | pad |
| General Partnership - Limited I Corporation-State of Delaware Other | Partnership | City: <u>New York</u> State: <u>New</u> | |
| Additional name(s) of conveying party(ies) attached? | | Individual(s) citizenship Association | |
| Additional name(s) of conveying party(les) attached: | x ¢3140 | General Partnership | |
| | | Corporation-State of Delawa | re |
| | | | |
| | | If assignee is not domiciled in designation is attached: (Designations must be a separate Additional name(s) & address(cs) | n the United States, a domestic representativeYesNo document from Assignment) attached?YesNo |
| Nature of conveyance: | | _ | |
| _X_Assignment Merger Security Agreement Change of | Name | | |
| Execution Date: March 1, 2000 | | | |
| Application number(s) or registration number(s): | • | Trademark Registration No.(s) 1,5 | 23,917; 1,160,352; 2,307,265; 1,999,925 |
| A. Trademark Application No.(s) 75/549,274; 75/205.1 | 18; 75/733,017 | | |
| | | | |
| | Additional numbers | attached? Yes No | |
| 5. Name and address of party to whom correspondence | concerning document | | 7 |
| should be mailed: Name: Victoria Branche | | 6. Total number of applications | and registrations involved: |
| Internal Address: | | | |
| Street Address: Geoffrey Inc. | | 7. Total fee (37 CFR 3.41):\$ 19 | 0.00 |
| 461 From <u>Road</u> | | Enclosed X Authorized to be charged | d to deposit account |
| | 7652 | Deposit account number: | • |
| <u> </u> | • | 071076 | |
| | | (Attach dunlicate copy of thi | s page if paying by deposit account) |
| | DO NOT US | DE THIS SPACE | |
| | | | |
| D. Character and circultura | | | |
| Statement and signature. To the best of my knowledge and belief, the foregoing | g information is true and c | orrect and any attached copy is a true | copy of the original document. |
| Victoria Branche | l. | litorie forancie | 3/23/00 |
| Name of Person Signing | <u> </u> | Signature | Date |
| | | Total number of p | ages comprising cover sheet: |
| COST 21 0051 0011 (4/04) | | | |
| OMB No. 0651-0011 (exp. 4/94) | w | .l. al.i | |
| | Do not deta | ch this portion | |
| Mail documents to be recorded with required cover s | | who | |
| Commissione Box Assignm | er of Patents and Tradema ents | D AB | |
| Washington, | | | |
| Public burden reporting for this sample cover sheet i and gathering the data needed, and completing an | al accionaine the committee o | auge chast. Sand comments recording | o this burden estimate to the U.S. Patent and |
| and gathering the data needed, and completing an Trademark Office, Office of Information Systems, Pl | K2-1000C, Washington, D | C. 20231, and to the Office of Manage | mcKADEMARKerk Reduction Project |

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: Poter W. Weiss | By: Law Lepsolet |
| Name: <u>Peter W. Weiss</u> | Name: Louis Lipschitz |
| Title: Director; Secretary | Title Executive Vice President |
| Date: 3/1/2000 | Date: 3/1/2000 |

SCHEDULE A

United States

| MARK | APPLN NO. | REG. NO. |
|------------------------------|------------|-----------|
| IMAGINARIUM | 75/549,274 | |
| IMAGINARIUM | 75/205,118 | |
| IMAGINARIU M | 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 |

TRADEMARK REEL: 002013 FRAME: 0593 MAR-23-2000 15:44 TRU LEGAL/RE 201 262 9097 P.05/05

SCHEDULE B

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