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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 6-5-00  
Galob Toys, Inc.  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: Pound Puppies, Inc.  
Internal Address:  
Street Address: 503 Centre Street  
City: Amelia Island State: FL ZIP: 32034  
Additional name(s) & address(es) attached?  Yes  No

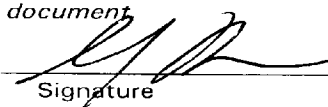
3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: April 17, 2000

4. Application number(s) or registration number(s):  
Application Nos. 75/521853, 75/518483,  
75/518484, 75/518435 and Serial No. 75/181464  
If this document is being filed together with a new application, the execution date of the application is:  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Gregory J. Lunn  
Internal Address: WOOD, HERRON & EVANS, L.L.P.  
Street Address: 2700 Carew Tower  
441 Vine Street  
City: Cincinnati State: OH ZIP:45202

6. Total number of applications and trademarks involved: 1  
7. Total fee (37 CFR 3.41):.....\$140.00  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number:  
23-3000  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.*  
Gregory J. Lunn  6/1/00  
Name of Person Signing Signature Date  
Total number of pages including cover sheet: 4

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PD2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20253.

# TRADEMARK ASSIGNMENT

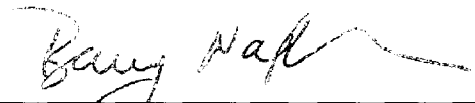
WHEREAS, Pound Puppies, Inc., an Ohio corporation located at 503 Centre Street, Amelia Island, Florida 32034 (hereinafter "Pound Puppies") entered into a License Agreement with Galoob Toys, Inc., a Delaware corporation, having its principal place of business at 5 Thomas Mellon Circle, Suite 304, San Francisco, CA 94134 in which Pound Puppies, Inc. licensed Galoob Toys, Inc. under certain intellectual property rights, including trademarks owned by Pound Puppies, Inc.; and

WHEREAS, pursuant to that Agreement Galoob Toys, Inc. filed a series of trademarks listed in the attached Appendix A (hereinafter referred to as "Trademarks").

WHEREAS, the License Agreement has been terminated.

Pursuant to the terms of said License Agreement, Galoob Toys, Inc. does hereby assign all right, title and interest in and to said Trademarks including all goodwill associated therewith to Pound Puppies, Inc.

GALOOB TOYS, INC.



Name **Barry Nagler**

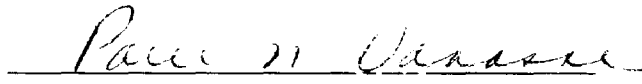
Title **Senior Vice President**

STATE OF RHODE ISLAND)

COUNTY OF PROVIDENCE)

ss:

Subscribed to and sworn to before me this 17 day of April, 2000.



Notary Public

My Commission Expires: \_\_\_\_\_

**PAUL N. VANASSE**  
**NOTARY PUBLIC**  
**My Commission Expires June 25, 2001**

**TRADEMARK**  
**REEL: 002095 FRAME: 0920**

**Appendix A**

<b><u>Mark</u></b>	<b><u>App. No.</u></b>	<b><u>App. Date</u></b>	<b><u>Reg. No.</u></b>	<b><u>Reg. Date</u></b>
Pound Piggies	75/521853	7/20/98		
Pound Bears	75/518483	7/14/98		
Pound Jungle	75/518484	7/14/98		
Pound Bunnies	75/181464	10/15/96	2145923	3/23/98
Pound Ponies	75/518435	7/14/98		