



To the Honorable Commissioner of Patents

101518379

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Topstone Industries, Inc.

10-5-00

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: September 26, 2000

2. Name and address of receiving party(ies):

The Paper Magic Group, Inc.
1105 North Market Street, Suite 1120
Wilmington, Delaware 19801

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: _____
- Corporation: Delaware
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Reg. No.(s): **SEE EXHIBIT B**

Additional numbers attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Stephen J. Meyers, Esq.
Seidel, Gonda, Lavorgna & Monaco, P.C.
Suite 1800 Two Penn Center Plaza
Philadelphia, PA 19102

Attorney Docket No. 9445-ASN

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41)

\$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

DO NOT USE THIS SPACE

9. 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.

STEPHEN J. MEYERS

Name of Person Signing

Signature

3 October 2000

Date

Total number of pages including cover sheet, attachments and document: 8

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

Do not detach this portion

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

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

EXHIBIT B

TRADEMARK PROPERTIES
TOPSTONE INDUSTRIES, INC.

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>ISSUED</u>
TOPSTONE	1,134,656	05/06/80
DRACULA BLOOD	1,146,457	01/27/81
Miscellaneous Design	1,189,477	02/09/82
DRACULA CAPE	1,372,664	11/26/85
TOPSTONE	1,483,382	04/05/88

ASSIGNMENT OF INTELLECTUAL PROPERTIES

WHEREAS, Topstone Industries, Inc., a Delaware corporation, having its place of business at 1105 North Market Street, Suite 1300, Wilmington, Delaware 19801 ("Assignor") is (i) the owner of the copyrights listed on the attached Schedule A; and (ii) the owner of the trademarks listed on attached Schedule B (hereinafter (i) and (ii) above are collectively referred to as "Intellectual Properties");

WHEREAS, The Paper Magic Group, Inc., a Delaware corporation, having a place of business at 1105 North Market Street, Suite 1120, Wilmington, Delaware 19801 (hereinafter referred to as "Assignee") is desirous of acquiring said Intellectual Properties.

NOW, THEREFORE, to all whom it may concern, be it known that for and in consideration of the sum of One Dollar (U.S. \$1.00) and other good and valuable consideration to it paid, the receipt and sufficiency of which is hereby acknowledged, intending to be legally bound, the Assignor, by these presents does hereby sell, assign and transfer unto the Assignee, the entire right, title and interest in and to the aforesaid Intellectual Properties, including, but limited to, the registrations, together with the goodwill of the business connected with the use of the Intellectual Properties. Assignee accepts full and entire ownership of the Intellectual Properties with all the rights and privileges attached thereto.

And for said consideration, Assignor has sold, assigned, and set over, and hereby does sell, assign and set over unto Assignee, its successors and assigns, and all claims, demands or rights of action which Assignor has or might have to recover damages and profits, or either, by reason of any infringement or infringements of any of said Intellectual Properties prior to the date of this

Assignment, together with the right to the Assignee, its successors and assigns to prosecute such demands or rights of action in its own name.

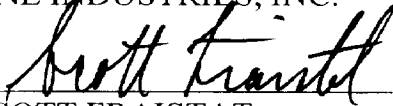
And, the Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements in contravention of the interests assigned herein and herewith consents to the recordation of assignment of said Intellectual Properties to Assignee, its successors and assigns. Assignor, its successors and assigns, covenants and agrees to execute at no cost to Assignee any further documents and do such other acts and things as may be necessary and proper to permit Assignee, its successors and assigns, to vest the full title of said Intellectual Properties in Assignee, its successors and assigns, and record the same throughout the world.

IN WITNESS WHEREOF, the parties have caused these presents to be signed by their duly authorized respective officers and their corporate seals to be hereto affixed.

ASSIGNOR:

TOPSTONE INDUSTRIES, INC.

Date: September 25, 2000

By: 
SCOTT FRAISTAT
President

ASSIGNEE:

THE PAPER MAGIC GROUP, INC.

Date: 9/26/00

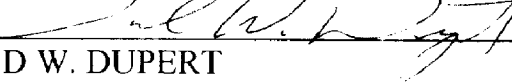
By: 
DAVID W. DUPERT
Vice President

EXHIBIT A

COPYRIGHTS TOPSTONE INDUSTRIES, INC.

FILE:COHM; TITLE/LINE--SET 3

ITEMS 1-20 OF 111

1. VA-96-194: Prickle puss. CLNA: acTopstone Industries, Inc.
2. VA-108-522: Phantom. CLNA: acTopstone Industries, Inc.
3. VA-108-523: Fanatic. CLNA: acTopstone Industries, Inc.
4. VA-108-524: Gruesome. CLNA: acTopstone Industries, Inc.
5. VA-108-525: Gorilla. CLNA: acTopstone Industries, Inc.
6. VA-108-526: Gorilla. CLNA: acTopstone Industries, Inc.
7. VA-108-527: Old woman. CLNA: acTopstone Industries, Inc.
8. VA-108-528: Hangman. CLNA: acTopstone Industries, Inc.
9. VA-108-529: Henchman. CLNA: acTopstone Industries, Inc.
10. VA-108-530: Skull. CLNA: acTopstone Industries, Inc.
11. VA-108-531: Fang face. CLNA: acTopstone Industries, Inc.
12. VA-108-532: Sorceress. CLNA: acTopstone Industries, Inc.
13. VA-108-533: Melting man. CLNA: acTopstone Industries, Inc.
14. VA-108-534: Devil. CLNA: acTopstone Industries, Inc.
15. VA-108-535: Vampire. CLNA: acTopstone Industries, Inc.
16. VA-108-536: Werewolf. CLNA: acTopstone Industries, Inc.
17. VA-108-537: Decaying skull. CLNA: acTopstone Industries, Inc.
18. VA-108-538: Old man. CLNA: acTopstone Industries, Inc.
19. VA-108-539: Witch. CLNA: acTopstone Industries, Inc.
20. VA-108-540: Wolfman. CLNA: acTopstone Industries, Inc.

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REEL: 002178 FRAME: 0991

21. VA-108-541: Skeleton. CLNA: acTopstone Industries, Inc.
22. VA-108-542: Silver wolf. CLNA: acTopstone Industries, Inc.
23. VA-108-543: Ghoulish. CLNA: acTopstone Industries, Inc.
24. VA-108-544: Stone age creature. CLNA: acTopstone Industries, Inc.
25. VA-108-545: Viking. CLNA: acTopstone Industries, Inc.
26. VA-108-546: Dracula. CLNA: acTopstone Industries, Inc.
27. VA-108-547: Bat. CLNA: acTopstone Industries, Inc.
28. VA-108-548: 100 year old man. CLNA: acTopstone Industries, Inc.
29. VA-108-549: 100 year old woman. CLNA: acTopstone Industries, Inc.
30. VA-108-550: Looney. CLNA: acTopstone Industries, Inc.
31. VA-114-714: Number E-1 mask CLNA: acTopstone Industries, Inc.
32. VA-114-715: Number E-2 mask CLNA: acTopstone Industries, Inc.
33. VA-114-716: Number E-3 mask CLNA: acTopstone Industries, Inc.
34. VA-114-717: Number E-4 mask CLNA: acTopstone Industries, Inc.
35. VA-114-718: Number E-5 mask CLNA: acTopstone Industries, Inc.
36. VA-114-719: Number E-6 mask CLNA: acTopstone Industries, Inc.
37. VA-114-720: {Number} E-7 mask. CLNA: acTopstone Industries, Inc.
38. VA-114-721: {Number} E-8 mask. CLNA: acTopstone Industries, Inc.
39. VA-114-722: Number S-1 mask (face mask) CLNA: acTopstone Industries, Inc.

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40. VA-114-723: Number S-2 mask (face mask) CLNA: acTopstone Industries, Inc.
41. VA-114-724: Number S-3 mask (face mask) CLNA: acTopstone Industries, Inc.
42. VA-114-725: Number S-4 mask (face mask) CLNA: acTopstone Industries, Inc.
43. VA-114-726: Number S-5 mask (face mask) CLNA: acTopstone Industries, Inc.
44. VA-114-727: Number S-6 mask (face mask) CLNA: acTopstone Industries, Inc.
45. VA-114-728: Number S-7 mask (face mask) CLNA: acTopstone Industries, Inc.
46. VA-114-729: Number S-8 mask (face mask) CLNA: acTopstone Industries, Inc.
47. VA-114-730: Sorceress : {no } CL2. CLNA: acTopstone Industries, Inc.
48. VA-114-731: Bat : {no.} CL2 CLNA: acTopstone Industries, Inc.
49. VA-114-732: Stone age creature : {no.} CL2. CLNA: acTopstone Industries, Inc.
50. VA-114-733: Gorilla : {no.} CL2. CLNA: acTopstone Industries, Inc.

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51. VA-114-734: Mask : {no.} FT10-1. CLNA: acTopstone Industries, Inc.
 52. VA-114-735: Mask : {no.} FT10-3. CLNA: acTopstone Industries, Inc.
 53. VA-114-736: Mask : {no.} FT10-2. CLNA: acTopstone Industries, Inc.
 54. VA-114-737: Fang face : {no.} CL2. CLNA: acTopstone Industries, Inc.
 55. VA-114-738: Hangman : {no.} CL2. CLNA: acTopstone Industries, Inc.
 56. VA-115-590: D line female vampire. CLNA: acTopstone Industries, Inc.
 57. VA-115-591: D line male vampire. CLNA: acTopstone Industries, Inc.
 58. VA-118-482: Scar face. CLNA: acTopstone Industries, Inc.
 59. VA-126-068: Rabbit : {no.} E-39. CLNA: acTopstone Industries, Inc.
 60. VA-126-466: Number E-9 mask. CLNA: acTopstone Industries, Inc.
 61. VA-126-467: Number E-14 mask. CLNA: acTopstone Industries, Inc.
 62. VA-126-468: Number E-13 mask. CLNA: acTopstone Industries, Inc.
 63. VA-126-469: Number E-12 mask. CLNA: acTopstone Industries, Inc.
 64. VA-126-470: Number E-11 mask. CLNA: acTopstone Industries, Inc.
 65. VA-126-471: Number E-10 mask. CLNA: acTopstone Industries, Inc.
 66. VA-136-712: Magical Egg Decorations : 12 beautifully decorated eggs in
 only seconds] : item no. E-1. CLNA: acTopstone Industries, Inc.
 67. VA-137-051: IF60 skeleton. CLNA: acTopstone Industries, Inc.

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68. VA-137-529: Cape with stand-up collar : {no.} HC500. CLNA:
 acTopstone Industries, Inc.
 69. VA-137-530: Dracula cape with stand-up collar : no. HC 501. CLNA:
 acTopstone Industries, Inc.
 70. VA-137-531: Cape with stand-up collar : {no.} HC 500. CLNA:
 acTopstone Industries, Inc.
 71. VA-137-579: Trick or treat. CLNA: acTopstone Industries, Inc.
 72. VA-141-487: Comical scarecrow. CLNA: Topstone a.a.d.o. caTopstone
 Industries, Inc.
 73. VA-141-488: Mean mad monster. CLNA: Topstone a.a.d.o. caTopstone
 Industries, Inc.
 74. VA-141-489: Mister Bones skeleton. CLNA: Topstone a.a.d.o.
 caTopstone Industries, Inc.
 75. VA-141-490: Weird wicked witch. CLNA: Topstone a.a.d.o. caTopstone
 Industries, Inc.
 76. VA-141-491: Hairy and scarey gorilla. CLNA: Topstone a.a.d.o.
 caTopstone Industries, Inc.
 77. VA-147-106: Bloody creature face mask : no. 1163. CLNA: acTopstone
 Industries, Inc.

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78. VA-147-107: Metal man face mask : no. 1008. CLNA: acTopstone Industries, Inc.
79. VA-147-108: Sea creature face mask : no. 1007. CLNA: acTopstone Industries, Inc.
80. VA-147-220: Stone age : no. 1060P. CLNA: acTopstone Industries, Inc.
81. VA-147-221: Hangman : no. 1061P. CLNA: acTopstone Industries, Inc.
82. VA-147-222: Henchman : no. 1059P. CLNA: acTopstone Industries, Inc.
83. VA-147-223: Ghoulish : no. 1062P. CLNA: acTopstone Industries, Inc.
84. VA-149-125: Big 6 feet tall inflatable skeleton. CLNA: acTopstone Industries, Inc.
85. VA-152-801: Bird : no. 1502. CLNA: acTopstone Industries, Inc.
86. VA-152-802: Hanging eye : no. 1504. CLNA: acTopstone Industries, Inc.
87. VA-152-803: Sad clown : no. 1510. CLNA: acTopstone Industries, Inc.
88. VA-152-804: Monster thru eye : no. 1503. CLNA: acTopstone Industries, Inc.
89. VA-152-805: Naughty : no. 1509. CLNA: acTopstone Industries, Inc.
90. VA-152-806: Devil head : no. 1501. CLNA: acTopstone Industries, Inc.

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91. VA-159-032: Mask : no. 1452. CLNA: acTopstone Industries, Inc.
92. VA-159-033: Mask : no. 1453. CLNA: acTopstone Industries, Inc.
93. VA-166-776: Mask : no. 1533. CLNA: acTopstone Industries, Inc.
94. VA-166-777: Mask : no. 1534. CLNA: acTopstone Industries, Inc.
95. VA-166-778: Mask : no. 1531. CLNA: acTopstone Industries, Inc.
96. VA-166-779: Mask : no. 1541. CLNA: acTopstone Industries, Inc.
97. VA-166-780: Mask : no. 1506. CLNA: acTopstone Industries, Inc.
98. VA-166-781: Mask : no. 1532. CLNA: acTopstone Industries, Inc.
99. VA-166-815: Mask : no. 1540. CLNA: acTopstone Industries, Inc.
100. VA-166-816: Mask : no. 1537. CLNA: acTopstone Industries, Inc.
101. VA-166-817: Mask : no. 1539. CLNA: acTopstone Industries, Inc.
102. VA-166-818: Mask : no. 1538. CLNA: acTopstone Industries, Inc.
103. VA-166-819: Mask : no. 1009. CLNA: acTopstone Industries, Inc.
104. VA-166-820: Mask : no. 1010. CLNA: acTopstone Industries, Inc.
105. VA-166-821: Mask : no. 1536. CLNA: acTopstone Industries, Inc.
106. VA-166-822: Mask : no. 1535. CLNA: acTopstone Industries, Inc.
107. VA-209-001: Mask : no. 1454. CLNA: acTopstone Industries, Inc.
108. VA-209-002: Mask : no. 1451. CLNA: acTopstone Industries, Inc.
109. VA-244-642: Big 6 feet tall inflatable skeleton : no. 6014. CLNA: acTopstone Industries, Inc.

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110. VA-272-305: Topstone's 24" graveyard skeleton : item no. 5004. CLNA: acTopstone Industries, Inc.
111. VAu-172-650: Octopus. CLNA: acTopstone Industries, Inc.

READY:

TRADEMARK**RECORDED: 10/05/2000****REEL: 002178 FRAME: 0994**