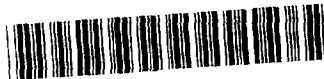


08-16-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌ ▼

101812963

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

1. Name of conveying party(ies): 8-13-01
Resources International, Inc.

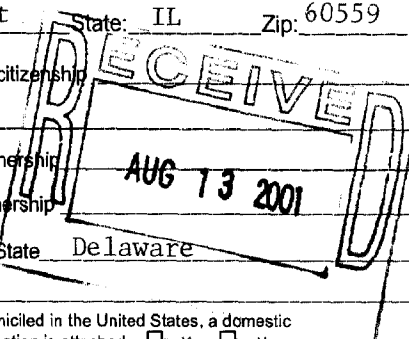
Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

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

2. Name and address of receiving party(ies)
Name: Ty Inc.
Internal Address: _____
Address: _____
Street Address: 280 Chestnut
City: Westmont State: IL Zip: 60559

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 19, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/593,473

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Edwin A. Getz
 Internal Address: Gardner, Carton & Douglas

 Street Address: 321 N. Clark St.
Suite 3400
 City: Chicago State: IL Zip: 60610

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-0181

(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.

Edwin A. Getz Edwin Getz August 8, 2001
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

08/15/2001 LNUELLER 00000195 75593473

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40.00 DP

TRADEMARK
REEL: 002348 FRAME: 0467

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is made by and between Resources International, Inc., a company, with its principal place of business in Temecula, California, David L. James, a United States citizen, with his principal place of residence in Temecula, California (collectively "Assignor"), and Ty Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of and has adopted, used and is using the trademark listed in Schedule A attached hereto and made a part hereof (the "Mark");

WHEREAS, Assignee wishes to acquire Assignor's right, title and interest in and to the Mark listed in Schedule A together with the goodwill of the business in connection with which the Mark is used; and

WHEREAS, Assignor wishes to assign the Mark together with the goodwill of the business in connection with which the Mark is used.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, grant, assign, transfer, convey and deliver to Assignee all of its right, title and interest in and to the Mark together with the goodwill of the business in connection with which the Mark is used, including the subject matter of all claims that may be obtained therefrom for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by said Assignor if this assignment had not been made, and together with all claims for damages by reason of past, present or future infringement or other unauthorized use of the Mark, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

Assignor authorizes and requests the Assistant Commissioner for Trademarks to record Assignee as the owner of the entire right, title and interest in and to the Mark, for the sole use and enjoyment of Assignee, its successors, assigns or other legal representatives.

IN WITNESS WHEREOF, the parties have caused this assignment to be signed and executed on the date and year written below.

RESOURCES INTERNATIONAL, INC.

By: *D James*

Name: DAVID L. JAMES

Title: PRESIDENT

Date: June 11, 2001

TY INC

By: *Scott E Rogers*

Name: Scott E Rogers

Title: VP + General Counsel

Date: 6/19/01

DAVID L. JAMES

D James

Date: June 11, 2001

SCHEDULE A

Trademark	Application Number
BEANIE SHOWCASE	75/593,473

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