

05-02-2002

TRADEMARKS ONLY
To the Honorable
Please



TRADEMARKS ONLY
and Trademarks
copy thereof

102076062

1. Name of Party(ies) concerned, DIC Licensing, L.P.

Entity:
 Individual
 General Partnership
 Corporation-State of California
 Association
 Limited Partnership
 Other a Delaware corporation

3. Interest Conveyed:
 Assignment
 Security Agreement
 Change of Name
 Merger
 Other _____

H. 23.02

Name and Address of Party(ies) receiving an interest:
 Name: DIC Entertainment, L.P.
 Address: 4100 W. Alameda Avenue
 City: Burbank
 State: California Zip: 91505

Individual
 General Partnership
 Corporation-California
 Association
 Limited Partnership
 Other a Delaware corporation
 Citizenship _____

If not domiciled in the United States, a domestic representative designation is attached:
 Yes
 No

4. Application number(s) or registration number(s). Additional Sheet Attached? Yes No
 A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) 1,968,662

5. Name and address of party to whom correspondence concerning document should be mailed:
Lucy B. Arant, Esq.
RUSS, AUGUST, KABAT & KENT
12424 Wilshire Boulevard, Suite 1200
Los Angeles, California 90025

6. Number of applications and registrations involved: (One (1))
 7. Amount of fee enclosed or authorized to be charged:
 \$ 40.00
 8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Date execution of attached document April 15, 2002
 10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:
April 16, 2002
Lucy B. Arant
 Signature _____ Date _____
 Name of Person Signing _____

05/01/2002 DBYRNE 00000229 1968662
 01 FC:481 40.00 DP

ASSIGNMENT OF UNITED STATES TRADEMARKS

WHEREAS, DIC Licensing, L.P., composed of Heyward Holding Corp., a Delaware corporation located at ~~303 North Glencaks Boulevard, California 91502~~ ^{4100 WEST ALAMEDA AVENUE BURBANK 91505}, has adopted, used, is using and is the owner of the following mark now registered in the United States Patent and Trademark Office:

<u>TRADEMARKS</u>	<u>REG/APPLN. NO.</u>	<u>DATE OF REG/APPLICATION</u>
INSPECTOR GADGET	1,968,662	April 16, 1996

WHEREAS, DIC Entertainment, L.P., a Delaware corporation, having its principal offices at ~~303 North Glencaks Boulevard, California 91502~~ ^{4100 WEST ALAMEDA AVENUE BURBANK 91505}, is desirous of acquiring any and all rights that DIC Licensing, L.P. may have in and to the said mark and the registration therefor, together with the goodwill of the business in connection with which said mark is used and which is symbolized by the said mark, along with the right to recover for damages and profits for past infringements thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, DIC Licensing, L.P. does hereby assign to DIC Entertainment, L.P. all right, title and interest in and to the said mark and registration, together with the goodwill of the business in connection with which the said mark is used and which is symbolized by the said mark, along with the right to recover for damages and profits for past infringements thereof.

Signed at Burbank, CA, this 15, day of April, 2002

DIC Licensing, L.P.

DIC Entertainment, L.P.

Jack Angeles
Signature

Jack Angeles
Signature

Jack Angeles
Name

Jack Angeles
Name

Executive VP
Title

Executive VP
Title