

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

JAKKS PACIFIC, INC.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 1/28/03

2. Name and address of receiving party(ies)

Name: POUND PUPPIES, INC.

Internal Address: 503 CENTRE STREET

Street Address: City: FERNANDINA BEACH FL State: FL Zip: 32034

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2558458

Additional number(s) attached Yes No

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

Name: LARRY MILLER

Internal Address: 23RD FLOOR

FEDER KASZOVITZ ISAACSON

SKALA BASS & RHINE, LLP

Street Address: 750 LEXINGTON AVE

City: NY State: NY Zip: 10022

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

501738

(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.

LARRY MILLER

Name of Person Signing

[Signature]

Signature

2/20/03

Date

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

6

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

ASSIGNMENT OF TRADEMARK

WHEREAS, Jakks Pacific, Inc., a Delaware Corporation with its principal place of business at 22619 Pacific Coast Highway , Malibu, California, 90265, (hereinafter "Assignor") has used the trademark **HAPPY WAGGIN' PUPS** (hereinafter referred to as "the said mark"), registered in the United States Patent and Trademark Office as set forth on attached Schedule A; and

WHEREAS, Pound Puppies Inc., an Ohio corporation with its principal place of business at 503 Centre Street, Fernandina Beach, Florida 32034 (hereinafter "Assignee") is desirous of acquiring any and all rights that Assignor may have in and to the said mark and the registration therefor, 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;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the said mark and the registration therefor for the United States and throughout the world 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. Assignor agrees to execute and deliver at the request of the assignee, all papers, instruments and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all Assignor's rights, title, and interest in and to the said mark in the Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

IN WITNESS WHEREOF, the parties intending to be legally bound, have cause this Agreement to be duly executed.

Pound Puppies, Inc.

By *Michael Kauting*

Title *President*

Date *1-27-03*

JAKKS Pacific, Inc.

By *[Signature]*

Title *Exec. V.P. / C.F.O.*

Date *1/28/03*

Schedule A

Typed Drawing

Word Mark	HAPPY WAGGIN' PUPS
Goods and Services	IC 028. US 022 023 038 050. G & S: toys, namely plush toy animals. FIRST USE: 20001125. FIRST USE IN COMMERCE: 20001125
Mark Drawing Code	(1) TYPED DRAWING
Serial Number	76186165
Filing Date	December 26, 2000
Published for Opposition	January 15, 2002
Registration Number	2558458
Registration Date	April 9, 2002
Owner	(REGISTRANT) JAKKS Pacific, Inc. CORPORATION DELAWARE 22761 Pacific Coast Highway, Suite 226 Malibu CALIFORNIA 90265
Disclaimer	NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "PUPS" APART FROM THE MARK AS SHOWN
Type of Mark	TRADEMARK
Register	PRINCIPAL
Live/Dead Indicator	LIVE