

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

Hit Entertainment Plc

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Company registered in England and Wales

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

2. Name and address of receiving party(ies)

Name: Barclays Bank Plc Internal (As Security Trustee for the Address: Secured Parties)

Street Address: 5 The North Colonnade Canary Wharf City: London E14 4BB England Zip:

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other UK Bank

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: September 6, 2002

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

A. Trademark Application No.(s)

See Attached List

B. Trademark Registration No.(s)

See Attached List

Additional number(s) attached Yes No

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

Name: Christine F. Benton

Internal Address: Clifford Chance US LLP

Street Address: 200 Park Avenue

City: New York State: NY Zip: 10166

6. Total number of applications and registrations involved:

15

7. Total fee (37 CFR 3.41): \$ 390

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

18-1843

(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.

Christine F. Benton Name of Person Signing

Signature

4/1/03 Date

Total number of pages including cover sheet, attachments, and document: 27 23

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

TRADEMARK

REEL: 002627 FRAME: 0481

USA

APPLICATION REGISTRATION No.	MARK	CLASS
Application No. 76457718	ANGELINA BALLERINA	9, 16, 18, 20, 25, 28, 41
Application No. 76462812	Angelina Ballerina device	9, 16, 18, 20, 25, 28, 41
Application No. 76396351	Bob the Builder device	9, 16, 25, 28, 41
Application No. 75719345	BOB THE BUILDER	9, 16, 21, 25, 28, 41
Application No. 75719346	BOB THE BUILDER & Device	9, 16, 21, 25, 28, 41
Application No. 76226917	CAN WE FIX IT?	9, 16, 21, 25, 28, 41
Application No. 76226916	CAN WE FIX IT? YES WE CAN!	9, 16, 21, 25, 28, 41
Application No. 76366665	RUBBADUBBERS	9, 41
Application No. 76366448	RUBBADUBBERS	16, 21, 25, 28
Application No. 76419214	RUBBADUBBERS & Device	9, 16, 21, 25, 28, 41
Application No. 76366446	TUBB	28
Application No. 76366447	TUBB	9, 41
Registration No. 2389488	HIT ENTERTAINMENT PLC & Device	9
Registration No. 2326622	HIT ENTERTAINMENT PLC & Device	38
Registration No. 2366138	HIT ENTERTAINMENT PLC & Device	41

**C L I F F O R D
C H A N C E S**

LIMITED LIABILITY PARTNERSHIP

EXECUTION COPY

DATED **6** SEPTEMBER 2002

HIT ENTERTAINMENT PLC

AS COMPANY

IN FAVOUR OF

BARCLAYS BANK PLC

AS SECURITY TRUSTEE

DEBENTURE

To: H.M. Chief Land Registrar. Note: This deed contains (in Clause 5.4 (*Land Registration*)) an application to enter a restriction on the Proprietorship Register and (in Clause 5.6 (*Further Advances*)) an application to enter a notice on the Charges Register.

THIS DEBENTURE is made on 6 September 2002

BY

- (1) HIT ENTERTAINMENT PLC registered in England and Wales with company number 02341947 (the "Company") in favour of
- (2) BARCLAYS BANK PLC as security trustee for the Secured Parties on the terms and conditions set out in the Facility Agreement (the "Security Trustee" which expression shall include any person for the time being appointed as security trustee or as an additional security trustee for the purpose of, and in accordance with, the Facility Agreement).

IT IS AGREED as follows:

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

Terms defined in the Facility Agreement shall, unless otherwise defined in this Debenture, have the same meaning when used in this Debenture and in addition:

"Account" means any credit balance from time to time on any account opened or maintained by the Company with the Security Trustee or any other financial institution and all Related Rights.

"Assigned Account" means the Cash Collateral Account and any other Account that may from time to time be identified in writing as an Assigned Account by the Security Trustee and all Related Rights.

"Cash Collateral Account" means an interest bearing account with the following details:

Barclays Bank PLC
75 Wall Street
New York
SWIFT Address: BARC US 33
Account: GSU Re: Agency Loans
Account No: 050036211
Reference: GSU/HIT Entertainment Cash Collateral

(and any renewal or redesignation thereof) maintained with the Security Trustee by the Company into which the Cash Collateral is paid pursuant to the terms of the Facility Agreement.

"Charged Property" means all the assets of the Company which from time to time are the subject of the security created or expressed to be created in favour of the Security Trustee by or pursuant to this Debenture.

"Collateral Rights" means all rights, powers and remedies of the Security Trustee provided by or pursuant to this Debenture or by law.

2. PAYMENT OF SECURED OBLIGATIONS**2.1 Covenant to Pay**

The Company hereby covenants with the Security Trustee as trustee for the Secured Parties that it shall on demand of the Security Trustee discharge all obligations which the Company may at any time have to the Security Trustee (whether for its own account or as trustee for the Secured Parties) or any of the other Secured Parties under or pursuant to the Finance Documents (including this Debenture) and/or any Hedging Agreement including any liability in respect of any further advances made under the Finance Documents, whether present or future, actual or contingent (and whether incurred solely or jointly and whether as principal or as surety or in some other capacity) and the Company shall pay to the Security Trustee when due and payable every sum at any time owing, due or incurred by the Company to the Security Trustee (whether for its own account or as trustee for the Secured Parties) or any of the other Secured Parties in respect of any such liabilities. Provided that neither such covenant nor the security constituted by this Debenture shall extend to or include any liability or sum which would, but for this proviso, cause such covenant or security to be unlawful or prohibited by any applicable law.

3. FIXED CHARGES, ASSIGNMENTS AND FLOATING CHARGE**3.1 Fixed Charges**

The Company hereby charges with full title guarantee in favour of the Security Trustee as trustee for the Secured Parties with the payment and discharge of the Secured Obligations, by way of first fixed charge (which so far as it relates to land in England and Wales vested in the Company at the date hereof shall be a charge by way of legal mortgage) all the Company's right, title and interest from time to time in and to each of the following assets (subject to obtaining any necessary consent to such mortgage or fixed charge from any third party):

3.1.1 the Real Property

3.1.2 the Intellectual Property;

3.1.3 any goodwill and rights in relation to the uncalled capital of the Company;

3.1.4 the Investments; and

3.1.5 the Shares, all dividends, interest and other monies payable in respect of the Shares and all other Related Rights (whether derived by way of redemption, bonus, preference, option, substitution, conversion or otherwise).

3.2 Assignments

The Company hereby assigns with full title guarantee to the Security Trustee as trustee for the Secured Parties as security for the payment and discharge of the Secured Obligations all the Company's right, title and interest from time to time (subject to obtaining any necessary consent to that assignment from any third party) in all rights and claims in relation to any Assigned Account.

SCHEDULE 3
INTELLECTUAL PROPERTY

~~[Up to date details to be inserted]~~

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CC

HIT Trademarks Worldwide

Report Date: 9/16/2002 Page: 1

Country	IP	Mark	Reg. Office	Reg. #	Status
Argentina	2036	Bob El Constructor (word)	HIT Entertainment PLC	Pending Application	
Argentina	2079	Bob El Constructor (TM)	HIT Entertainment PLC	Pending Application	
Argentina	2080	Bob El Constructor (TM)	HIT Entertainment PLC	Pending Application	
Argentina	2081	Bob El Constructor (TM)	HIT Entertainment PLC	Pending Application	
Argentina	2082	Bob El Constructor (TM)	HIT Entertainment PLC	Pending Application	
Argentina	2083	Bob El Constructor (TM)	HIT Entertainment PLC	Pending Application	
Australia	1189	Bob the Builder (TM)	HIT Entertainment PLC	Registered	
Australia	2037	Bob the Builder (word)	HIT Entertainment PLC	Registered	
Australia	1190	Bob the Builder (word)	HIT Entertainment PLC	Registered	
Australia	1198	Dizzy Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1195	Lolly Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1191	Mack Device (Shape)	HIT Entertainment PLC	Registered	
Australia	1199	Richard Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1193	Robby Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1197	Scoop Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1200	Spud Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1192	Travis Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1194	Wendy Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1660	Bob der Baumeister (word device)	HIT Entertainment PLC	Pending Application	
Australia	2397	Bob Device (CTM)	HIT Entertainment PLC	Registered	
Australia	1590	Bob the Builder (TM)	HIT Entertainment PLC	Pending Application	
Australia	1618	Dizzy Device (word)	HIT Entertainment PLC	Registered	
Australia	1575	Lolly Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1518	Mack Device (TM)	HIT Entertainment PLC	Registered	
Australia	1632	Richard Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1346	Robby Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1614	Scoop Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1640	Spud Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	1581	Wendy Device (line drawing)	HIT Entertainment PLC	Registered	
Australia	2431	Frederick	HIT Entertainment PLC	Pending Application	
Australia	2384	Rubbidubbis (CTM)	HIT Entertainment PLC	Pending Application	
Australia	2445	Rubbidubbis Design (CTM)	HIT Entertainment PLC	Pending Application	
Australia	2411	Toby (CTM)	HIT Entertainment PLC	Pending Application	
Australia	1674	The Three Friends and Jerry (word mark) (CTM)	HIT Entertainment PLC	Registered	
Australia	2048	Angela Balkina (word & device mark) (CTM)	111776/ab/CTM	Pending Application	
Australia	2130	Bob Der Baumeister (word)	HIT Entertainment PLC	Registered	
Australia	1661	Bob der Baumeister (word device)	HIT Entertainment PLC	Pending Application	

TM Trademarks Worldwide

Report Date: 01/16/2002 Page: 2

Country	Serial No.	Mark	Class	App. No.	Status
Bolivia	2388	Bob the Builder (word)	III Entertainment PLC	1812633	Registered
Bolivia	1991	Bob the Builder (word)	III Entertainment PLC	Pending Application	Registered
Bolivia	1610	Diary Device (series of 4) (CTM)	III Entertainment PLC	1582113	Registered
Bolivia	1576	Loft Devices (Line Drawing) (CTM)	III Entertainment PLC	1582014	Registered
Bolivia	1519	Block Device (Single) (CTM)	III Entertainment PLC	1582063	Registered
Bolivia	1653	Patched Device (Line Drawing) (CTM)	III Entertainment PLC	1581602	Registered
Bolivia	1547	Roller Device (Line Drawing) (CTM)	III Entertainment PLC	1582145	Registered
Bolivia	1605	Strip Device (Line Drawing) (CTM)	III Entertainment PLC	1582055	Registered
Bolivia	1647	Speed Device (Line Drawing) (CTM)	III Entertainment PLC	1581289	Registered
Bolivia	1533	Tennis Device (Line Drawing) (CTM)	III Entertainment PLC	1582030	Registered
Bolivia	1582	Woody Device (Line Drawing) (CTM)	III Entertainment PLC	1582246	Registered
Bolivia	2332	Finbar	III Entertainment PLC	Pending Application	Registered
Bolivia	2385	Robbie (CTM)	III Entertainment PLC	Pending Application	Registered
Bolivia	2446	Robbie's Design (CTM)	III Entertainment PLC	Pending Application	Registered
Bolivia	2412	Robbie (CTM)	III Entertainment PLC	Pending Application	Registered
Bolivia	1675	The Three Friends and Jerry (word mark) (CTM)	III Entertainment PLC	1302080	Registered
Bolivia	2040	Agatha Ballinas (word & device mark) (CTM)	III Entertainment PLC	Pending Application	Registered
Bolivia	2045	Bob O Constructor (word)	III Entertainment PLC	Pending Application	Registered
Bolivia	2084	Bob O Constructor (word)	III Entertainment PLC	Pending Application	Registered
Bolivia	2085	Bob O Constructor (word)	III Entertainment PLC	Pending Application	Registered
Bolivia	2086	Bob O Constructor (word)	III Entertainment PLC	Pending Application	Registered
Bolivia	2087	Bob O Constructor (word)	III Entertainment PLC	Pending Application	Registered
Bolivia	1702	Bob the Builder (word mark) (word mark)	III Entertainment PLC	Pending Application	Registered
Bolivia	2046	Bob O Constructor (word & device mark)	III Entertainment PLC	627167	Registered
Bolivia	2081	Bob O Constructor (word & device mark)	III Entertainment PLC	627168	Registered
Bolivia	2089	Bob O Constructor (word & device mark)	III Entertainment PLC	627165	Registered
Bolivia	2090	Bob O Constructor (word & device mark)	III Entertainment PLC	627164	Registered
Bolivia	2091	Bob O Constructor (word & device mark)	III Entertainment PLC	627161	Registered
Czech Republic	2078	Bob the Builder (word & device)	III Entertainment PLC	Pending Application	Registered
Czech Republic	1662	Bob the Builder (word & device)	III Entertainment PLC	Pending Application	Registered
Denmark	1999	Bob the Builder (word & device)	III Entertainment PLC	1812615	Registered
Denmark	1620	Diary Device (series of 4) (CTM)	III Entertainment PLC	Pending Application	Registered
Denmark	1620	Diary Device (series of 4) (CTM)	III Entertainment PLC	1582113	Registered

HIT Trademarks Worldwide

Country	Class	Mark	Description	Applicant	Reg. No.	Status
Denmark	1520	Mixt Device (Single) (CTM)		HIT Entertainment PLC	1582053	Registered
Denmark	1534	Pickard Device (Line Drawing) (CTM)		HIT Entertainment PLC	1581602	Registered
Denmark	1548	Reley Device (Line Drawing) (CTM)		HIT Entertainment PLC	1582345	Registered
Denmark	1606	Scoop Device (Line Drawing) (CTM)		HIT Entertainment PLC	1582055	Registered
Denmark	1648	Squad Device (Line Drawing) (CTM)		HIT Entertainment PLC	1581289	Registered
Denmark	1531	Tennis Device (Line Drawing) (CTM)		HIT Entertainment PLC	1582010	Registered
Denmark	1565	Wendy Device (Line Drawing) (CTM)		HIT Entertainment PLC	1582244	Registered
Denmark	2433	Probar		HIT Entertainment PLC	Pending Application	
Denmark	2386	Rubstoppers (CTM)		HIT Entertainment PLC	Pending Application	
Denmark	2447	Rubstoppers Design (CTM)		HIT Entertainment PLC	Pending Application	
Denmark	2413	Tubb (CTM)		HIT Entertainment PLC	Pending Application	
Denmark	1676	The Three Friends and Jerry (word mark) (CTM)		HIT Entertainment PLC	1580086	Registered
Denmark	2050	Angelina Ballerina (word & device mark) (CTM)		HIT Entertainment PLC	Pending Application	
European Union	1659	Bob der Buissonier (and device) (CTM)		HIT Entertainment PLC	Pending Application	
European Union	2123	Bob device (CTM)		HIT Entertainment PLC	1812633	Registered
European Union	1389	Bob de Belder (ivab) (CTM)		HIT Entertainment PLC	Pending Application	
European Union	1617	Dizzy Device (series of 4) (CTM)		HIT Entertainment PLC	1582113	Registered
European Union	1574	Lorry Device (Line Drawing) (CTM)		HIT Entertainment PLC	1582014	Registered
European Union	1517	Mixt Device (Shade) (CTM)		HIT Entertainment PLC	1582043	Registered
European Union	1631	Pickard Device (Line Drawing) (CTM)		HIT Entertainment PLC	1581602	Registered
European Union	1545	Reley Device (Line Drawing) (CTM)		HIT Entertainment PLC	1582345	Registered
European Union	1603	Scoop Device (Line Drawing) (CTM)		HIT Entertainment PLC	1582055	Registered
European Union	1643	Squad Device (Line Drawing) (CTM)		HIT Entertainment PLC	1581289	Registered
European Union	1531	Tennis Device (Line Drawing) (CTM)		HIT Entertainment PLC	1582010	Registered
European Union	1569	Wendy Device (Line Drawing) (CTM)		HIT Entertainment PLC	1582244	Registered
European Union	2430	Probar		HIT Entertainment PLC	Pending Application	
European Union	2383	Rubstoppers (CTM)		HIT Entertainment PLC	Pending Application	
European Union	2444	Rubstoppers Design (CTM)		HIT Entertainment PLC	Pending Application	
European Union	2410	Tubb (CTM)		HIT Entertainment PLC	Pending Application	
European Union	1677	The Three Friends and Jerry (word mark) (CTM)		HIT Entertainment PLC	1580086	Registered
European Union	2047	Angelina Ballerina (word & device mark) (CTM)		HIT Entertainment PLC	Pending Application	

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IIIIT Trademarks Worldwide

Report Date: 01/02/2002 Page: 4

Country	Number	Mark	Class	Applicant	Status
Finland	1663	Bob der Baumeister (and device) CTM	III Entertainment PLC	Pending Application	
Finland	2400	Bob device (CTM)	III Entertainment PLC	1812035	Registered
Finland	1593	Bob the Builder (word) (CTM)	III Entertainment PLC	Pending Application	
Finland	1621	Daisy Device (series of 4) (CTM)	III Entertainment PLC	1582113	Registered
Finland	1578	Lolly Device (Line Drawing) (CTM)	III Entertainment PLC	1582014	Registered
Finland	1521	Muck Drives (Single) (CTM)	III Entertainment PLC	1582063	Registered
Finland	1635	Pickard Device (Line Drawing) (CTM)	III Entertainment PLC	1581663	Registered
Finland	1549	Roller Device (Line Drawing) (CTM)	III Entertainment PLC	1582345	Registered
Finland	1607	Scoop Device (Line Drawing) (CTM)	III Entertainment PLC	1582055	Registered
Finland	1649	Speed Device (Line Drawing) (CTM)	III Entertainment PLC	1581389	Registered
Finland	1535	Tank Device (Line Drawing) (CTM)	III Entertainment PLC	1582010	Registered
Finland	1564	Wendy Device (Line Drawing) (CTM)	III Entertainment PLC	1582246	Registered
Finland	2434	Finbar	III Entertainment PLC	Pending Application	
Finland	2387	Rubbishies (CTM)	III Entertainment PLC	Pending Application	
Finland	2448	Rubbishies Design (CTM)	III Entertainment PLC	Pending Application	
Finland	2444	Tubs (CTM)	III Entertainment PLC	Pending Application	
Finland	1627	The Three Friends and Jory (word mark) (CTM)	III Entertainment PLC	1582080	Registered
Finland	2051	Avonlea Ballerina (word & device mark) (CTM)	HTM Ltd/O'Callaghan	Pending Application	
France	1664	Bob der Baumeister (and device) CTM	III Entertainment PLC	Pending Application	
France	2401	Bob device (CTM)	III Entertainment PLC	1812035	Registered
France	2058	Bob le Bricoleur	III Entertainment PLC	01 3101482	Registered
France	1564	Bob the Builder (word) (CTM)	III Entertainment PLC	Pending Application	
France	1622	Daisy Device (series of 4) (CTM)	III Entertainment PLC	1582113	Registered
France	1579	Lolly Device (Line Drawing) (CTM)	III Entertainment PLC	1582014	Registered
France	1522	Muck Device (Single) (CTM)	III Entertainment PLC	1582063	Registered
France	1636	Pickard Device (Line Drawing) (CTM)	III Entertainment PLC	1581662	Registered
France	1550	Roller Device (Line Drawing) (CTM)	III Entertainment PLC	1582345	Registered
France	1608	Scoop Device (Line Drawing) (CTM)	III Entertainment PLC	1582055	Registered
France	1620	Speed Device (Line Drawing) (CTM)	III Entertainment PLC	1581389	Registered
France	1536	Tank Device (Line Drawing) (CTM)	III Entertainment PLC	1582010	Registered
France	1565	Wendy Device (Line Drawing) (CTM)	III Entertainment PLC	1582246	Registered

HIT Trademarks Worldwide

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Country	Trademark	Class	Registration Status	Application No.	Registration No.
France	2388	Hit Entertainment PLC	Pending Application		
France	2449	Hit Entertainment PLC	Pending Application		
France	2413	Hit Entertainment PLC	Pending Application		
France	1878	Hit Entertainment PLC	Registered	1307080	
France	2052	Hit Entertainment PLC	Pending Application		
Germany	1665	Hit Entertainment PLC	Pending Application		
Germany	2402	Hit Entertainment PLC	Registered	1812635	
Germany	1395	Hit Entertainment PLC	Pending Application		
Germany	1683	Hit Entertainment PLC	Registered	1582113	
Germany	1840	Hit Entertainment PLC	Registered	1582014	
Germany	1523	Hit Entertainment PLC	Registered	1582063	
Germany	1637	Hit Entertainment PLC	Registered	1581600	
Germany	1551	Hit Entertainment PLC	Registered	1582345	
Germany	1609	Hit Entertainment PLC	Registered	1582035	
Germany	1651	Hit Entertainment PLC	Registered	1581249	
Germany	1537	Hit Entertainment PLC	Registered	1582050	
Germany	1566	Hit Entertainment PLC	Registered	1582246	
Germany	2136	Hit Entertainment PLC	Pending Application		
Germany	2189	Hit Entertainment PLC	Pending Application		
Germany	2450	Hit Entertainment PLC	Pending Application		
Germany	2416	Hit Entertainment PLC	Pending Application		
Germany	1679	Hit Entertainment PLC	Registered	1309080	
Germany	2033	Hit Entertainment PLC	Pending Application		
Greece	1666	Hit Entertainment PLC	Pending Application		
Greece	2483	Hit Entertainment PLC	Registered	1812635	
Greece	1596	Hit Entertainment PLC	Pending Application		
Greece	2070	Hit Entertainment PLC	Pending Application		
Greece	1624	Hit Entertainment PLC	Registered	1582113	
Greece	1581	Hit Entertainment PLC	Registered	1582014	
Greece	1524	Hit Entertainment PLC	Registered	1582063	
Greece	1638	Hit Entertainment PLC	Registered	1581600	
Greece	1552	Hit Entertainment PLC	Registered	1582345	

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Greece	1610	Scoop Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582055	Registered
Greece	1652	Spool device (line drawing) (CTM)	HIT Entertainment PLC	1581289	Registered
Greece	1538	Travis Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582030	Registered
Greece	1567	Wendy Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582246	Registered
Greece	2437	Fisher	HIT Entertainment PLC	Pending Application	
Greece	2390	Rubbabbers (CTM)	HIT Entertainment PLC	Pending Application	
Greece	2451	Rubbabbers Design (CTM)	HIT Entertainment PLC	Pending Application	
Greece	2417	Tab (CTM)	HIT Entertainment PLC	Pending Application	
Greece	1680	The Three Friends and Jerry (word mark) (CTM)	HIT Entertainment PLC	1582060	Registered
Greece	2054	Angelus Ballerina (word & device mark) (CTM)	HIT Entertainment PLC	Pending Application	
Hong Kong	2070	Bob the Builder (with device) (English)	HIT Entertainment PLC	Pending Application	
Hong Kong	2071	Bob the Builder (with device) (English)	HIT Entertainment PLC	Pending Application	
Hong Kong	2072	Bob the Builder (with device) (English)	HIT Entertainment PLC	Pending Application	
Hong Kong	2073	Bob the Builder (with device) (English)	HIT Entertainment PLC	Pending Application	
Hong Kong	2074	Bob the Builder (with device) (English)	HIT Entertainment PLC	Pending Application	
Ireland	1667	Bob the Builder (and device) CTM	HIT Entertainment PLC	Pending Application	
Ireland	2404	Bob device (CTM)	HIT Entertainment PLC	1812035	Registered
Ireland	1692	Bob the Builder (with device) (CTM)	HIT Entertainment PLC	Pending Application	
Ireland	1625	Dirzy Device (series of 4) (CTM)	HIT Entertainment PLC	1582113	Registered
Ireland	1582	Lolly Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582014	Registered
Ireland	1525	Knock Device (Single) (CTM)	HIT Entertainment PLC	1582063	Registered
Ireland	1639	Richard Device (Line Drawing) (CTM)	HIT Entertainment PLC	1581602	Registered
Ireland	1553	Roley Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582245	Registered
Ireland	1611	Scoop Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582055	Registered
Ireland	1633	Spool device (line drawing) (CTM)	HIT Entertainment PLC	1581289	Registered
Ireland	1539	Travis Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582030	Registered
Ireland	1568	Wendy Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582246	Registered
Ireland	2438	Fisher	HIT Entertainment PLC	Pending Application	
Ireland	2491	Rubbabbers (CTM)	HIT Entertainment PLC	Pending Application	
Ireland	2452	Rubbabbers Design (CTM)	HIT Entertainment PLC	Pending Application	

HIIT Trademarks Worldwide

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Country	Serial No.	Mark Description	Class	Application Status	Registration Status
Ireland	1681	The Three Friends and Jerry (word mark) (CTM)	III Entertainment PLC	1303000	Registered
Ireland	2055	Angelina Ballerina (word & device mark) (CTM)	III Entertainment PLC	Pending Application	Registered
Ireland	1688	Bob the Builder (device mark)	III Entertainment PLC	138160	Registered
Ireland	1937	Hebrew translation	III Entertainment PLC	138161	Registered
Ireland	1938	Bob the Builder (device mark)	III Entertainment PLC	138162	Registered
Ireland	1939	Hebrew translation	III Entertainment PLC	138163	Registered
Ireland	1940	Bob the Builder (device mark)	III Entertainment PLC	138164	Registered
Ireland	1618	Bob the Builder (word & device mark) (CTM)	III Entertainment PLC	Pending Application	Registered
Ireland	2405	Bob device (CTM)	III Entertainment PLC	1812635	Registered
Ireland	1598	Bob the Builder (word) (CTM)	III Entertainment PLC	Pending Application	Registered
Ireland	1636	Dizzy Device (device mark) (CTM)	III Entertainment PLC	1582113	Registered
Ireland	1583	Lolly Device (Line Drawing) (CTM)	III Entertainment PLC	1582014	Registered
Ireland	1536	Kook Device (Image) (CTM)	III Entertainment PLC	1582063	Registered
Ireland	1640	Pilchard Device (Line Drawing) (CTM)	III Entertainment PLC	1581682	Registered
Ireland	1584	Roley Device (Line Drawing) (CTM)	III Entertainment PLC	1582345	Registered
Ireland	1612	Scoop Device (Line Drawing) (CTM)	III Entertainment PLC	1582035	Registered
Ireland	1654	Spod device (line drawing) (CTM)	III Entertainment PLC	1581769	Registered
Ireland	1540	Travis Device (Line Drawing) (CTM)	III Entertainment PLC	1582030	Registered
Ireland	1569	Verney Device (Line Drawing) (CTM)	III Entertainment PLC	1582246	Registered
Ireland	2439	Finbar	III Entertainment PLC	Pending Application	Registered
Ireland	2501	Rubbabobbers (CTM)	III Entertainment PLC	Pending Application	Registered
Ireland	2493	Rubbabobbers Design (CTM)	III Entertainment PLC	Pending Application	Registered
Ireland	2419	Tomb (CTM)	III Entertainment PLC	Pending Application	Registered
Ireland	1683	The Three Friends and Jerry (word mark) (CTM)	III Entertainment PLC	1303080	Registered
Ireland	2056	Angelina Ballerina (word & device mark) (CTM)	III Entertainment PLC	Pending Application	Registered
Ireland	2061	Archibald the Koala & Device - O&W	III Entertainment PLC	Pending Application	Registered
Ireland	1690	Archibald the Koala and Device	III Entertainment PLC	4512333	Registered
Ireland	1691	Bob device (line drawing)	III Entertainment PLC	4525850	Registered
Ireland	1691	Bob the Builder (with device) (in Japanese)	III Entertainment PLC	4513844	Registered
Ireland	1692	Bob the Builder (word and device)	III Entertainment PLC	4501248	Registered

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Country	Serial No.	Goods and Services	Applicant	Registration Status
Japan	2038		Sheep (and Device)	Registered
Japan	1689		Apple	Registered
Malaysia	2042	Bob the Builder (invo)(English)	HTT Entertainment PLC	Registered
Malaysia	2131	Bob the Builder (invo)(English)	HTT Entertainment PLC	Pending Application
Malaysia	2132	Bob the Builder (invo)(English)	HTT Entertainment PLC	Pending Application
Malaysia	2133	Bob the Builder (invo)(English)	HTT Entertainment PLC	Pending Application
Malaysia	2134	Bob the Builder (invo)(English)	HTT Entertainment PLC	Pending Application
Malaysia	2091	Bob the Builder (invo)(English)	HTT Entertainment PLC	Pending Application
Mexico	2093	Bob El Constructor (invo)	HTT Entertainment PLC	Pending Application
Mexico	2094	Bob El Constructor (invo)	HTT Entertainment PLC	Pending Application
Mexico	2095	Bob El Constructor (invo)	HTT Entertainment PLC	Pending Application
Mexico	2096	Bob El Constructor (invo)	HTT Entertainment PLC	Pending Application
New Zealand	2043	Bob the Builder (Color Invo) drawing	HTT Entertainment PLC	Registered
New Zealand	1707	Bob the Builder (invo)(line drawing)	HTT Entertainment PLC	Registered
New Zealand	1708	Bob the Builder (invo)(line drawing)	HTT Entertainment PLC	Registered
New Zealand	1709	Bob the Builder (invo)(line drawing)	HTT Entertainment PLC	Registered
New Zealand	1710	Bob the Builder (invo)(line drawing)	HTT Entertainment PLC	Registered
New Zealand	1711	Bob the Builder (invo)(line drawing)	HTT Entertainment PLC	Registered
Portugal	1869	Bob the Builder (and Device) (CTM)	HTT Entertainment PLC	Pending Application
Portugal	2480	Bob Device (CTM)	HTT Entertainment PLC	Registered
Portugal	1590	Bob the Builder (invo)(CTM)	HTT Entertainment PLC	Registered
Portugal	1622	Bob Device (invo)(CTM)	HTT Entertainment PLC	Registered
Portugal	1584	Bob Device (Line Drawing) (CTM)	HTT Entertainment PLC	Registered
Portugal	1527	Bob Device (Single) (CTM)	HTT Entertainment PLC	Registered
Portugal	1641	Bob Device (Line Drawing) (CTM)	HTT Entertainment PLC	Registered
Portugal	1555	Bob Device (Line Drawing) (CTM)	HTT Entertainment PLC	Registered
Portugal	1613	Bob Device (Line Drawing) (CTM)	HTT Entertainment PLC	Registered
Portugal	1655	Bob Device (Line Drawing) (CTM)	HTT Entertainment PLC	Registered
Portugal	1541	Bob Device (Line Drawing) (CTM)	HTT Entertainment PLC	Registered
Portugal	1570	Bob Device (Line Drawing) (CTM)	HTT Entertainment PLC	Registered
Portugal	2480	Bob Device (CTM)	HTT Entertainment PLC	Pending Application
Portugal	2191	Bob Device (CTM)	HTT Entertainment PLC	Pending Application
Portugal	2484	Bob Device Design (CTM)	HTT Entertainment PLC	Pending Application
Portugal	2490	Bob Device (CTM)	HTT Entertainment PLC	Pending Application
Portugal	1683	The Three Friends and Tony	HTT Entertainment PLC	Registered

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Country	Serial No.	Mark Description	Applicant Name	Application Status	Registration No.
Portugal	2057	Angelina Dullains (word & device mark) (CTM)	HTT Holdings/Craig	Pending Application	
Saudi Arabia	2047	Bob The Builder (word mark and device mark)	HTT Entertainment PLC	Pending Application	
Saudi Arabia	2097	Bob The Builder (word mark and device mark)	HTT Entertainment PLC	Pending Application	
Saudi Arabia	2098	Bob The Builder (word mark and device mark)	HTT Entertainment PLC	Pending Application	
Saudi Arabia	2099	Bob The Builder (word mark and device mark)	HTT Entertainment PLC	Pending Application	
Saudi Arabia	2100	Bob The Builder (word mark and device mark)	HTT Entertainment PLC	Pending Application	
Singapore	2103	Bob the Builder (word) (English)	HTT Entertainment PLC	Pending Application	
Singapore	2104	Bob the Builder (word) (English)	HTT Entertainment PLC	Pending Application	
Singapore	2101	Bob the Builder (word) (English)	HTT Entertainment PLC	Pending Application	
Singapore	2135	Bob the Builder (word) (English)	HTT Entertainment PLC	Pending Application	
South Africa	1712	Bob The Builder (word mark)	HTT Entertainment PLC	Pending Application	
South Africa	1713	Bob The Builder (word mark)	HTT Entertainment PLC	Pending Application	
South Africa	1714	Bob The Builder (word mark)	HTT Entertainment PLC	Pending Application	
South Africa	1715	Bob The Builder (word mark)	HTT Entertainment PLC	Pending Application	
South Africa	1716	Bob The Builder (word mark)	HTT Entertainment PLC	Pending Application	
South Africa	2426	Bob the Builder (in Korean Script)	HTT Entertainment PLC	Pending Application	
South Korea	2127	Bob the Builder (in Korean Script)	HTT Entertainment PLC	Registered	503228
South Korea	1704	Bob the Builder (in Korean Script)	HTT Entertainment PLC	Registered	486471
South Korea	2179	Bob the Builder (in Korean Script)	HTT Entertainment PLC	Pending Application	
South Korea	2180	Bob the Builder (in Korean Script)	HTT Entertainment PLC	Pending Application	
South Korea	2041	Bob The Builder (word and device mark) (Korean translation)	HTT Entertainment PLC	Registered	71174
Spain	1670	Builder Brumstein (word-device) (CTM)	HTT Entertainment PLC	Pending Application	
Spain	2407	Bob device (CTM)	HTT Entertainment PLC	Registered	181265
Spain	1600	Bob the Builder (TM) (CTM)	HTT Entertainment PLC	Pending Application	
Spain	2063	Bob y sus Amigos	HTT Entertainment PLC	Pending Application	
Spain	2105	Bob y sus Amigos	HTT Entertainment PLC	Pending Application	
Spain	2106	Bob y sus Amigos	HTT Entertainment PLC	Registered	242172
Spain	2107	Bob y sus Amigos	HTT Entertainment PLC	Registered	242171
Spain	2108	Bob y sus Amigos	HTT Entertainment PLC	Pending Application	
Spain	1628	Lazy Device (series of 4) (CTM)	HTT Entertainment PLC	Registered	1502173
Spain	1585	Lazy Device (Line Drawing) (CTM)	HTT Entertainment PLC	Registered	1582044
Spain	1528	Much Device (Single) (CTM)	HTT Entertainment PLC	Registered	151063
Spain	1642	Much Device (Line Drawing)	HTT Entertainment PLC	Registered	1511603

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Country	Trademark	Registration No.	Registration Status	Registration Date	Registration Type
Spain	Roley Device (Line Drawing) (CTM)	1582245	Registered		
Spain	Scoon Device (Line Drawing) (CTM)	1582055	Registered		
Spain	Squid device (line drawing) (CTM)	1581289	Registered		
Spain	Taxis Device (Line Drawing) (CTM)	1581030	Registered		
Spain	Wendy Device (Line Drawing) (CTM)	1582146	Registered		
Spain	Filip	Pending Application			
Spain	Kubshubert (CTM)	Pending Application			
Spain	Kubshubert Design (CTM)	Pending Application			
Spain	Tubs (CTM)	Pending Application			
Spain	The Three Friends and Jerry (word mark) (CTM)	1103080	Registered		
Spain	Angelle Ballerina (word & device mark) (CTM)	Pending Application			
Sweden	Tosh des Braumbiter (word device) (CTM)	Pending Application			
Sweden	Bob device (CTM)	1812635	Registered		
Sweden	Bob the Builder (logo) (CTM)	Pending Application			
Sweden	Daisy Device (series of 4) (CTM)	1582113	Registered		
Sweden	Coiler Device (Line Drawing) (CTM)	1582214	Registered		
Sweden	Mook Device (Single) (CTM)	1582063	Registered		
Sweden	Pilehead Device (Line Drawing) (CTM)	1581602	Registered		
Sweden	Roley Device (Line Drawing) (CTM)	1582245	Registered		
Sweden	Scoop Device (Line Drawing) (CTM)	1582055	Registered		
Sweden	Spinal Device (line drawing) (CTM)	1581289	Registered		
Sweden	Taxis Device (Line Drawing) (CTM)	1582090	Registered		
Sweden	Wendy Device (Line Drawing) (CTM)	1582246	Registered		
Sweden	Finbar	Pending Application			
Sweden	Kubshubert (CTM)	Pending Application			
Sweden	Kubshubert Design (CTM)	Pending Application			
Sweden	Tubs (CTM)	Pending Application			
Sweden	The Three Friends and Jerry (word mark) (CTM)	1303080	Registered		
Sweden	Angelle Ballerina (word & device mark) (CTM)	Pending Application			
Switzerland	Bob the Builder (word device)	478234	Registered		
Taiwan	Bob the Builder (word device)	Pending Application			
Taiwan	Bob the Builder (word device)	Pending Application			

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Taiwan	2111	Bob the Builder (and Device)	HIT Entertainment PLC	Pending Application	
Taiwan	2112	Bob the Builder (and Device)	HIT Entertainment PLC	Pending Application	
Taiwan	2113	Bob the Builder (and Device)	HIT Entertainment PLC	Pending Application	
United Arab Emirates	2114	Bob the Builder (and Device)	HIT Entertainment PLC	Pending Application	
United Arab Emirates	2115	Bob the Builder (and Device)	HIT Entertainment PLC	Pending Application	
United Arab Emirates	2117	Bob the Builder (and Device)	HIT Entertainment PLC	Pending Application	
United Arab Emirates	2118	Bob the Builder (and Device)	HIT Entertainment PLC	Pending Application	
United Kingdom	1722	Artists of the Kebab & Device Series	HIT Entertainment PLC	2232172	Registered
United Kingdom	1672	Bob the Builder (and Device)	HIT Entertainment PLC	Pending Application	
United Kingdom	1731	CTM	HIT Entertainment PLC	2200074	Registered
United Kingdom	2609	Bob device (character) (line and photo)	HIT Entertainment PLC	1812631	Registered
United Kingdom	1602	Bob the Builder (and Device)	HIT Entertainment PLC	2177992	Registered
United Kingdom	2075	Bob the Builder (and Device) (line and shade) (interest border)	HIT Entertainment PLC	2177992	Registered
United Kingdom	2076	Bob the Builder (and Device) (line and shade) (interest border)	HIT Entertainment PLC	2177992	Registered
United Kingdom	1724	Bob the Builder (word and line) (word mark)	HIT Entertainment PLC	2130647	Registered
United Kingdom	2077	Bob the Builder (word mark)	HIT Entertainment PLC	2177992	Registered
United Kingdom	2128	Bob the Builder (word mark)	HIT Entertainment PLC	2177992	Registered
United Kingdom	2065	Can We Fix It? (word mark)	HIT Entertainment PLC	2155021	Registered
United Kingdom	2065	Can We Fix It? (word mark)	HIT Entertainment PLC	2155021	Registered
United Kingdom	1733	Dizzy device (line and photo) (word mark)	HIT Entertainment PLC	2708072	Registered
United Kingdom	1830	Dizzy Device (series of 4) (CTM)	HIT Entertainment PLC	1582113	Registered
United Kingdom	1720	Lolly device (line and photo) (word mark)	HIT Entertainment PLC	2211093	Registered
United Kingdom	1587	Lolly Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582014	Registered
United Kingdom	1726	Mink device (4 color wheel front & side)	HIT Entertainment PLC	2211094	Registered
United Kingdom	1530	Mink Device (Single) (CTM)	HIT Entertainment PLC	1582063	Registered
United Kingdom	1734	Pitchard device (line and photo) (word mark)	HIT Entertainment PLC	2208069	Registered
United Kingdom	1644	Pitchard Device (Line Drawing) (CTM)	HIT Entertainment PLC	1581602	Registered
United Kingdom	1728	Rolly device (line and photo) (word mark)	HIT Entertainment PLC	2211091	Registered
United Kingdom	1558	Rolly Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582343	Registered
United Kingdom	1732	Scoop device (line & photo) (word mark)	HIT Entertainment PLC	2208015	Registered
United Kingdom	1816	Scoop Device (Line Drawing) (CTM)	HIT Entertainment PLC	1581055	Registered

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United Kingdom	1735		Spind device (line & phonostanding, erouching, twill and wroil cubes)	HIT Entertainment PLC	2508071	Registered
United Kingdom	1658		Spind device (line drawing) (CTM)	HIT Entertainment PLC	1581289	Registered
United Kingdom	1727		Travis device (line & phonostanding and without color)	HIT Entertainment PLC	2211095	Registered
United Kingdom	1544		Travis Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582030	Registered
United Kingdom	1573		Wendy Device (Line Drawing) (CTM)	HIT Entertainment PLC	1582246	Registered
United Kingdom	1729		Wendy device (line only) (word and without character)	HIT Entertainment PLC	2211092	Registered
United Kingdom	1745		Global Ranger	HIT Entertainment PLC	2116977	Registered
United Kingdom	1747		HIT Stylized font (series of 2)	HIT Entertainment PLC	2117376	Registered
United Kingdom	1746		HIT Animation Logo	HIT Entertainment PLC	2105753	Registered
United Kingdom	1744		Professor Bubble	HIT Entertainment PLC	2108284	Registered
United Kingdom	1742		The Magic Key (word and device mark)	HIT Entertainment PLC	2224088	Registered
United Kingdom	2429		Oswald (Word mark)	HIT Entertainment PLC	Pending Application	
United Kingdom	2425		Oswald Character	HIT Entertainment PLC	Pending Application	
United Kingdom	2424		Oswald Device	HIT Entertainment PLC	Pending Application	
United Kingdom	2443		Finnair	HIT Entertainment PLC	Pending Application	
United Kingdom	2067		Plugga (word & device)	HIT Entertainment PLC	2268433	Registered
United Kingdom	2396		Rubbabubba (CTM)	HIT Entertainment PLC	Pending Application	
United Kingdom	2457		Rubbabubba Design (CTM)	HIT Entertainment PLC	Pending Application	
United Kingdom	2423		Tybb (CTM)	HIT Entertainment PLC	Pending Application	
United Kingdom	1741		Sleep (word & device mark (series of 2))	HIT Entertainment PLC	2215010	Registered
United Kingdom	1686		The Three Friends and Jerry (word mark) (CTM)	HIT Entertainment PLC	1303080	Registered
United Kingdom	1743		Three Friends and Jerry Device (series of 2)	HIT Entertainment PLC	2208468	Registered
United Kingdom	1720		Angelina	HIT/Holbird/Craig	2026336	Registered
United Kingdom	1719		Angelina Ballerina (spelling device)	HIT/Holbird/Craig	Pending Application	
United Kingdom	1718		Angelina Ballerina (word & device mark)	HIT/Holbird/Craig	Pending Application	
United Kingdom	2000		Angelina Ballerina (word & device mark) (CTM)	HIT/Holbird/Craig	Pending Application	
United Kingdom	1721		Mouse device (Angelina character)	HIT/Holbird/Craig	1524260	Registered
United Kingdom	2126		Mouse device (Angelina character)	HIT/Holbird/Craig	1524261	Registered
United States	1857		Angelina Ballerina	HIT Entertainment PLC	Pending Application	
United States	1749		Angelina Ballerina (word & device mark)	HIT Entertainment PLC	Pending Application	
United States	2377		Bob Design	HIT Entertainment PLC	Pending Application	
United States	1858		Bob the Builder	HIT Entertainment PLC	Pending Application	

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Country	Serial No.	Mark	Class	Status
United States	1790	Bob The Builder (word mark and device mark)	HT Entertainment PLC	Pending Application
United States	1856	Can We Fix It?	HT Entertainment PLC	Pending Application
United States	1855	Can We Fix It? Yes We Can!	HT Entertainment PLC	Pending Application
United States	1851	HIT Entertainment PLC and Device	HT Entertainment PLC	Registered
United States	1852	HIT Entertainment PLC and Device	HT Entertainment PLC	Registered
United States	1853	HIT Entertainment PLC and Device	HT Entertainment PLC	Registered
United States	2366	Robbushers	HT Entertainment PLC	Pending Application
United States	2367	Robbushers	HT Entertainment PLC	Pending Application
United States	2405	Robbushers Design	HT Entertainment PLC	Pending Application
United States	2469	Tabb	HT Entertainment PLC	Pending Application
United States	2376	Tabb	HT Entertainment PLC	Pending Application
Venezuela	2064	Bob El Constructor (TM)	HT Entertainment PLC	Pending Application
Venezuela	2119	Bob El Constructor (TM)	HT Entertainment PLC	Pending Application
Venezuela	2120	Bob El Constructor (TM)	HT Entertainment PLC	Pending Application
Venezuela	2121	Bob El Constructor (TM)	HT Entertainment PLC	Pending Application
Venezuela	2122	Bob El Constructor (TM)	HT Entertainment PLC	Pending Application

The Company

EXECUTED as a DEED
by HIT ENTERTAINMENT PLC

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Richard B. Smith

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