TO THE COMMISSIONER OF PATIENTS AND Th.  102345815  To THE COMMISSIONER OF PATIENTS AND Th.  102345815  1. Name of conveying party(se):  1. Name of conveying party(se):  1. Individuals(s)  1. Association  1. City: Toronto, ON  Country/State/Zip: Canada M5V 1B6  1. Individual Citizenship  1. Association  1. Individual Citizenship  2. Name and address: canada  1. Individual Citizenship  1. Association  2. Matter of Conveyance  IXI Assignment  1. Security Agreement  1. Security Agreement  1. Change of Name  1. Other  Execution Date: December 20, 2002  4. Application number(s) or Todemark number(s):  A. Trademark Application No.(s)  76/418,111  76/418,110  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Edward M. Weisz, Esq.  Internal Address: Cohen, Pontani, Lieberman & Pavane  Street Address: 251 Fifth Avenue, Suite 1210  City: New York Smite: Ny ZIP: 10176  Do NOT USE THIS SPACE  Additional number of pages including cover sheet, attachments and document 13  And document and signature.  To the best of my knowledge and belief, the foregoing information is true that special account number of pages including cover sheet, attachments and document 13  Mainter of Persons Signing  Rey, No. 37, 237  Total number of pages including cover sheet, attachments and document 13  Mainter of Persons Signing  Total number of pages including cover sheet, attachments and document 13  Mainter of Persons Signing  Total number of pages including cover sheet, attachments and document 13  Mainter of Persons Signing  Total number of pages including cover sheet, attachments and document 13  Mainter of Persons Signing  Total number of pages including cover sheet, attachments and document 13  Mainter of Persons Signing  Total number of pages including cover sheet, attachments and document 13  Mainter of Persons Signing  Tota	Form PTO 1595 January 16, 2003	U.S. DEPARTMENT OF COMMERCEError! Bookmark not defined. Patent and Trademark Office	
TO THE COMMISSIONER OF PATIENTS AND TA.  Please record the attached original documents or copy thereof.  1. Name of conveying party(se):	RI U! −2	24-2003	
To THE COMMISSIONER OF PATIENTS AND TK. 102346815  1. Name of conveying party(se):			
Irwin Toy Limited   Irvin Toy Limited   Irvin Toy Limited   Internal Address:   Sireet Sireet   Sireet Sireet Sireet   Sireet Sireet Sireet   Sireet Sireet Sireet Sireet   Sireet Sireet Sireet Sir			
Name: Spin Master Ltd.   Internal Address:   Street Address:   S	1. Name of conveying party(ies):	2. Name and address of receiving party(ies):	
Internal Address:  Street Address: 450 Front Street West  City: Toronto, ON  Country/State/Zip: Canada M5V 1B6  [] Individual Citizenship	Irwin Toy Limited [-21-0]	Name: Spin Master Ltd.	
Street Address: 450 Front Street West      Individuals(s)       Association		Internal Address	
Association			
City: Toronto, ON  Country/State/Zip: Canada M5V 1B6    Individual Citizenship	[ ] Individuals(s) [ ] Association	Street Address: 450 Front Street West	
Country/State/Zip: Canada MSV IB6      Individual Citizenship   Association     Association     General Partnership       Association       General Partnership	[] General Partnership [] Limited Partnership	City: Toronto, ON	
1   Association   1   General Partnership   1   Limited Partnership   1   Corporation-State Canada   1   Other   Additional names and addresses attached? [] yes [X] no		Country/State/Zip: Canada M5V 1B6	
1   General Partnership		[] Individual Citizenship	
3. Nature of Conveyance  [X] Assignment [] Security Agreement [] Change of Name [] Other  Execution Date: December 20, 2002  4. Application number(s) or Trademark number(s):  A. Trademark Application No.(s)  76/418,111  76/418,110  Additional numbers attached? [] Yes [X] No  5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Edward M. Weisz, Esq.  Internal Address: Cohen, Pontani, Lieberman & Pavane  Street Address: 551 Fifth Avenue, Suite 1210  City: New York State: NY ZIP: 10176  Do NOT USE THIS SPACE  9. Statement and signature.  To the best of my knowledge and belief, the foregoing information is true that proposed and belief, the foregoing information is true that proposed and belief, the foregoing information of person Signing Rep. No. 37, 257  Total number of paptications and trademarks involved:  (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 that proposed account in the parties of the position of the parties of the position of the party of the prison of the parties of the position of the parties			
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3. Nature of Conveyance [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Orther_  Execution Date: December 20, 2002  4. Application number(s) or Trademark number(s):  A. Trademark Application No.(s)  76/418,111  76/418,111  76/418,111  76/418,111  76/418,111  76/418,110  Additional numbers attached? [] Yes [X] No  5. Name and address of party to whom correspondence concerning document should be mailed:  (2]  Name: Edward M. Weisz, Esq.  Internal Address: Cohen, Pontani, Lieberman & Pavane  Street Address: 551 Fifth Avenue, Suite 1210  City: New York State: NY ZIP: 10176  9. Statement and signature.  To the best of my knowledge and belief, the foregoing information is true that correct and any attached copy is a true copy of the original document.  Edward M. Weisz, Esq.  For the best of my knowledge and belief, the foregoing information is true that correct and any attached copy is a true copy of the original document.  Signature  To the best of my knowledge and belief, the foregoing information is true that correct and any attached copy is a true copy of the original document.  Signature  To tal number of pages including cover sheet, attachments and document.  Amame of Person Signing  Reg. No. 37.257  Total number of pages including cover sheet, attachments and document.  Assistant Commissioner for Putents  Box Assignments			
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## TRADE-MARKS CONFIRMATION OF ASSIGNMENT UNITED STATES

WHEREAS IRWIN TOY LIMITED, (hereinafter the "Assignor") having a principal office or place of business at 43 Hanna Avenue, Toronto, ON, M6K 1X6, Canada, has made application for the trademarks shown in the attached Schedule "A" (hereinafter the "Marks") with the goodwill associated therewith;

AND WHEREAS SPIN MASTER LTD, (hereinafter the "Assignee") having a principal office or place of business at 450 Front Street West, Toronto, ON, M5V 1B6, Canada agreed to purchase and accept from Assignor, and Assignor agreed to transfer, sell and convey to Assignee, all of Assignor's right, title and interest in and to the Marks, together with all of its right, title and interest in the goodwill attached to the Marks and to the business with which the Marks are used pursuant to an Asset Purchase Agreement dated December 6, 2002;

AND WHEREAS the assignment of the Assignor's right, title and interest in and to the Marks and in and to the goodwill attached to the Marks and to the business with which the Marks are used was effected by an order of the Ontario Superior Court of Justice under the Companies Credit Arrangement Act (Ontario), and ratified and affirmed by the United States Bankruptcy Court pursuant to Section 304 of the United States Bankruptcy Code.

NOW, THEREFORE, Assignor hereby confirms that as of December 20<sup>th</sup>, 2002, it did assign to Assignee all of its right, title and interest in and to the Marks, together with all of its right, title and interest in and to the goodwill attached to the Marks and to the business with which the Marks are used.

IN WITNESS WHEREOF, Assignor has executed and delivered this Confirmation of Trademark Assignment pursuant to Section 5.01(d)(iv) of the Asset Purchase Agreement, and it is subject to the terms and conditions of, and shall be governed in all respects by, the Asset Purchase Agreement.

Dated as of the 20<sup>th</sup> day of December, 2002.

ASSIGNOR

**IRWIN TOY LIMITED** 

Бy.

Namai

Team Rene Halde

Office: President and Chief Executive Officer

(I have the authority to bind the corporation)

TRADEMARK REEL: 002656 FRAME: 0250

## **SCHEDULE A**

Mark	U.S. Reg. or App. No.
SKY BUGZ	App. No. 76/418,110
FLUTTERING FRIENDS	App. No. 76/418,111

**RECORDED: 01/21/2003** 

TRADEMARK REEL: 002656 FRAME: 0251