

05-29-2003



102459339

original documents or copy thereof.
receiving party(ies):

To the Honorable Commissioner of Patents and

1. Name of conveying party(ies):

Wells Fargo Retail Finance, LLC, f/k/a
Paragon Capital LLC

- Individuals Association
- General Partnership Limited Partnership
- Corporate-State
- Other a limited liability company

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

Name: See Exhibit A attached

Internal Address: " "

Street Address: _____

City: _____ State _____ ZIP _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other See Exhibit A attached

If assignee is not domiciled in the United States, a domestic representative designation is attached: yes no
(Designation 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 Release of assignment of trademarks

Execution Date: May 5, 2003

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

A. Trademark Application No(s)

See Trademark Listing attached

B. Trademark Registration No.(s)

See Trademark Listing attached

Additional numbers attached? Yes No

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

Name: Judy Radoccia

Internal Address: Edwards & Angell, LLP

Street Address: 101 Federal Street

City: Boston State MA ZIP 02110

6. Total number of applications and registrations involved

117

7. Total fee (37 CFR 3.41)..... \$2,940.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

09/29/2003 101A21 00000054 73036869

09/29/2003 101A21 00000054 73036869

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.

Judy Radoccia
Name of Person Signing

Judy Radoccia
Signature

May 28, 2003
Date

Total number of pages including cover sheet, attachments, and document 28

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

U:\CJ\FORMS\1594

EXHIBIT A

TRADEMARK RECORDATION COVER SHEET

Section 2

Name of receiving parties:

1. FAO, Inc., successor by merger to The Right Start, Inc.
2. FAO Schwarz, Inc., formerly known as Toy Soldier, Inc.
3. ZB Company, Inc., successor in interest to Zany Brainy, Inc.
4. The Right Start, Inc.
5. Targoff-RS, LLC

Types of organizations and States of organization:






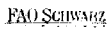

1. FAO, Inc. – a Delaware corporation
2. FAO Schwarz, Inc. – a Delaware corporation
3. ZB Company, Inc. – a Delaware corporation
4. The Right Start, Inc. – a Delaware corporation
5. Targoff-RS, LLC – a New York limited liability company


Address for all of the above:





2520 Renaissance Boulevard
King of Prussia, Pennsylvania 19406

TRADEMARK LISTING

Toy Soldier, Inc.

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date		
<u>USA</u>	FAO SCHWARZ FIFTH AVENUE FRANZ CARL WEBER INTERNATIONAL	73036869	1057235	11/11/1974	01/25/1977		
<u>USA</u>	ROCKING HORSE & Circle (Design Only)	73161362	1111012	03/08/1978	01/09/1979		A
<u>USA</u>	ROCKING HORSE (Design Only)	73793928	1572627	04/17/1989	12/19/1989		
<u>USA</u>	F•A•O SCHWARZ FIFTH AVENUE & Design	73793929	1574022	04/17/1989	12/26/1989		
<u>USA</u>	FAO SCHWARZ	73793930	1583071	04/17/1989	02/13/1990		
<u>USA</u>	ROCKING HORSE (Design Only)	73793931	1580241	04/17/1989	01/30/1990		
<u>USA</u>	F•A•O SCHWARZ FIFTH AVENUE & Design	73793932	1583783	04/17/1989	02/20/1990		
<u>USA</u>	FAO SCHWARZ	73793933	1580242	04/17/1989	01/30/1990		
<u>USA</u>	BOOKMONSTER	74374391		04/01/1993			A
<u>USA</u>	PATRICK THE PUP	74577108	1922215	09/22/1994	09/26/1995		
<u>USA</u>	TRUFFLES	74614900	2330455	12/23/1994	03/21/2000		
<u>USA</u>	FAO SCHWARZ	75392023	2299292	11/18/1997	12/14/1999		
<u>USA</u>	DESIGN ONLY (ROCKING HORSE)	75392024	2303364	11/18/1997	12/28/1999		
<u>USA</u>	FAO SCHWEETZ	75567154	2278187	10/09/1998	10/14/1999		
<u>USA</u>	FAO SCHWARZ	75580472		10/29/1998			A

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date
<u>USA</u>	Rocking Horse (Design Only)	75581770		10/29/1998	 A
<u>USA</u>	TANGO	75817266		10/07/1999	A
<u>USA</u>	CHAUNCY	75817267		10/07/1999	A
<u>USA</u>	CRISSCROSS	75817268		10/07/1999	A
<u>USA</u>	LADDIE	75817269		10/07/1999	A
<u>USA</u>	SHAGGY	75817270		10/07/1999	A
<u>USA</u>	SOPHIBEAN	75817488		10/07/1999	A
<u>USA</u>	BELVA	75817735		10/07/1999	A
<u>USA</u>	ZUCKER	75817736		10/07/1999	A
<u>USA</u>	DRAGSTER	75817737		10/07/1999	A
<u>USA</u>	THAXTON	75817738		10/07/1999	A
<u>USA</u>	HOWLER	75817739		10/07/1999	A
<u>USA</u>	SKIDADDLE	75817740		10/07/1999	A
<u>USA</u>	RUGGER	75817741		10/07/1999	A
<u>USA</u>	TRIPPER	75817742		10/07/1999	A
<u>USA</u>	KNUCKLES	75817753		10/07/1999	A

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date	
<u>USA</u>	TITUS	75817754		10/07/1999		A
<u>USA</u>	SWIZZLE	75817755		10/07/1999		A
<u>USA</u>	JUMBLE	75817756		10/07/1999		A
<u>USA</u>	SILVER LINING PALS	75817757		10/07/1999		A
<u>USA</u>	NAPPY	75817758		10/07/1999		A
<u>USA</u>	BOOKMONSTER	75975548	2056369	04/01/1993	04/22/1997	
<u>USA</u>	DESIGN ONLY (ROCKING HORSE)	75980751	2483794	10/29/1998	08/28/2001	
<u>USA</u>	FAO SCHWARZ	75980833	2483802	10/29/1998	08/28/2001	
<u>USA</u>	F•A•O BABY & DESIGN (FOOTPRINT)	76011178	2446326	03/27/2000	04/24/2001	
<u>USA</u>	COIFFED CANINES	76079727		06/28/2000		A
<u>USA</u>	FAO SCHWARZ HOTEL	76210102		02/14/2001		
<u>USA</u>	FAO & Design (Horizontal Building Blocks)	76210925		02/15/2001		 A
<u>USA</u>	FAO GIRL	76210926	2607083	02/15/2001	08/13/2002	
<u>USA</u>	FAO & Design (Vertical Building Blocks)	76210927		02/15/2001		 A
<u>USA</u>	FIX AT ONCE	76211038		02/15/2001		
<u>USA</u>	FAO UNIVERSITY	76211050	2581598	02/15/2001	06/18/2002	

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date
<u>USA</u>	FAO SCHWARZ THE ULTIMATE TOY CATALOGUE	76211249	2604107	02/14/2001	08/06/2002
<u>USA</u>	FAO SCHWARZ FUN AT ART	76228084	2604204	03/20/2001	08/06/2002
<u>USA</u>	CHUCK THE TOY BOY	76228095		03/20/2001	
<u>USA</u>	TOY BOY	76230174		03/23/2001	
<u>USA</u>	FAO SCHWARZ FIFTH AVENUE & Sitting Toy Soldier Design	76238883	2538169	04/11/2001	02/12/2002
<u>USA</u>	DESIGN ONLY (SITTING TOY SOLDIER)	76238885	2510448	04/11/2001	11/20/2001
<u>USA</u>	FAO SCHWARZ FIFTH AVENUE	76302929	2662322	08/21/2001	12/17/2002
<u>USA</u>	FAO BABY & Design	76302930		08/22/2001	
					FAO BABY
<u>USA</u>	FAO BABY & DESIGN	76302931	2597839	08/22/2001	07/23/2002
					FAO BABY
<u>USA</u>	FAO BABY	76302932	2561810	08/22/2001	04/16/2002
<u>USA</u>	FAO SCHWARZ (PLUS OTHER NOTATIONS)	81010070	1010070		05/06/1975

TRADEMARK LISTING**The Right Start, Inc.**

<u>Country</u>	<u>Mark</u>	<u>Serial No.</u>	<u>Regis. No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	
<u>USA</u>	The Right Start		8100		04/21/1986	A
<u>USA</u>	THE RIGHT START CATALOG	73719942	1524944	03/28/1988	02/14/1989	
<u>USA</u>	LOOP D' LOOP	74010554	1616864	12/13/1989	10/09/1990	
<u>USA</u>	SILVER SPOON CLUB	74145753		03/08/1991		A
<u>USA</u>	THE RIGHT START PROFESSIONAL	74494709	1918513	02/28/1994	09/12/1995	
<u>USA</u>	THE RIGHT START CATALOG	74586572	1919710	10/17/1994	09/19/1995	
<u>USA</u>	THE RIGHT START	74586582	1918619	10/17/1994	09/12/1995	




Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date
<u>USA</u>	THE RIGHT START	74586583	1917940	10/17/1994	09/12/1995
<u>USA</u>	THE RIGHT START	75067366		03/04/1996	A
<u>USA</u>	THE RIGHT START	75067367		03/04/1996	A
<u>USA</u>	THE RIGHT START	75067370	2166244	03/04/1996	06/16/1998
<u>USA</u>	THE RIGHT START	75067371	2173433	03/04/1996	07/14/1998
<u>USA</u>	THE RIGHT START	75067372	2368955	03/04/1996	07/18/2000
<u>USA</u>	THE RIGHT START	75067373		03/14/1996	A
<u>USA</u>	THE RIGHT START	75067374		03/04/1996	A
<u>USA</u>	THE RIGHT START	75087466	2157378	04/12/1996	05/12/1998
<u>USA</u>	SPLASH DIAPER	75413334	2286506	12/31/1997	10/12/1999
<u>USA</u>	THE RIGHT START BABIES TO KIDS	75535518	2523839	08/12/1998	01/01/2002
<u>USA</u>	BABIES TO KIDS	75535610	2337557	08/12/1998	04/04/2000
<u>USA</u>	LIL' CUBBY	75536541		08/13/1998	A
<u>USA</u>	THE RIGHT START (Stylized)	75732314	2521593	06/18/1999	12/25/2001
<u>USA</u>	BECAUSE YOU'RE A MOM, THERE'S RIGHTSTART.COM	75859573		11/29/1999	A
<u>USA</u>	RIGHT START	75859574		11/29/1999	

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date
<u>USA</u>	RIGHTSTART.COM	76026632	2694449	04/14/2000	03/11/2003
<u>USA</u>	R S & Design (Toy Block with a Computer Mouse)	76053195	2627252	05/22/2000	10/01/2002
<u>USA</u>	RIGHTSTART.COM	76074609	2691944	06/21/2000	03/04/2003
<u>USA</u>	THE RIGHT START	76108403		08/11/2000	A
<u>USA</u>	SILVER RATTLE CLUB	76228026		03/21/2001	





TRADEMARK LISTING






ZB Company, Inc.

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date	
<u>USA</u>	ZANY BRAINY	74203317	1735825	09/03/1991	11/24/1992	
<u>USA</u>	A ZILLION NEAT THINGS FOR KIDS	74231765	1730089	12/19/1991	11/03/1992	
<u>USA</u>	ZANY BRAINY & Design	74311435	1781919	09/08/1992	07/03/1993	
<u>USA</u>	NOODLE KIDOODLE	74401224	1971605	06/14/1993	04/30/1996	
<u>USA</u>	OODLES & OODLES OF FUN THINGS TO LEARN	74428440	1898336	08/25/1993	06/06/1995	
<u>USA</u>	NOODLE KID Design Only	74433938	1872949	09/10/1993	01/10/1995	
<u>USA</u>	KIDS LEARN BEST WHEN THEY'RE HAVING FUN	75030191	2010223	12/11/1995	10/22/1996	
<u>USA</u>	PRICE CHOMPER	75207150		09/17/1996		A
<u>USA</u>	PC & Design	75207151		09/17/1996		 A
<u>USA</u>	PRICE CHOMPER	75207152	2184879	09/17/1996	08/25/1998	

TRADEMARK LISTING**ZB Company, Inc.**

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date	
<u>USA</u>	FREE FUN EVERY DAY	75663417	2346949	03/19/1999	05/02/2000	
<u>USA</u>	DREAM DOUGH	75768225	2439498	08/05/1999	03/27/2001	
<u>USA</u>	OCEANMOTION	75788783	2426455	08/20/1999	02/06/2001	
<u>USA</u>	DREAM DOUGH	75824712	2513286	10/15/1999	11/27/2001	
<u>USA</u>	ZANYBRAINY.COM & Design	75856022	2412354	11/22/1999	12/12/2000	
<u>USA</u>	I GOT YOU BABY	76032176		04/24/2000		A

TRADEMARK LISTING**Zany Brainy, Inc.**

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date	
<u>USA</u>	Design Only (PriceChomper)	75207153		09/17/1996		 A
<u>USA</u>	PRICE CHOMPER & Design	75207154		09/17/1996		 A
<u>USA</u>	ZANY ZONE	75323100	2185796	07/11/1997	09/01/1998	
<u>USA</u>	KIDSULTANT	75343031	2223839	08/18/1997	02/16/1999	
<u>USA</u>	MY LITTLE PLAY PALS	75539490	2322479	08/19/1998	02/22/2000	
<u>USA</u>	HUGS 'N' SNUGS	75539496	2449637	08/19/1998	05/08/2001	
<u>USA</u>	DOLLS TO LOVE	75539497	2322480	08/19/1998	02/22/2000	
<u>USA</u>	ZANY BRAINY	75611215	2394856	12/23/1998	10/17/2000	
<u>USA</u>	ZANYBRAINY.COM	75611246	2439127	12/23/1998	03/27/2001	
<u>USA</u>	ZANY PRICE CHOMPER & Design	75611592	2429187	12/23/1998	02/20/2001	
<u>USA</u>	Pricechomper Design Only	75611593		12/23/1998		 A
<u>USA</u>	WHAT YOU WANT YOUR CHILD TO BECOME	75663413		03/19/1999		A
<u>USA</u>	KIDSTRUMENTS	75663414	2324283	03/19/1999	02/29/2000	
<u>USA</u>	WHY TAKE AN EXTRAORDINARY KID TO AN ORDINARY TOY STORE?	75663415	2338200	03/19/1999	04/04/2000	
<u>USA</u>	THE BEST STUFF FOR KIDS	75663416		03/19/1999		A

**ACKNOWLEDGMENT AND GENERAL RELEASE
OF ASSIGNMENT OF TRADEMARKS**

WHEREAS, FAO, Inc. ("**FAO**"), a Delaware corporation, successor by merger to The Right Start, Inc., a California corporation; FAO Schwarz, Inc. ("**Schwarz**"), a Delaware corporation, formerly known as Toy Soldier, Inc., a Delaware corporation; ZB Company, Inc. ("**ZB**"), a Delaware corporation, successor in interest to Zany Brainy, Inc., a Pennsylvania corporation; The Right Start, Inc. ("**Right Start**"), a Delaware corporation; and Targoff-RS, LLC ("**Targoff**"), a New York limited liability company (FAO, Schwarz, ZB, Right Start, and Targoff being referred to collectively herein as the "**Borrowers**" and each, individually, as a "**Borrower**") have adopted, used and are using all marks in which Wells Fargo Retail Finance, LLC, f/k/a Paragon Capital LLC ("**Wells**"), had been granted a security interest as recorded with the United States Patent and Trademark Office on May 16, 2002 and October 5, 2001 or otherwise (the "**Marks**"), which are registered or are the subject of pending applications in the United States Patent and Trademark Office under the application and registration numbers identified on Schedule A attached hereto adjacent to each of the Marks; and

WHEREAS, Wells, having an office at One Boston Place, 18th Floor, Boston, MA 02108, as Agent (the "**Agent**") for the Lenders (as defined in said Agreements described below) entered into (i) that certain Amended and Restated Loan and Security Agreement among the Borrowers, the lenders party thereto, and Wells Fargo Retail Finance, LLC dated as of April 30, 2002, as amended from time to time; and (ii) that certain Security Agreement among the Borrowers, the lenders party thereto, and Paragon Capital LLC dated as of January 3, 2001, as amended from time to time (collectively, the "**Agreements**"); and

WHEREAS, pursuant to such Agreements, the Borrowers granted to the Agent for the benefit of the Lenders (as defined in the Agreements referred to above) a security interest in and to the Marks and the good will of the business symbolized by the Marks and the registrations thereof, evidenced by the security agreements recorded with the United States Patent and Trademark Office as of May 16, 2002 and October 5, 2001 (collectively, the "**Security Agreements**"), which Security Agreements secured all the Obligations (as defined in the Agreements) of the Borrowers; and

WHEREAS, the Agent and the Lenders are willing to release their security interest in and to the Marks and the good will of the business symbolized by the Marks and the registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby releases all of its right, title and interest in and to the Marks and the good will of the business symbolized by the Marks and the registrations thereof. The Agent hereby agrees to execute and deliver at the request of the Borrowers all documents and certificates, and to perform any other reasonable acts that the Borrowers may require in order to effectuate the release of the security interest in the Marks held by the Agent pursuant to the Agreements and the Security Agreements.

IN WITNESS WHEREOF, the Agent, expressly intending to be legally bound hereby, has caused this Acknowledgment and General Release of Assignment of Trademarks to be executed by its duly authorized officer as of this 5th day of May, 2003.

WELLS FARGO RETAIL FINANCE, LLC

By: Patrick J. Norton
Its: Senior Vice President

STATE OF Massachusetts

COUNTY OF Suffolk

This instrument was acknowledged before me on this 5th day of May, 2003, by Patrick J. Norton, as officer of WELLS FARGO RETAIL FINANCE, LLC, formerly known as Paragon Capital LLC, and acknowledged that he/she executed the foregoing Acknowledgment and General Release of Trademarks as his/her free act and deed before me on behalf of Agent, as duly authorized representative thereof.

Mary C. Moran
Notary Public
My commission expires: 2/25/03

[SEAL]

SCHEDULE A

TRADEMARKS


attached spreadsheet.





TRADEMARK LISTING**Toy Soldier, Inc.**

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date
<u>Argentina</u>	FAO SCHWARZ	2345876			
<u>Argentina</u>	FAO SCHWARZ	2345877			
<u>Brazil</u>	F•A•O SCHWARZ	822089610		10/11/1999	
<u>Brazil</u>	F•A•O SCHWARZ	822089629		10/11/1999	
<u>Brazil</u>	F•A•O SCHWARZ	822089637		10/11/1999	
<u>CTM</u>	F A O SCHWARZ	2195774			
<u>France</u>	FAO SCHWARZ	1691624	1691624	08/02/1998	06/24/1999
<u>Germany</u>	FAO SCHWARZ	F 37652	1159785	06/23/1989	06/07/1990
<u>Italy</u>	FAO SCHWARZ	3079 99 RM		06/18/1999	
<u>Italy</u>	FAO SCHWARZ	2220389	557951	06/28/1989	01/13/1992
<u>Japan</u>	FAO SCHWARZ	2356040	2356040	04/21/1989	11/29/1991
<u>MEXICO</u>	FAO SCHWARZ	483517	749271	03/05/2001	05/29/2002
<u>MEXICO</u>	FAO SCHWARZ	483518	749272	03/05/2001	05/29/2002
<u>United Kingdom</u>	FAO Schwarz	B1385863	1385863	05/31/1989	
<u>United Kingdom</u>	ROCKING HORSE LOGO (Design Only)	2168108	2168108	06/01/1998	07/12/2002



Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date		
United Kingdom	FAO SCHWARZ	2168113	2168113	06/01/1998	11/16/2001		
USA	FAO SCHWARZ FIFTH AVENUE FRANZ CARL WEBER INTERNATIONAL	73036869	1057235	11/11/1974	01/25/1977		
USA	ROCKING HORSE & Circle (Design Only)	73161362	1111012	03/08/1978	01/09/1979		A
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<u>USA</u>	TANGO	75817266		10/07/1999	A
<u>USA</u>	CHAUNCY	75817267		10/07/1999	A
<u>USA</u>	CRISSCROSS	75817268		10/07/1999	A
<u>USA</u>	LADDIE	75817269		10/07/1999	A
<u>USA</u>	SHAGGY	75817270		10/07/1999	A
<u>USA</u>	SOPHIBEAN	75817488		10/07/1999	A
<u>USA</u>	BELVA	75817735		10/07/1999	A
<u>USA</u>	ZUCKER	75817736		10/07/1999	A
<u>USA</u>	DRAGSTER	75817737		10/07/1999	A
<u>USA</u>	THAXTON	75817738		10/07/1999	A
<u>USA</u>	HOWLER	75817739		10/07/1999	A
<u>USA</u>	SKIDADDLE	75817740		10/07/1999	
<u>USA</u>	RUGGER	75817741		10/07/1999	A
<u>USA</u>	TRIPPER	75817742		10/07/1999	A
<u>USA</u>	KNUCKLES	75817753		10/07/1999	

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date	
<u>USA</u>	TITUS	75817754		10/07/1999		A
<u>USA</u>	SWIZZLE	75817755		10/07/1999		A
<u>USA</u>	JUMBLE	75817756		10/07/1999		A
<u>USA</u>	SILVER LINING PALS	75817757		10/07/1999		A
<u>USA</u>	NAPPY	75817758		10/07/1999		A
<u>USA</u>	BOOKMONSTER	75975548	2056369	04/01/1993	04/22/1997	
<u>USA</u>	DESIGN ONLY (ROCKING HORSE)	75980751	2483794	10/29/1998	08/28/2001	
<u>USA</u>	FAO SCHWARZ	75980833	2483802	10/29/1998	08/28/2001	
<u>USA</u>	F•A•O BABY & DESIGN (FOOTPRINT)	76011178	2446326	03/27/2000	04/24/2001	
<u>USA</u>	COIFFED CANINES	76079727		06/28/2000		A
<u>USA</u>	FAO SCHWARZ HOTEL	76210102		02/14/2001		
<u>USA</u>	FAO & Design (Horizontal Building Blocks)	76210925		02/15/2001		 A
<u>USA</u>	FAO GIRL	76210926	2607083	02/15/2001	08/13/2002	
<u>USA</u>	FAO & Design (Vertical Building Blocks)	76210927		02/15/2001		 A
<u>USA</u>	FIX AT ONCE	76211038		02/15/2001		
<u>USA</u>	FAO UNIVERSITY	76211050	2581598	02/15/2001	06/18/2002	

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date
<u>USA</u>	FAO SCHWARZ THE ULTIMATE TOY CATALOGUE	76211249	2604107	02/14/2001	08/06/2002
<u>USA</u>	FAO SCHWARZ FUN AT ART	76228084	2604204	03/20/2001	08/06/2002
<u>USA</u>	CHUCK THE TOY BOY	76228095		03/20/2001	
<u>USA</u>	TOY BOY	76230174		03/23/2001	
<u>USA</u>	FAO SCHWARZ FIFTH AVENUE & Sitting Toy Soldier Design	76238883	2538169	04/11/2001	02/12/2002
<u>USA</u>	DESIGN ONLY (SITTING TOY SOLDIER)	76238885	2510448	04/11/2001	11/20/2001
<u>USA</u>	FAO SCHWARZ FIFTH AVENUE	76302929	2662322	08/21/2001	12/17/2002
<u>USA</u>	FAO BABY & Design	76302930		08/22/2001	
<u>USA</u>	FAO BABY & DESIGN	76302931	2597839	08/22/2001	07/23/2002
<u>USA</u>	FAO BABY	76302932	2561810	08/22/2001	04/16/2002
<u>USA</u>	FAO SCHWARZ (PLUS OTHER NOTATIONS)	81010070	1010070		05/06/1975





TRADEMARK LISTING

The Right Start, Inc.

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date	
<u>Australia</u>	THE RIGHT START CATALOG		613545		03/23/1996	A
<u>Benelux</u>	THE RIGHT START CATALOG	77820	558955	08/24/1994	08/24/1994	
<u>CANADA</u>	THE RIGHT START CATALOG	735788	434104	08/26/1993	09/30/1994	
<u>CANADA</u>	THE RIGHT START	735789	434105	08/26/1993	09/30/1994	
<u>China</u>	THE RIGHT START CATALOG		760249	12/10/1993	08/07/1995	
<u>CTM</u>	THE RIGHT START (Stylized)	1574300	1574300	03/24/2000	03/20/2002	<small>THE RIGHT START</small>
<u>Egypt</u>	THE RIGHT START CATALOG	92224		09/12/1994		A
<u>France</u>	THE RIGHT START CATALOG	94539510		10/10/1994		A
<u>Greece</u>	THE RIGHT START CATALOG	122097		12/16/1994		A
<u>Hong Kong</u>	THE RIGHT START CATALOG	11210/93		10/21/1993		A
<u>Indonesia</u>	THE RIGHT START CATALOG		329592	12/17/1993	03/17/1995	
<u>Israel</u>	THE RIGHT START CATALOG	94269		08/21/1994		A
<u>Japan</u>	THE RIGHT START CATALOG	5114505		11/12/1993		A
<u>Japan</u>	THE RIGHT START	20000 59970		05/31/2000		

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date	
<u>Malaysia</u>	THE RIGHT START CATALOG	9402262		03/28/1994		A
<u>Mexico</u>	THE RIGHT START CATALOG		455097	09/08/1993	03/24/1994	
<u>New Zealand</u>	THE RIGHT START CATALOG	230976		10/12/1993		A
<u>Saudi Arabia</u>	THE RIGHT START CATALOG	27808		12/27/1994		A
<u>Singapore</u>	THE RIGHT START CATALOG	S803593		10/14/1993		A
<u>Spain</u>	THE RIGHT START CATALOG	1783067		10/06/1993		A
<u>Taiwan</u>	THE RIGHT START CATALOG	8250515		10/13/1993		A
<u>Thailand</u>	THE RIGHT START CATALOG	257263		12/14/1993		A
<u>United Kingdom</u>	THE RIGHT START / THE RIGHT START (Stylized) (series of 2 marks covered in this app.)	2221474		02/05/2000		
<u>USA</u>	The Right Start		8100		04/21/1986	A
<u>USA</u>	THE RIGHT START CATALOG	73719942	1524944	03/28/1988	02/14/1989	
<u>USA</u>	LOOP D' LOOP	74010554	1616864	12/13/1989	10/09/1990	
<u>USA</u>	SILVER SPOON CLUB	74145753		03/08/1991		A
<u>USA</u>	THE RIGHT START PROFESSIONAL	74494709	1918513	02/28/1994	09/12/1995	
<u>USA</u>	THE RIGHT START CATALOG	74586572	1919710	10/17/1994	09/19/1995	
<u>USA</u>	THE RIGHT START	74586582	1918619	10/17/1994	09/12/1995	

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date	
<u>USA</u>	THE RIGHT START	74586583	1917940	10/17/1994	09/12/1995	
<u>USA</u>	THE RIGHT START	75067366		03/04/1996		A
<u>USA</u>	THE RIGHT START	75067367		03/04/1996		A
<u>USA</u>	THE RIGHT START	75067370	2166244	03/04/1996	06/16/1998	
<u>USA</u>	THE RIGHT START	75067371	2173433	03/04/1996	07/14/1998	
<u>USA</u>	THE RIGHT START	75067372	2368955	03/04/1996	07/18/2000	
<u>USA</u>	THE RIGHT START	75067373		03/14/1996		A
<u>USA</u>	THE RIGHT START	75067374		03/04/1996		A
<u>USA</u>	THE RIGHT START	75087466	2157378	04/12/1996	05/12/1998	
<u>USA</u>	SPLASH DIAPER	75413334	2286506	12/31/1997	10/12/1999	
<u>USA</u>	THE RIGHT START BABIES TO KIDS	75535518	2523839	08/12/1998	01/01/2002	
<u>USA</u>	BABIES TO KIDS	75535610	2337557	08/12/1998	04/04/2000	
<u>USA</u>	LIL' CUBBY	75536541		08/13/1998		A
<u>USA</u>	THE RIGHT START (Stylized)	75732314	2521593	06/18/1999	12/25/2001	
<u>USA</u>	BECAUSE YOU'RE A MOM, THERE'S RIGHTSTART.COM	75859573		11/29/1999		A
<u>USA</u>	RIGHT START	75859574		11/29/1999		






Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date	
<u>USA</u>	RIGHTSTART.COM	76026632	2694449	04/14/2000	03/11/2003	
<u>USA</u>	R S & Design (Toy Block with a Computer Mouse)	76053195	2627252	05/22/2000	10/01/2002	
<u>USA</u>	RIGHTSTART.COM	76074609	2691944	06/21/2000	03/04/2003	
<u>USA</u>	THE RIGHT START	76108403		08/11/2000		A
<u>USA</u>	SILVER RATTLE CLUB	76228026		03/21/2001		

TRADEMARK LISTING**ZB Company, Inc.**

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date	
<u>Australia</u>	ZANY BRAINY		751819		12/24/1997	
<u>Canada</u>	ZANY BRAINY	864671		12/18/1997		
<u>CTM</u>	ZANY BRAINY	707794	707794	12/15/1997	08/03/1999	
<u>Japan</u>	ZANY BRAINY	7491/1998	4280996	01/30/1998	06/11/1999	
<u>Mexico</u>	ZANY BRAINY	319242	695449	01/12/1998	04/25/2001	
<u>USA</u>	ZANY BRAINY	74203317	1735825	09/03/1991	11/24/1992	
<u>USA</u>	A ZILLION NEAT THINGS FOR KIDS	74231765	1730089	12/19/1991	11/03/1992	
<u>USA</u>	ZANY BRAINY & Design	74311435	1781919	09/08/1992	07/03/1993	
<u>USA</u>	NOODLE KIDOODLE	74401224	1971605	06/14/1993	04/30/1996	
<u>USA</u>	OODLES & OODLES OF FUN THINGS TO LEARN	74428440	1898336	08/25/1993	06/06/1995	
<u>USA</u>	NOODLE KID Design Only	74433938	1872949	09/10/1993	01/10/1995	
<u>USA</u>	KIDS LEARN BEST WHEN THEY'RE HAVING FUN	75030191	2010223	12/11/1995	10/22/1996	
<u>USA</u>	PRICE CHOMPER	75207150		09/17/1996		A
<u>USA</u>	PC & Design	75207151		09/17/1996		 A
<u>USA</u>	PRICE CHOMPER	75207152	2184879	09/17/1996	08/25/1998	



TRADEMARK LISTING

Zany Brainy, Inc.

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date		
<u>USA</u>	Design Only (PriceChomper)	75207153		09/17/1996			A
<u>USA</u>	PRICE CHOMPER & Design	75207154		09/17/1996			A
<u>USA</u>	ZANY ZONE	75323100	2185796	07/11/1997	09/01/1998		
<u>USA</u>	KIDSULTANT	75343031	2223839	08/18/1997	02/16/1999		
<u>USA</u>	MY LITTLE PLAY PALS	75539490	2322479	08/19/1998	02/22/2000		
<u>USA</u>	HUGS 'N' SNUGS	75539496	2449637	08/19/1998	05/08/2001		
<u>USA</u>	DOLLS TO LOVE	75539497	2322480	08/19/1998	02/22/2000		
<u>USA</u>	ZANY BRAINY	75611215	2394856	12/23/1998	10/17/2000		
<u>USA</u>	ZANYBRAINY.COM	75611246	2439127	12/23/1998	03/27/2001		
<u>USA</u>	ZANY PRICE CHOMPER & Design	75611592	2429187	12/23/1998	02/20/2001		
<u>USA</u>	Pricechomper Design Only	75611593		12/23/1998			A
<u>USA</u>	WHAT YOU WANT YOUR CHILD TO BECOME	75663413		03/19/1999			A
<u>USA</u>	KIDSTRUMENTS	75663414	2324283	03/19/1999	02/29/2000		
<u>USA</u>	WHY TAKE AN EXTRAORDINARY KID TO AN ORDINARY TOY STORE?	75663415	2338200	03/19/1999	04/04/2000		
<u>USA</u>	THE BEST STUFF FOR KIDS	75663416		03/19/1999			A

TRADEMARK LISTING

ZB Company, Inc.

Country	Mark	Serial No.	Regis. No.	Filing Date	Registration Date	
<u>USA</u>	FREE FUN EVERY DAY	75663417	2346949	03/19/1999	05/02/2000	
<u>USA</u>	DREAM DOUGH	75768225	2439498	08/05/1999	03/27/2001	
<u>USA</u>	OCEANMOTION	75788783	2426455	08/20/1999	02/06/2001	
<u>USA</u>	DREAM DOUGH	75824712	2513286	10/15/1999	11/27/2001	
<u>USA</u>	ZANYBRAINY.COM & Design	75856022	2412354	11/22/1999	12/12/2000	
<u>USA</u>	I GOT YOU BABY	76032176		04/24/2000		A