

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GoodTimes Entertainment LLC		12/09/2003	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA	
Name:	GT Merchandising & Licensing LLC
Street Address:	16 East 40th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 48

Property Type	Number	Word Mark
Serial Number:	76443501	FIRM & BURN
Serial Number:	76329273	FIRM FORMULA
Serial Number:	76255730	GOODTIMES ENTERTAINMENT
Serial Number:	76255729	PUTTING OUR FAITH IN ENTERTAINMENT
Serial Number:	76437457	SCULPTING STICK
Serial Number:	75927167	THE SCIENCE OF FITNESS
Serial Number:	76446719	ULTIMATE FIRM
Serial Number:	76280072	WHERE HE WALKED
Registration Number:	1907110	BUN BUSTERS!
Registration Number:	2095992	CUTE N' CUDDLY
Registration Number:	1895931	FIRM
Registration Number:	1888532	FIRM BELIEVERS
Registration Number:	2044522	FIRM GEAR
Registration Number:	2167282	FIRM PARTS

OP \$1215.00 76443501

Registration Number:	1458154	GOODTIMES
Registration Number:	1766686	GOODTIMES
Registration Number:	1871175	GOODTIMES
Registration Number:	1905525	GOODTIMES
Registration Number:	2044307	GOODTIMES
Registration Number:	2550487	GOODTIMES
Registration Number:	1454998	GOODTIMES HOME VIDEO
Registration Number:	2341925	GOODTIMES PAGING
Registration Number:	2404647	GOODTIMES PAGING
Registration Number:	1406312	HOLLYWOOD MOVIE GREATS
Registration Number:	1398131	KIDS KLASSICS
Registration Number:	1462568	KIDS KLASSICS
Registration Number:	1909882	KIDS KLASSICS
Registration Number:	1840130	KIDS SING ALONG
Registration Number:	1497523	SLIMATICS
Registration Number:	1571684	SLIMATICS
Registration Number:	2098601	STORYBOOK ADVENTURES
Registration Number:	1838880	THE BODY FIRM
Registration Number:	2617520	THE FANNY LIFTER
Registration Number:	1522134	THE FIRM
Registration Number:	1928088	THE FIRM
Registration Number:	2117719	THE FIRM
Registration Number:	2287888	THE FIRM CROSS TRAINERS
Registration Number:	1439017	THE FIRM WORKOUT WITH WEIGHTS
Registration Number:	2287887	TRI-TRAINER
Registration Number:	1464447	WE MAKE COLLECTABILITY A WAY OF LIFE
Registration Number:	2578096	FIRM DIRECT
Serial Number:	76132561	FIRM CARDIO
Serial Number:	76543806	CAPTURE THE POWER
Serial Number:	76498938	RAMPING
Serial Number:	76525945	RAMP UP
Serial Number:	76525947	RAMPING UP
Serial Number:	76498940	THE RAMP
Serial Number:	76492331	THE BODY FIRM

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-2276
Email: KSolomon@stblaw.com
Correspondent Name: Alison J. Winick, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/0922
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NAME OF SUBMITTER:	Kimberly Solomon
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Total Attachments: 4 source=GELLC_M_#page1.tif source=GELLC_M_#page2.tif source=GELLC_M_#page3.tif source=GELLC_M_#page4.tif
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Delaware

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The First State

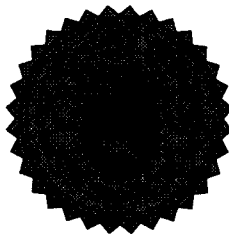
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GOODTIMES ENTERTAINMENT LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "GT MERCHANDISING & LICENSING LLC" UNDER THE NAME OF "GT MERCHANDISING & LICENSING LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 2003, AT 7:06 O'CLOCK P.M.

3541845 8100M

040061723



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2896776

DATE: 01-29-04

TRADEMARK
REEL: 002799 FRAME: 0021

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANIES**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving Delaware limited liability company is GT Merchandising & Licensing LLC and the name of the Delaware limited liability company being merged into this surviving limited liability company is GoodTimes Entertainment LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.

THIRD: The name of the surviving limited liability company is GT Merchandising & Licensing LLC.

FOURTH: The merger is to become effective on December 9, 2003.

FIFTH: The Agreement of Merger is on file at 16 East 40th Street, New York, New York 10016, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized person, the 9th day of December 2003.

GT MERCHANDISING & LICENSING LLC

By:  GT Brands LLC, its sole member

By: _____
Name: Andrew Greenberg
Title: Chief Executive Officer

SCHEDULE A

U.S. Trademarks Registrations and Applications

<u>Trademark</u>	<u>Registration or Serial Number</u>
FIRM & BURN	76/443,501
FIRM FORMULA	76/329,273
GOODTIMES ENTERTAINMENT	76/255,730
PUTTING OUR FAITH IN ENTERTAINMENT	76/255,729
SCULPTING STICK	76/437,457
THE SCIENCE OF FITNESS	75/927,167
ULTIMATE FIRM	76/446,719
WHERE HE WALKED	76/280,072
BUN BUSTERS!	1,907,110
CUTE N' CUDDLY	2,095,992
FIRM	1,895,931
FIRM BELIEVERS	1,888,532
FIRM GEAR	2,044,522
FIRM PARTS	2,167,282
GOODTIMES	1,458,154
GOODTIMES	1,766,686
GOODTIMES	1,871,175
GOODTIMES	1,905,525
GOODTIMES and Design	2,044,307
GOODTIMES	2,550,487
GOODTIMES HOME VIDEO	1,454,998
GOODTIMES PAGING	2,341,925
GOODTIMES PAGING	2,404,647
HOLLYWOOD MOVIE GREATS	1,406,312
KIDS KLASSICS	1,398,131
KIDS KLASSICS	1,462,568
KIDS KLASSICS	1,909,882
KIDS SING ALONG	1,840,130
SLIMATICS	1,497,523
SLIMATICS	1,571,684
STORYBOOK ADVENTURES	2,098,601
THE BODY FIRM	1,838,880
THE FANNY LIFTER	2,617,520
THE FIRM	1,522,134
THE FIRM	1,928,088
THE FIRM	2,117,719
THE FIRM CROSS TRAINERS	2,287,888
THE FIRM WORKOUT WITH WEIGHTS	1,439,017

TRI-TRAINER	2,287,887
WE MAKE COLLECTABILITY A WAY OF LIFE	1,464,447
FIRM DIRECT	2,578,096
FIRM CARDIO	76/132,561
CAPTURE THE POWER	76/543,806
RAMPING	76/498,938
RAMP UP	76/525,945
RAMPING UP	76/525,947
THE RAMP AND DESIGN	76/498,940
THE BODY FIRM	76/492,331