

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tollytots Inc.		12/31/2003	CORPORATION: CANADA

RECEIVING PARTY DATA	
Name:	Julie Wizenberg
Street Address:	Tower 1, Flat 45F
Internal Address:	The Waterfront, 1 Austin Road West, Tsim Shatsui
City:	Kowloon
State/Country:	HONG KONG
Entity Type:	INDIVIDUAL: CANADA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2605447	
Serial Number:	76506290	TOLLY GIRL 18" DOLL AGES 3+
Registration Number:	2583191	CD-TOTS
Registration Number:	2798105	CD-TOTS
Serial Number:	76505976	JILLIAN
Serial Number:	76506293	LEAH
Serial Number:	76506298	PALOMA
Serial Number:	76506220	QUINN
Serial Number:	76506289	SUNNY
Serial Number:	76411771	TOLLY
Serial Number:	78333691	TOLLY BOY
Serial Number:	76506291	TOLLY GIRL
Serial Number:	78339340	TOLLY TOTGLIDERS
Serial Number:	78339337	TOLLY TOTSTERS
Registration Number:	2576610	TOLLYTOTS

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Serial Number:	75714058	TOLLYTOTS
Serial Number:	76537822	TOLLYTOYS
Serial Number:	76506288	TRISHA
Serial Number:	76505975	TYRA
Registration Number:	2813804	FRIENDS BY TOLLY

CORRESPONDENCE DATA

Fax Number: (212)835-6001

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-835-6000

Email: nytrademarks@piperrudnick.com

Correspondent Name: Monica P. McCabe, Esq.

Address Line 1: 1251 Avenue of the Americas

Address Line 4: New York, NEW YORK 10020-1104

ATTORNEY DOCKET NUMBER:

308819-2

DOMESTIC REPRESENTATIVE

Name: Monica P. McCabe, Esq.

Address Line 1: 1251 Avenue of the Americas

Address Line 4: New York, NEW YORK 10020-1104

NAME OF SUBMITTER:

Monica P. McCabe, Esq.

Total Attachments: 5

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ASSIGNMENT

The undersigned, **TOLLYTOTS INC.** (the "**Assignor**"), having a principal office or place of business at 8 Bryce Avenue, Toronto, Ontario, M4V 2B2, Canada, in consideration of the sum of \$1.00 and other valuable consideration, the receipt and legal sufficiency of which is hereby acknowledged, does hereby sell, assign, transfer and convey to **JULIE WIZENBERG**, residing at Tower 1, Flat 45F, The Waterfront, 1 Austin Road West, Tsim Shatsui, Kowloon, Hong Kong, all of its right, title and interest in and to the trade-marks listed on Schedule "A" attached hereto, including any applications therefor or registrations thereof (the "**Trade-marks**"), together with the goodwill of the business connected with the use of and symbolized by the Trade-marks, effective as of December 31st, 2003.

The parties hereto have agreed to sign such further documents as are necessary to complete the assignment contemplated herein.

EXECUTED in Macau, as of December 31st, 2003.

TOLLYTOTS INC.

PER: _____

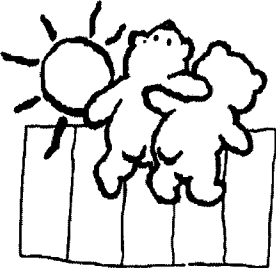
Name: Julie Wizenberg
Title: President

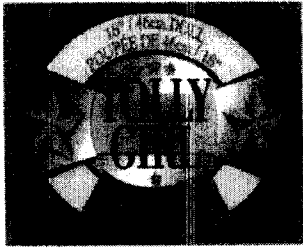
EXECUTED in Macau, as of December 31st, 2003.

JULIE WIZENBERG

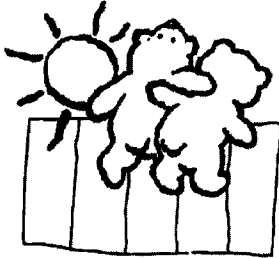

SCHEDULE "A"

Canada:

TRADE-MARK	REG. NO./ APPL. NO.	REG. DATE/ FILING DATE
<p>BEARS FANCIFUL & Design</p> 	TMA 552,095	Registered: October 5, 2001
CD-TOTS	TMA 558,084	Registered: February 18, 2002
TOLLYTOTS	TMA 551,394	Registered: September 24, 2001
FRIENDS BY TOLLY	1,148,353	Pending Filing Date: July 30, 2002
TOLLY	1,148,354	Pending Filing Date: July 30, 2002
TOLLY GIRL	1,194,290	Pending Filing Date: October 21, 2003

TRADE-MARK	REG. NO./ APPL. NO.	REG. DATE/ FILING DATE
TOLLY GIRL & Design 	1,194,289	Pending Filing Date: October 21, 2003

United States:

TRADE-MARK	REG. NO./ SERIAL. No.	REG. DATE/ FILING DATE
BEARS FANCIFUL & Design 	2,605,447	Registered: August 6, 2002
TOLLY GIRL & Design 	76/506,290	Pending Filing Date: April 14, 2003
CD-TOTS	2,583,191	Registered: June 18, 2002
CD-TOTS	2,798,105	Registered: December 23, 2003

TRADE-MARK	REG. NO./ SERIAL. NO.	REG. DATE/ FILING DATE
FRIENDS BY TOLLY	2,813,804	Registered: February 10, 2004
JILIAN	76/505,976	Pending Filing Date: April 14, 2003
LEAH	76/506,293	Pending Filing Date: April 14, 2003
PALOMA	76/506,298	Pending Filing Date: April 14, 2003
QUINN	76/506,220	Pending Filing Date: April 14, 2003
SUNNY	76/506,289	Pending Filing Date: April 14, 2003
TOLLY	76/411,771	Pending Filing Date: May 24, 2002
TOLLY BOY	78/333,691	Pending Filing Date: November 26, 2003
TOLLY GIRL	76/506,291	Pending Filing Date: April 14, 2003
TOLLY TOTGLIDERS	78/339,340	Pending Filing Date: December 11, 2003
TOLLY TOTSTERS	78/339,337	Pending Filing Date: December 11, 2003
TOLLYTOTS	2,576,610	Registered June 4, 2002
TOLLYTOTS	75/714,058	ABANDONED
TOLLYTOYS	76/537,822	Pending Filing Date: August 15, 2003

TRADE-MARK	REG. NO./ SERIAL. NO.	REG. DATE/ FILING DATE
TRISHA	76/506,288	Pending Filing Date: April 14, 2003
TYRA	76/505,975	Pending Filing Date: April 14, 2003