

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
Julie Wizenberg		02/01/2004	INDIVIDUAL: CANADA

RECEIVING PARTY DATA	
Name:	Worldmarks Holding Limited
Street Address:	P.O. Box 957
Internal Address:	Offshore Incorporations Centre
City:	Road Town, Tortola
State/Country:	VIRGIN ISLANDS, BRITISH
Entity Type:	CORPORATION: VIRGIN ISLANDS, BRITISH

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
Registration Number:	2813804	FRIENDS BY TOLLY
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

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Serial Number:	75714058	TOLLYTOTS
Serial Number:	76537822	TOLLYTOYS
Serial Number:	76506288	TRISHA
Serial Number:	76505975	TYRA
Registration Number:	2576610	TOLLYTOTS

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.

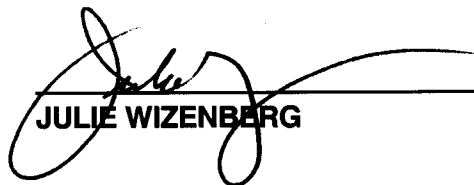
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ASSIGNMENT

The undersigned, **JULIE WIZENBERG**, (the "Assignor") residing at Tower 1, Flat 45F, The Waterfront, 1 Austin Road West, Tsim Shatsui, Kowloon, Hong Kong, 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 **WORLDMARKS HOLDING LIMITED**, the full post office address of whose principal office or place of business is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands, 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, all common law and statutory rights related thereto, all rights of renewal and extension, and the right to recover damages and profits for past infringements thereof, effective as of February 1st, 2004.

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

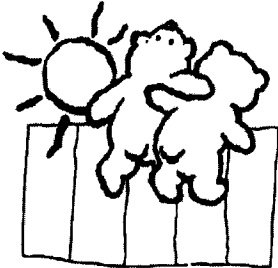
EXECUTED at Macau, on the ^{1st April JW} day of ~~March~~, 2004.

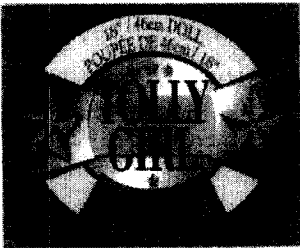


JULIE WIZENBERG

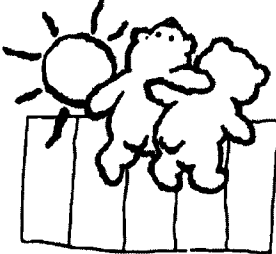

SCHEDULE "A"

Canada:

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