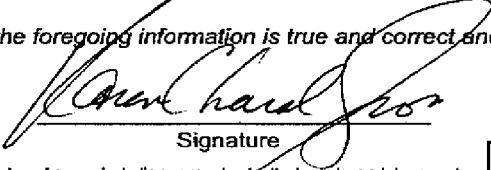


Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings $\Rightarrow \Rightarrow \Rightarrow$	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): GoodTimes Entertainment LLC <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>limited liability company</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>GT Merchandising & Licensing LLC</u> Internal Address: _____ Street Address: <u>16 East 40th Street</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10016</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>limited liability company</u> <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>June 9, 2004</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>76/590,152</u> <u>76/590,153</u> Additional number(s) attached <input type="checkbox"/> Yes <input type="checkbox"/> No B. Trademark Registration No.(s)	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Karen Charal Gross</u> Internal Address: _____ <u>GT Merchandising & Licensing LLC</u> Street Address: <u>16 East 40th Street</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10016</u>	6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41).....\$ <u>65.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>502604</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
DO NOT USE THIS SPACE		
9. Statement and signature. <i>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.</i> <u>Karen Charal Gross</u> Name of Person Signing  Signature <u>June 14, 2004</u> Date Total number of pages including cover sheet, attachments, and document: 3		

CH \$65.00 502604 76590152

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

TRADEMARK ASSIGNMENT

This Trademark Assignment is effective as of May 1, 2004, by and between GoodTimes Entertainment LLC, a limited liability company having a place of business at 16 East 40th Street, New York, New York 10016 ("ASSIGNOR"), and GT Merchandising & Licensing LLC, a Delaware limited liability company having a place of business at 16 East 40th Street, New York, New York 10016 ("ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of the trademarks listed in Schedule A, attached hereto and made a part hereof and all other rights appurtenant thereto ("Trademarks");

WHEREAS, ASSIGNOR is the owner of the federal trademark applications relating to the Trademarks listed in Schedule B, attached hereto and made a part hereof ("Applications");

WHEREAS, ASSIGNEE is desirous of acquiring all right, title, and interest in and to the Trademarks and Applications; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all right, title, and interest as ASSIGNOR may possess in and to the Trademarks and Applications;

NOW, THEREFORE, in consideration of the mutual covenants herein contained and for other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns and sells to ASSIGNEE all right, title, and interest as ASSIGNOR may possess in and to the Trademarks set forth in Schedule A and the Applications set forth in Schedule B, together with the goodwill symbolized by said Trademarks and Applications concurrent with the transfer of certain tangible assets as indicia of said goodwill.

Executed at New York, New York, this 9th day of June, 2004.

GOODTIMES ENTERTAINMENT, LLC

By: 

Karen Charal Gross
Senior Vice President Legal & Business Affairs

GT MERCHANDISING & LICENSING LLC

By: 

Karen Charal Gross
Senior Vice President Legal & Business Affairs