

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Back Bay Capital Funding, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other a Delaware Limited Liability Company
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Execution Date(s) 7/14/04

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: KB Holdings, LLC

Internal

Address:

Street Address: 2835 South Jones Blvd.,

Suite 4
City: Las Vegas

State: Nevada

Country: USA Zip: 89102

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other a Nevada Limited Liability Company Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) 76/037,237;
76/037,234; 76/037,229; 76/037,050;
75/842,092; 75/842,090; 75/842,089

B. Trademark Registration No.(s) 2,590,410;
2,436,417; 2,806,036; 2,327,905

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Michael K. Cantwell, Esq.

Internal Address: Willkie Farr & Gallagher,
LLP

Street Address: 787 Seventh Avenue

City: New York

State: New York Zip: 10019-6099

Phone Number: 212-728-8000

Fax Number: 212-728-8111

Email Address: mcantwell@willkie.com

6. Total number of applications and registrations involved:

23

7. Total fee (37 CFR 2.8(b)(6) & 3.41) \$590

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 23-2405

Authorized User Name Michael K. Cantwell

9. Signature:


Signature
Michael K. Cantwell, Esq.

8/20/04
Date

Total number of pages including cover sheet, attachments, and document: 10

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$590.00 232405 76037237

Continuation of Item 4A

75/842,091

Continuation of Item 4B

2,191,558

2,364,147

2,368,677

2,436,709

2,495,094

2,497,175

2,397,916

2,239,000

2,304,854

2,397,905

2,458,457

RELEASE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Release") is entered into as of this 19th day of May, 2004 by Back Bay Capital Funding, LLC (in such capacity, together with its successor and assigns, the "Agent") for the benefit of the various financial institutions who are from time to time Lenders under the Credit Agreement described below (the Agent and the Lenders collectively the "Secured Parties"), a Delaware limited liability company with a place of business at 40 Broad Street, 10th Floor, Boston, MA 02109 and KB Holdings, LLC, a Nevada limited liability company with a place of business at 2835 South Jones Blvd, Suite 4, Las Vegas, NV 89102 ("Borrower").

WITNESSETH:

WHEREAS, pursuant to a Term Loan Agreement (as the same may have been amended, restated, renewed, replaced, supplemented or otherwise modified, the "Credit Agreement") and a Trademark and Trademark Application Security Agreement ("Trademark Agreement"), both dated as of April 8, 2003, by and among Borrower and Secured Parties, Borrower granted to Secured Parties a security interest in certain trademarks, including those trademarks set forth in Schedule A hereto (the "Trademarks"), together with the goodwill of the business associated with and symbolized by the Trademarks;

WHEREAS, the Trademark Agreement was recorded on behalf of the Secured Parties in the United States Patent and Trademark Office ("PTO") on April 8, 2003, at Reel 2716, Frame 0701;

WHEREAS, in furtherance of Borrower's sale and assignment of the Trademarks and the goodwill of the business connected therewith free and clear of claims and liens Borrower has requested that Secured Parties: (a) terminate and release the liens and interests of Secured Parties in the Trademarks and the goodwill of the business connected therewith; and (b) execute and deliver evidence of such termination and release for filing in the PTO; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby acknowledges and agrees as follows:

Acknowledgment of Termination of Grant of Security Interest in Trademarks. All rights and security interests of Secured Parties in and to the Trademarks and the goodwill of the business associated with and symbolized by the Trademarks have been terminated and released and are no longer in force.

All such rights and security interests of Secured Parties attach to the proceeds of the sale of the Trademarks and the goodwill of the business associated with and symbolized by the Trademarks.

IN WITNESS WHEREOF, Agent has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

BACK BAY CAPITAL FUNDING, LLC., as Agent

By: 


Name: Kristan M. O'Connor

Title: Managing Director

COMMONWEALTH OF)

COUNTY OF) ss:

On this 14th day of July, 2004, personally appeared before me Kristan M. O'Connor, known to me to be Managing Director of Back Bay Capital Funding, LLC, who acknowledged that he/she signed this instrument as a free act on behalf of Back Bay Capital Funding, LLC.


Notary Public

SANDRA J. LEPRIOL-VREJAN, Notary Public
My Commission Expires April 26, 2007

Schedule A

Trademarks and Service Marks and Applications and Registrations Therefor

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Goods and Services
EKIDS	(76/037,237) allowed	(4/28/00)	"providing electronic mail and messaging services via a global computer network; providing multiple-user access to a global computer network"
EKIDS	(76/037,234) publication for opposition pending	(4/28/00)	"providing information about music, audio, video, television, motion pictures, games and sports via a global computer network; publication of electronic books and journals on-line"
EKIDS	(76/037,229) publication for opposition pending	(4/28/00)	"dissemination of advertising for goods and services of others via an on-line electronic communications network; online retail store services featuring a wide variety of goods and services of others via a global computer network; auctioneering services; promoting the sale of goods and services of others through postings via the global computer network; computerized on-line ordering featuring general merchandise and general consumer goods"
EKIDS	(76/037,050) publication for opposition pending	(4/28/00)	"providing a wide variety of general interest information and on-line links via a global computer network, including entertainment, finance, shopping, auctions, news, technology, sports, games, reference, education, the arts, travel, weather, real estate, food and health;

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Goods and Services
			computer services, namely, providing search engines for locating information, resources, the websites of others on a global computer network; providing a wide range of general interest information via a global computer network; and providing electronic greeting cards via a global computer network"
EKID	2,590,410	7/9/02	"entertainment services for children, namely, providing information for children on the topic of sports and recreation via a global computer network" and "providing information for children on the topic of safety via a global computer network"
PLAY@ETOYS	(75/842,092) allowed	11/5/99	"entertainment services, namely, providing interactive and arcade games via a global computer network"
PLAY AT ETOYS	(75/842,090) allowed	11/5/99	"entertainment services, namely, providing interactive and arcade games via a global computer network"
ETOYS	(75/842,089) allowed	11/5/99	"entertainment services, namely, providing interactive and arcade games via a global computer network"
EKIDS	2,436,417	3/20/01	"clothing, namely, t-shirts"
ETOYS	2,806,036	1/20/04	"importation and distributorship services in the area of toys"
E-KIDZ	2,327,905	3/14/00	"children's clothing, namely, tops"
ETOYS	2,191,558	9/22/98	"online retail services for toys and games"

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Goods and Services
ETOYS.COM (stylized)- Switzerland Trademark	501578	expires 4/3/2012	"services in the field of online for games, toys and playthings"
MISCELLANEO US DESIGN (MAGNIFYING GLASS)	2,364,147	7/04/00	"computerized on-line retail services in the field of toys, games and playthings"
SURPRISE OF THE DAY	2,368,677	7/18/00	"on-line retail store services featuring toys, video games, software, videos and collectibles"
THE PLACE TO PLAY ONLINE	(75/842,091)	(11/5/99)	"entertainment services, namely, providing interactive and arcade games via a global computer network"
THE SOFTWARE LOUNGE	2,436,709	3/20/01	"providing on-line electronic bulletin boards for transmission of messages among computer users concerning software"
THE TOY MOM	2,495,094	10/9/01	"on-line retail store services featuring toys, video games, software, videos and collectibles"
TINA THE TOY MOM	2,497,175	10/9/01	"on-line retail store services featuring toys, video games, software, videos and collectibles"
TODAY'S SPOTLIGHT	2,397,916	10/24/00	"on-line retail store services featuring toys, video games, computer software, videos and collectibles over a global computer network"
TOYSEARCH	2,239,000	4/13/99	"computerized on-line retail services in the field of toys, games and playthings"

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Goods and Services
WE BRING THE TOY STORE TO YOU	2,304,854	12/28/99	"on-line retail services in the field of toys, games and playthings on a global computer network"
WEEKEND SPOTLIGHT	2,397,905	10/24/00	"on-line retail store services featuring toys, video games, computer software, videos and collectibles over a global computer network"
WE GET TOYS	2,458,457	6/5/01	"on-line retail store services featuring toys, video games, computer software, videos and collectibles over a global computer network"
WE GET TOYS Canada Trademark	TMA 567,685	9/16/02	"retail sales of toys, video games, computer software, videos, and collectibles over a global computer network"