

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Neurosmith, LLC		09/17/2004	Limited Liability Company: CALIFORNIA

RECEIVING PARTY DATA

Name:	Small World Toys
Street Address:	5711 Buckingham Parkway
City:	Culver City
State/Country:	CALIFORNIA
Postal Code:	90230
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2621740	CYBER CARTRIDGE
Serial Number:	76570542	GROW & DISCOVER BLOCK
Registration Number:	2641320	JUMBO MUSIC BLOCK
Registration Number:	2423716	LITTLE LINGUIST
Serial Number:	76449802	MAGIC SENSOR
Serial Number:	76497492	MAGNAPHONICS
Serial Number:	75458873	MUSIC BLOCKS
Registration Number:	2545293	MUSIC BLOCKS
Serial Number:	76381083	MUSINI
Registration Number:	2423663	NEUROSMITH
Serial Number:	76497493	PET ME PLATYPUS
Registration Number:	2485558	PHONICS BLOCKS
Serial Number:	76381084	PHONICS TILES
Serial Number:	76570547	RHYTHM ROLLER

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Serial Number:	78044454	SUNSHINE SYMPHONY
Serial Number:	76497490	TOGETHER TUNES
Serial Number:	76521536	TOUCH & SING ANIMAL BLOCK
Serial Number:	76566213	TOUCH 'N SING
Serial Number:	76460693	WILD INSTRUMENTS
Serial Number:	76570549	LINGO THE LEARNING BIRD

CORRESPONDENCE DATA

Fax Number: (310)282-2200

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

Email: dgrace@loeb.com

Correspondent Name: Loeb & Loeb LLP

Address Line 1: 10100 Santa Monica Boulevard

Address Line 2: Suite 2200

Address Line 4: Los Angeles, CALIFORNIA 90067-4164

ATTORNEY DOCKET NUMBER:	205842-10002
NAME OF SUBMITTER:	David W. Grace

Total Attachments: 5

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TRADEMARK ASSIGNMENT

WHEREAS, Neurosmith, LLC, a California limited liability company, 1000 North Studebaker Road, Suite 3, Long Beach, California ("Assignor") is the owner of the trademarks and trade names described in Exhibit A (the "Marks") and is the owner of the trademark registrations and applications listed in Exhibit A;

WHEREAS, Small World Toys, a California corporation, having a place of business at 5711 Buckingham Parkway, Culver City, California 90230 ("Assignee"), desires to acquire the Marks and the corresponding registrations and applications;

NOW, THEREFORE, for and in consideration of ten dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, and transfers to Assignee, absolutely and forever, the entire right, title, and interest, whether statutory or at common law, in and to the Marks, together with the goodwill of the business symbolized by the Marks, and all corresponding registrations and applications.

Assignor agrees to execute any further papers and to do such other acts as may be necessary and proper to vest full title in and to the Marks and other corresponding rights in the Assignee.

Assignor hereby grants to Assignee the power of attorney and the power of attorney in fact to execute such documents as Assignee may find necessary or convenient to complete the transfer of ownership of the Marks, applications and registrations, and related rights. Without limiting the generality of the foregoing, Assignor hereby grants to Assignee the power to appoint agents in the countries listed in Exhibit A for the purpose of recording this assignment. Assignor hereby consents to the recordation of this assignment.

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Assignee hereby accepts the assignment of the Marks, applications and registrations listed on Exhibit A, and all other rights described in this assignment.

The individuals signing this document on behalf of corporate entities represent and declare that they are authorized to execute this document on behalf of such corporate entities.

IN WITNESS WHEREOF, this Assignment is effective the 17th day of September 2004.

Neurosmith, LLC.

By: 

Name: Gary A. David

Title: Secretary

Small World Toys

By: 

Name: Debra Fine

Title: Chief Executive Officer

State of }
County of Los Angeles }

On Sept. 17, 2004 before me, Donna J. Caldwell-Jensen, personally appeared Gary G. David personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Donna J. Caldwell-Jensen (Seal)

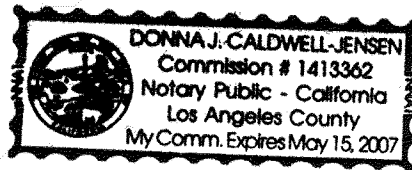


State of }
County of Los Angeles }

On Sept. 17, 2004 before me, Donna J. Caldwell-Jensen, personally appeared Debra Fine personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Donna J. Caldwell-Jensen (Seal)



MARK	COUNTRY	SERIAL NO.	REG. NO.
NEUROSMITH	NEW ZEALAND (class 28)	673119	673119
NEUROSMITH	NEW ZEALAND (class 41)	673120	673120
NEUROSMITH	SINGAPORE (class 9)	T03/01890H	T03/01890H
NEUROSMITH	SINGAPORE (class 28)	T03/01892D	T03/01892D
NEUROSMITH	SINGAPORE (class 41)	T03/01895I	T03/01895I
NEUROSMITH	SOUTH AFRICA (class 9)	2003/02265	
NEUROSMITH	SOUTH AFRICA (class 28)	2003/02266	
NEUROSMITH	SOUTH AFRICA (class 41)	2003/02267	
NEUROSMITH	SWITZERLAND	2003 771	509531
NEUROSMITH	TAIWAN (class 9)	92007333	1088227
NEUROSMITH	TAIWAN (class 28)	92007334	1077604
NEUROSMITH	TAIWAN (class 41)	92007335	193340
NEUROSMITH	USA	75/380,477	2,423,663
PET ME PLATYPUS	USA	76/497,493	
PHONICS BLOCKS	USA	75/465,684	2,485,558
PHONICS TILES	USA	76/381,084	**
RHYTHM ROLLER	USA	76/570547	
SUNSHINE SYMPHONY	USA	78/044,454	2,807,383
TOGETHER TUNES	USA	76/497,490	
TOUCH & SING ANIMAL BLOCK	USA	76/521536	**
TOUCH 'N SING (Stylized)	USA	76/566,213	
WILD INSTRUMENTS	USA	76/460,693	

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EXHIBIT A

MARK	COUNTRY	SERIAL NO.	REG. NO.
CYBER CARTRIDGE	USA	75/709,657	2,621,740
GROW & DISCOVER BLOCK	USA	76/570,542	
JUMBO MUSIC BLOCK	USA	76/301,552	2,641,320
LINGO THE LEARNING BIRD	USA	78/570,549	
LITTLE LINGUIST	USA	75/458,875	2,423,716
MAGIC SENSOR	USA	76/449,802	**
MAGNAPHONICS	USA	76/497,492	
MUSIC BLOCKS	USA	75/458,873	**
MUSIC BLOCKS	USA	75/459,420	2545293
MUSINI	AUSTRALIA	912997	912997
MUSINI	CANADA	114095300	
MUSINI	CHINA	200307106	3228089
MUSINI	EUROPEAN COMMUNITY	2700854	2700854
MUSINI	JAPAN	2002-046350	4643589
MUSINI	NEW ZEALAND	657233	657233
MUSINI	USA	76/381,083	
NEUROSMITH	AUSTRALIA	942967	942967
NEUROSMITH	CANADA	116911700	
NEUROSMITH	CHINA (class 41)	3489090	
NEUROSMITH	CHINA (class.9)	3489088	
NEUROSMITH	CHINA (class 28)	3489089	
NEUROSMITH	EUROPEAN COMMUNITY	3043817	
NEUROSMITH	JAPAN	2003-018986	4698719
NEUROSMITH	NEW ZEALAND (class 9)	673118	673118

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