

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
Spin Master Toys Far East Limited		12/30/2004	CORPORATION: HONG KONG

RECEIVING PARTY DATA

Name:	Spin Master Limited
Street Address:	450 Front Street West
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5V 1B6
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	78519994	REST & RELAX READYBED
Registration Number:	2665575	READYBED
Registration Number:	2852918	READY ROOM
Serial Number:	76407465	MIDNIGHT MADNESS
Serial Number:	76541739	ROOM IN A BOX
Serial Number:	76506722	READY
Serial Number:	78447680	PACK & PLAYMATES
Serial Number:	78362881	JUST ADD AIR
Serial Number:	78421128	DREAMZONE
Serial Number:	76504019	COZY WRAP
Serial Number:	78377168	AIRTIGHT TECHNOLOGY THAT'S TOUGH TO BEAT!

CORRESPONDENCE DATA

Fax Number: (212)972-5487

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

**TRADEMARK
 REEL: 003043 FRAME: 0858**

CH \$290.00 78519994

Phone: 212-687-2770
Email: docket@cplplaw.com
Correspondent Name: Cohen, Pontani, Lieberman & pavane
Address Line 1: 551 Fifth Avenue
Address Line 2: Suite 1210
Address Line 4: New York, NEW YORK 10176

DOMESTIC REPRESENTATIVE

Name: Cohen, Pontani, Lieberman & Pavane
Address Line 1: 551 Fifth Avenue
Address Line 2: Suite 1210
Address Line 4: New York, NEW YORK 10176

NAME OF SUBMITTER:	Edward M. Weisz
Signature:	/edward m. weisz/
Date:	03/10/2005

Total Attachments: 2
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ASSIGNMENT

Whereas Spin Master Toys Far East Limited, a corporation incorporated under the laws of Hong Kong with a principal place of business at Unit 1020, 10th Floor, Chinachem Golden Plaza, 77 Mody Road, Tsimshatsui East, Kowloon, Hong Kong ("Assignor") holds the right, title and interest to the trade-marks listed in Schedule A (hereinafter the "Marks") throughout the United States, Canada, Mexico, Puerto Rico, the U.S. Virgin Islands and Turks & Caicos; and

Whereas Spin Master Limited, a corporation incorporated under the laws of Ontario with a principal place of business at 450 Front Street West, Toronto, Ontario, Canada, M5V 1B6 ("Assignee") desires to acquire the Assignor's entire right, title and interest in and to the Marks;

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its entire right, title and interest in and to the Marks in the United States, Canada, Mexico, Puerto Rico, the U.S. Virgin Islands and Turks & Caicos.

In witness whereof, Assignor has executed this Assignment as of the date set forth below.

DATED this 30th day of December, 2004.

SPIN MASTER TOYS FAR EAST LTD.

Per: 
Name: Ronen Harary
Title: CEO
(I have the authority to bind the corporation.)

Witness 

102486

SCHEDULE A

MARK	U.S. Application/ Registration No.
REST & RELAX READYBED	78/519,994
READYBED	2,665,575
READY BED	
DELUXE READY BED	
READY ROOM	2,852,918
MIDNIGHT MADNESS	76/407,465
ROOM IN A BOX	76/541,739
READY	76/506,722
PACK & PLAYMATES	78/447,680
JUST ADD AIR	78/362,881
DREAMZONE	78/421,128
COZY WRAP	76/504,019
AIRTIGHT TECHNOLOGY THAT'S TOUGH TO BEAT!	78/377,168
