

Form **PTO-1594** (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

**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):
International Playthings, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of New Jersey
 Other:

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: IPI Acquisition Corp.

Internal Address:
Street Address: 75D Lackawanna Avenue

City: Parsippany
State: NJ Zip: 07054

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: Delaware
 Other: _____

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

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: February 28, 2005

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s):			B. Trademark Registration No.(s):		
78/230,869	78/326,893	78/326,898	2,795,741	2,674,982	2,461,558
78/376,445	78/409,516	78/409,522	2,686,224	2,923,675	2,843,902

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lerner, David, Littenberg, Krumholz & Mentlik, LLP

Internal Address: Paul H. Kochanski

Street Address: 600 South Avenue West

City: Westfield State: NJ Zip: 07090

6. Total Number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41) \$ 515.00

Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card (Form 2038 enclosed)

8. Deposit account number: 12-1095
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:
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.

PAUL H. KOCHANSKI Paul H. Kochanski 03/11/05
Name of Person Signing Signature Date

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

CH \$490.00 121095 78230869

TRADEMARK APPLICATION NO.(s):

78/521,979

78/521,964

TRADEMARK REGISTRATION NO.(s):

2,885,250

2,910,905

2,117,396

2,732,861

2,391,864

ASSIGNMENT

For good and valuable consideration, the receipt of which is hereby acknowledged, International Playthings, Inc. ("Assignor"), assigns to IPI Acquisition Corp. ("Assignee"), all rights, title and interest in the following trademark applications and trademark registrations, including all the goodwill associated therewith, the right to collect damages for past infringement and the business of Assignor or portions thereof to which any application pertains:

U.S. TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
EARLYEARS	2,795,741	December 16, 2003
DESIGNED FOR DEVELOPING YOUNG MINDS	2,686,224	February 11, 2003
EARL E. BIRD	2,674,982	January 14, 2003
I PLAY AND DESIGN	2,923,675	February 1, 2005
EARLYEARS INTERNATIONAL PLAYTHINGS AND DESIGN	2,461,558	June 19, 2001
IMAGINETICS	2,843,902	May 18, 2004
SOFT STUFF	2,885,250	September 14, 2004
GAMES ON THE GO	2,910,905	December 14, 2004
MISCELLANEOUS DESIGN	2,117,396	December 2, 1997
CHUBBIES	2,732,861	July 1, 2003
EARLYEARS INTERNATIONAL PLAYTHINGS	2,391,864	October 3, 2000

FOREIGN TRADEMARK REGISTRATIONS

<u>COUNTRY</u>	<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
Canada	EARLY YEARS	TMA625,438	November 15, 2004

U.S. TRADEMARK APPLICATIONS


<u>MARK</u>	<u>APPLICATION NO.</u>
INSTANT MAGIC	78/230,869
ZOOPS!	78/326,893
ZOOPS! AND DESIGN	78/326,898
GIBBERISH	78/376,445
SIMON SAYS	78/409,520
BEWARE OF THE SPIDER	78/409,516
FOLLOW ME BUNNY	78/409,522
BRINGING THE VALUE OF PLAY TO LIFE!	78/521,979
DOLLS THAT LOVE YOU BACK	78/521,964

FOREIGN TRADEMARK APPLICATIONS

<u>COUNTRY</u>	<u>MARK</u>	<u>APPLICATION NO.</u>
Canada	IMAGINETICS	1195986

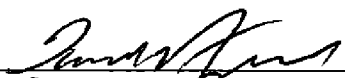
Dated: FEBRUARY 28, 2005

INTERNATIONAL PLAYTHINGS, INC.

By: 
Name: TED KIESEWETTER
Title: PRESIDENT

Dated: FEBRUARY 28, 2005

IPI ACQUISITION CORP.

By: 
Name: DAVID J. FRESH
Title: VICE PRESIDENT