

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PLAY ALONG, INC.		07/11/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	PA DISTRIBUTION, INC.		
Street Address:	22619 Pacific Coast Highway		
City:	Malibu		
State/Country:	CALIFORNIA		
Postal Code:	90265		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2518795	AMERICAN CHAMPIONS	
Serial Number:	78608424	BEARY BEST FRIEND	
Registration Number:	2924065	CURLY Q	
Registration Number:	3037668	CURLY Q'S	
Registration Number:	3115341	MAGIC GLOW	
Registration Number:	2449878	PLAY ALONG	
Serial Number:	78595207	SKY FIGHTERS	
CORRESPONDENCE DATA			
Fax Number:	(310)455-6293		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	310-456-7799		
Email:	Legal@JAKKS.net		
Correspondent Name:	General Counsel		
Address Line 1:	22619 Pacific Coast Highway		
Address Line 4:	Malibu, CALIFORNIA 90265		

CH \$190.00 2518795

NAME OF SUBMITTER:	Mel Kyle
Signature:	/MEL/
Date:	11/02/2006
Total Attachments: 1 source=Play Along TM Assignment#page1.tif	

ASSIGNMENT OF TRADEMARKS

WHEREAS, PLAY ALONG, INC., a corporation organized and existing under the laws of Delaware, with offices at C/O JAKKS Pacific, Inc., 22619 Pacific Coast Highway, Malibu, California 90265 (hereinafter called the ASSIGNOR) is the owner of and has adopted, used and is using the trademarks listed below that are either registered or for which applications for registration have been filed in the United States Patent and Trademark Office or the appropriate trademark office of the referenced foreign country; and

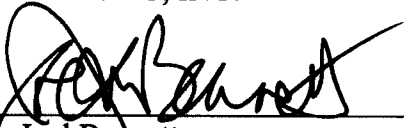
WHEREAS, PA DISTRIBUTION, INC., a corporation, with offices at 22619 Pacific Coast Highway, Malibu, California 90265 (hereinafter call the ASSIGNEE) is desirous of acquiring the right, title and interest in and to the said trademarks and the registrations thereof;

NOW, THEREFORE, in consideration of U.S. \$2.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, its right, title and interest in and to the said trademarks, trademark registrations and trademark applications, together with that part of the goodwill of the ASSIGNOR'S business connected with the use of and symbolized by the said trademarks.

MARK	COUNTRY	APP. NO.	REG. NO.	REG. DATE	STATUS
PLAY ALONG	Hong Kong	300230129			Pending
PLAY ALONG	Hong Kong	300357165			Pending
PLAY ALONG (Logo)	Hong Kong	300230138	300230138	06/09/2004	Registered
PLAY ALONG (Logo)	Hong Kong	300357174	300357174	01/20/2005	Registered
PLAY ALONG (Logo)	Taiwan	094045261			Pending
AMERICAN CHAMPIONS	US	78023017	2518795	12/11/2001	Registered
BEARY BEST FRIEND	US	78608424			Pending
CURLY Q	US	78122325	2924065	02/01/2005	Registered
CURLY Q'S	US	78416709	3037668	01/03/2006	Registered
MAGIC GLOW	US	78585122	3,115,341	07/11/2006	Pending
PLAY ALONG	US	75685184	2449878	05/08/2001	Registered
SKY FIGHTERS	US	78595207			Pending

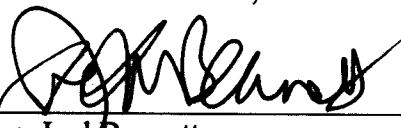
11th IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this day of July, 2006.

PLAY ALONG, INC.


By: Joel Bennett
Chief Financial Officer

11th IN WITNESS WHEREOF, the said ASSIGNEE has hereunto executed this instrument this day of July, 2006.

PA DISTRIBUTION, INC.


By: Joel Bennett
Chief Financial Officer