

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Small World Toys, Inc.		11/21/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Laurus Master Fund, Ltd.
Street Address:	825 Third Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	COMPANY: CAYMAN ISLANDS

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	77014620	ALL ABOUT GIRLS
Serial Number:	78855130	DEVELOPING THE WHOLE CHILD - MIND, BODY, AND SPIRIT
Serial Number:	78899819	LIFT AND LEARN
Serial Number:	78881982	RYAN'S ROOM
Serial Number:	78855131	WHERE LEARNING AND IMAGINATION COME TO PLAY
Serial Number:	78899820	PLAY PATTERNS DESIGNED TO EXPAND THE MIND!
Serial Number:	78545933	SMALLWORLD KIDS
Serial Number:	78545944	SW EXPRESS
Registration Number:	3099155	SW EXPRESS
Registration Number:	3114590	TOGETHER TUNES
Registration Number:	3080175	TOUCH 'N SING
Registration Number:	3104335	PET ME PLATYPUS
Registration Number:	3166112	IQ PRESCHOOL

CH \$340.00 77014620

CORRESPONDENCE DATA

Fax Number: (212)202-6490

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

Email: nytrademark@loeb.com

Correspondent Name: Alison J. Dow

Address Line 1: 345 Park Avenue

Address Line 4: New York, NEW YORK 10028

ATTORNEY DOCKET NUMBER:	203891-10014 (SWT)
NAME OF SUBMITTER:	Alison J. Dow
Signature:	/Alison J. Dow/
Date:	12/19/2006

Total Attachments: 12

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AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Amendment to Intellectual Property Security Agreement (this "**Amendment**"), dated as of November 21, 2006, is entered into by and between SMALL WORLD TOYS, INC., a California corporation (the "**Grantor**") and LAURUS MASTER FUND, LTD., a Cayman Islands company ("**Laurus**"), for the purpose of amending the terms of the Intellectual Property Security Agreement, dated February 28, 2006 by and among the Grantor and Laurus (as amended, modified or supplemented from time to time, the "**IP Security Agreement**"). Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the IP Security Agreement and the Security Agreement, dated as of February 28, 2006 by and among the Grantor, Small World Kids, Inc, a Nevada corporation, and Laurus, as amended, modified or supplemented from time to time ("**Security Agreement**").

WHEREAS, the Grantor has acquired rights in additional intellectual property which it is required to pledge to Laurus pursuant to the terms of the IP Security Agreement and otherwise and has agreed with Laurus to make certain changes and/or modifications to the IP Security Agreement as set forth herein.

NOW, THEREFORE, in consideration of the above, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

Amendments to Schedules

1. Schedule I of the IP Security Agreement which lists in respect of the Grantor all of its Patents and Patent Licenses to which it is a party including those referred to on Schedule I thereto is hereby amended to include those additional Patents and Patent Licenses to which it is a party set forth on Annex I hereto.

2. Schedule II of the IP Security Agreement which lists in respect of the Grantor all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule II thereto is hereby amended to include those additional Trademarks and Trademark Licenses to which it is a party set forth on Annex II hereto.

3. Schedule III of the IP Security Agreement which lists in respect of the Grantor all of its Copyrights and Copyright Licenses to which it is a party including those referred to on Schedule II thereto is hereby amended to include those additional Copyrights and Copyright Licenses to which it is a party set forth on Annex III hereto.

Miscellaneous

4. This Amendment shall be effective as of the date first above written (the "**Amendment Effective Date**") on the date when each of the Grantor and Laurus shall have duly executed and each of the Grantor shall have delivered to Laurus its respective counterpart to this Amendment.

5. Except as specifically set forth in this Amendment, there are no other amendments, modifications or waivers to the IP Security Agreement, and all of the other forms, terms and provisions of the IP Security Agreement and the Security Agreement remain in full force and effect.


6. From and after the Amendment Effective Date, all references IP Security Agreement in any document shall be deemed to be a reference to the IP Security Agreement as modified hereby.

7. This Amendment shall be binding upon the parties hereto and their respective successors and permitted assigns and shall inure to the benefit of and be enforceable by each of the parties hereto and its successors and permitted assigns. **THIS AMENDMENT SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK.** This Amendment may be executed in any number of counterparts, each of which shall be an original, but all of which shall constitute one instrument.

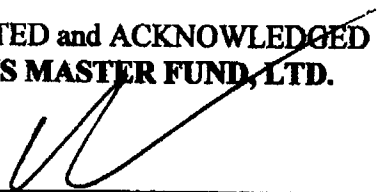
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IN WITNESS WHEREOF, each of the Grantor and Laurus have caused this Amendment to be effective and signed in its name effective as of the date set forth above.

SMALL WORLD TOYS, INC.

By: 
Name: Robert Rankin
Title: CFO

ACCEPTED and ACKNOWLEDGED by:
LAURUS MASTER FUND, LTD.

By: 
Name: _____
Title: **David Grin**
Director

Annex I

A. Patents Issued

NO UPDATE

COUNTRY	TITLE	PATENT NO.	ISSUE DATE

Annex I

B. Patents Applications

NO UPDATE

COUNTRY	TITLE	PATENT APP. NO.	FILING DATE

Annex I

C. Patents Licenses

NO UPDATE

Annex II

A. Trademark Registrations

COUNTRY	TRADEMARK	REG. NO.	REG. DATE	RENEWAL DATE
European Community	Small World Kids	4308185	2/21/2006	2/24/2015
European Community	Small World Toys	4308227	4/20/2006	2/24/2015
United States	SW Express	3099155	5/30/2006	5/30/2016
United States	Together Tunes	3114590	7/11/2006	7/11/2016
United States	Touch'n Sing	3080175	4/11/2006	4/11/2016
United States	Pet me Platypus	3104335	6/13/2006	6/13/2016
United States	IQ Preschool	3166112	10/31/2006	10/31/2016

Annex II

B. Trademark Applications

COUNTRY	TRADEMARK	SERIAL NO.	FILE DATE
United States of America	All About Girls	77/014620	10/5/2006
United States of America	Developing the Whole Child-Mind, Body and Spirit	78/855130	4/5/2006
United States of America	Lift and Learn	78/899819	6/2/2006
China (Peoples Republic)	Ryan's Room	5272479	4/7/2006
United States of America	Ryan's Room	78/881982	5/11/2006
China (Peoples Republic)	Small World Kids	5272480	4/7/2006
China (Peoples Republic)	Small World Toys	5272481	4/7/2006
United States of America	Where Learning and Imagination Come to Play	78/855131	4/5/2006
United States of America	Play Patterns Design to Expand the Mind!	78/899820	6/2/2006
United States of America	Smallworld Kids and Design	78/545933	1/11/2005
United States of America	SW Express and Design	78/545944	1/11/2005

Annex II

C. Trademark Licenses

NO UPDATE

Annex III

A. Copyright Registrations

NO UPDATE

<u>Title</u>	<u>Registration Number</u>	<u>Registration Date</u>

Annex III

B. Copyright Applications

NO UPDATE

Title	Filing Date

Annex III

C. Copyright Licenses

NO UPDATE