

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	05/01/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Warren Industries, Inc.		12/21/2006	CORPORATION: INDIANA

**RECEIVING PARTY DATA**

Name:	Mega Brands International, Luxembourg, Zug Branch
Street Address:	Poststrasse 6
City:	Zug
State/Country:	SWITZERLAND
Postal Code:	CH-6300
Entity Type:	CORPORATION: LUXEMBOURG

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	2849958	BORDERS
Registration Number:	2931979	BUILDERXTREME
Registration Number:	2931978	BUILDERXTREME
Registration Number:	2811887	CREATE-IT
Registration Number:	3150014	CRYSTALS & CANDLELIGHT
Registration Number:	3150013	CRYSTALS & CANDLELIGHT
Registration Number:	3045642	ESPHERA 360°
Registration Number:	3079005	ESPHERA 360°
Registration Number:	2809561	LIMITED EDITIONS
Registration Number:	2796297	MY FIRST BUILDER
Registration Number:	1781565	PRESTIGE
Registration Number:	1194039	PRESTOMAGIX
Registration Number:	1773075	STICK 'N LIFT

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Registration Number:	2958451	THE MISSING PIECE MYSTERY PUZZLES
Registration Number:	2958450	THE MISSING PIECE MYSTERY PUZZLES
Registration Number:	3143401	VIEW THROUGH THE WINDOW
Registration Number:	1278164	WARREN
Registration Number:	1374014	WARREN

**CORRESPONDENCE DATA**

Fax Number: (973)624-7070  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 973-622-4444  
Email: rsmith@mccarter.com  
Correspondent Name: Robert W. Smith, Esq.  
Address Line 1: Four Gateway Center,  
Address Line 2: 100 Mulberry Street  
Address Line 4: Newark, NEW JERSEY 07102-4056

ATTORNEY DOCKET NUMBER: 67895/3 (RWS-0406)

**DOMESTIC REPRESENTATIVE**

Name: Robert W. Smith, Esq.  
Address Line 1: Four Gateway Center  
Address Line 2: 100 Mulberry Street  
Address Line 4: Newark, NEW JERSEY 07102-4056

NAME OF SUBMITTER: Robert W. Smith

Signature: /robertwsmith/

Date: 12/22/2006

Total Attachments: 3  
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**ASSIGNMENT OF TRADEMARKS AND GOODWILL**

This Assignment is made effective as of May 1, 2006, by and between WARREN INDUSTRIES, INC., a corporation duly organized and existing under the laws of the State of Indiana, with offices at 3200 South Street, Lafayette, Indiana 47904 ("Assignor") and MEGA BRANDS AMERICA, INC., a New Jersey corporation with offices at 6 Regent Street, Livingston, New Jersey 07039 ("Assignee").

WHEREAS, Assignor is the sole and exclusive owner of all right, title and interest in and to the trademarks and trademark registrations and trademark registration applications listed and/or described on Appendix A attached hereto and made a part hereof (the "Marks"), and all common law rights to the Marks and all of the goodwill associated with the Marks; and

NOW THEREFORE, for the sum of one dollar (\$1.00), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, grant and convey to Assignee all right, title and interest, including all common law rights, in the Marks, and all issued registrations with respect to same, as well as all of the goodwill related to the Marks and the right to sue for and to retain all damages and other relief for past infringement of the Marks. Assignor will execute any and all further documents necessary to transfer to Assignee title in and to the Marks.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment on this 21<sup>st</sup> day of December, 2006, effective as of May 1, 2006.

ASSIGNOR

WARREN INDUSTRIES, INC.

By: 

Name: ALAIN FANGUAY

Title: Vice President

ME16056060.1

TRADEMARK  
REEL: 003449 FRAME: 0456

## APPENDIX A

### Schedule of Trademarks

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<b>Trademark</b>	<b>Case Number/Subcase Country Name</b>	<b>Status Class(es)</b>	<b>Application Number/Date</b>	<b>Registration Number/Date</b>
<b>BORDERS</b>	0096184784/ United States of America	Registered	78/297,101 08-Sep-2003	2,849,958 01-Jun-2004
<b>BUILDERXTREME</b>	0096184952/ United States of America	Registered	78/311,119 08-Oct-2003	2,931,979 08-Mar-2005
<b>BUILDERXTREME &amp; Design</b>	0096184953/ United States of America	Registered	78/311,116 08-Oct-2003	2,931,978 08-Mar-2005
<b>CREATE-IT</b>	0096184066/ United States of America	Registered	78195940 18-Dec-2002	2,811,887 03-Feb-2004
<b>CRYSTALS &amp; CANDLELIGHT</b>	0096194042/ United States of America	Registered	78/647,989 10-Jun-2005	3,150,014 26-Sep-2006
<b>CRYSTALS &amp; CANDLELIGHT &amp; Design</b>	0096194043/ United States of America	Registered	78/647,982 10-Jun-2005	3,150,013 26-Sep-2006
<b>ESHERA 360</b>	0096192939/ United States of America	Registered	78/516,018 12-Nov-2004	3,045,642 17-Jan-2006
<b>ESHERA 360 &amp; Design</b>	0096193043/ United States of America	Registered	78/529,063 08-Dec-2004	3,079,005 11-Apr-2006
<b>LIMITED EDITIONS</b>	0000003328/ United States of America	Registered	76/387,888 26-Mar-2002	2,809,561 27-Jan-2004
<b>MY FIRST BUILDER</b>	0096184065/ United States of America	Registered	78/195,943 18-Dec-2002	2,796,297 16-Dec-2003
<b>PRESTIGE</b>	0000000453/ United States of America	Registered	74/298,116 27-Jul-1992	1,781,565 13-Jul-1993
<b>PRESTOMAGIX</b>	0000000434/ United States of America	Registered	190,118 20-Oct-1978	1,194,039 20-Apr-1982
<b>STICK 'N LIFT</b>	0000000450/ United States of America	Registered	74/281,851 08-Jun-1992	1,773,075 25-May-1993
<b>THE MISSING PIECE MYSTERY PUZZLES</b>	0096184824/ United States of America	Registered	78/301,035 16-Sep-2003	2,958,451 31-May-2005
<b>THE MISSING PIECE MYSTERY PUZZLES &amp; Design</b>	0096184825/ United States of America	Registered	78/301,029 16-Sep-2003	2,958,450 31-May-2005

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**TRADEMARK**  
**REEL: 003449 FRAME: 0457**

## Schedule of Trademarks

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Trademark	Case Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
VIEW THROUGH THE WINDOW (Stylized)	0096193044/ United States of America	Registered	78/529,086 08-Dec-2004	3,143,401 12-Sep-2006
WARREN	0000000440/ United States of America	Registered	73/420,560 07-Apr-1983	1,278,164 15-May-1984
WARREN & Puzzle Design	0000000441/ United States of America	Registered	73/501,835 01-Oct-1984	1,374,014 03-Dec-1985