

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
Mega Brands America, Inc.		12/12/2006	CORPORATION: NEW JERSEY

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: 5

Property Type	Number	Word Mark
Registration Number:	1835424	CREATIVE COLORING
Registration Number:	2016492	FUZZY
Registration Number:	2498335	FUZZY
Registration Number:	1914886	FUZZY POSTERS
Registration Number:	1847693	SUPER TUBES

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

Address Line 1: Four Gateway Center

Address Line 2: 100 Mulberry Street

Address Line 4: Newark, NEW JERSEY 07102-4056

900070631

TRADEMARK
REEL: 003491 FRAME: 0356

CH \$140.00 1835424

ATTORNEY DOCKET NUMBER:

67895/3 (RWS-0406)

DOMESTIC REPRESENTATIVE

Name: Robert W. Smith

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:

03/01/2007

Total Attachments: 4

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ASSIGNMENT OF TRADEMARKS AND GOODWILL

This Assignment is made effective as of the 11th day of December 2006, by and between Mega Brands America, Inc., a corporation duly organized and existing under the laws of the State of New Jersey, with offices at 6 Regent Street, Livingston, New Jersey 07039 ("Assignor") and Mega Brands International, Luxembourg, Zug Branch, a Luxembourg corporation with offices at Poststrasse 6, CH-6300 Zug, Switzerland ("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 common law rights, in the Marks, and all issued registrations with respect to same, as well as the goodwill related to the Marks and the right to sue 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.

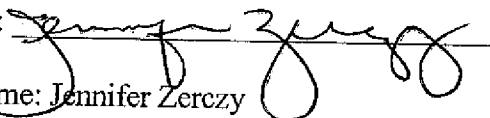
IN TESTIMONY WHEREOF, Assignor has executed this Assignment on the day and year first above written.

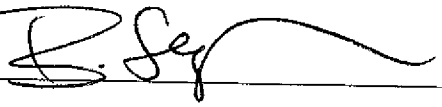
ASSIGNOR

ASSIGNEE

MEGA BRANDS AMERICA, INC.

MEGA BRANDS INTERNATIONAL,
LUXEMBOURG, ZUG BRANCH

By: 
Name: Jennifer Zerczy

By: 
Name: Brahm Segal

Title: Corporate Secretary

Title: Vice President, Business Development
and Branch Manager

NOTARIAL CERTIFICATION

On this 12th day of December 2006, JENNIFER ZERCZY personally came before me and acknowledged under oath, to my satisfaction, that she is the Corporate Secretary of Mega Brands America, Inc. and is authorized to execute the foregoing instrument on behalf of said company and that she signed this document as her own act and deed.

Lori Jane Shyavitz

Notary Public

(SEAL)

LORI J. SHYAVITZ
Notary Public, State Of New York
No. 02SH6081775
Qualified In New York County
Commission Expires October 15, 2008
2010

NOTARIAL CERTIFICATION

On this 11th day of December 2006, BRAHM SEGAL personally came before me and acknowledged under oath, to my satisfaction, that he is the Vice President, Business Development and Branch Manager of Mega Brands International, Luxembourg, Zug Branch, and is authorized to execute the foregoing instrument on behalf of said company and that he signed this document as his own act and deed.

_____

Notary Public

(SEAL)

LORI J. SHYAVITZ
Notary Public, State Of New York
No. 02SH6081775
Qualified In New York County
Commission Expires October 15, 2008
2010

APPENDIX A**Schedule of Trademarks****Page: 1**

Trademark	Docket Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
CREATIVE COLORING	0000003192/ United States of America	Registered 16 Int.	74/396,975 28-May-1993	1,835,424 10-May-1994
FUZZY	0000003193/ United States of America	Registered 16 Int.	74/674,246 15-May-1995	2,016,492 12-Nov-1996
FUZZY	0000003194/ United States of America	Registered 16 Int.	76/157,924 02-Nov-2000	2,498,335 16-Oct-2001
FUZZY POSTERS	0000003195/ United States of America	Renewed 16 Int.	74/558,878 06-Aug-1994	1,914,886 29-Aug-1995
SUPER TUBES	0000003196/ United States of America	Registered 16 Int.	74/435,245 09-Sep-1993	1,847,693 02-Aug-1994