

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: 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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REEL: 003510 FRAME: 0882

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

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)
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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
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Signature:	/robertwsmith/
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Date:	03/29/2007
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Total Attachments: 5

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ASSIGNMENT OF TRADEMARKS AND GOODWILL

This Assignment is made effective as of the ¹⁴~~12~~ 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.

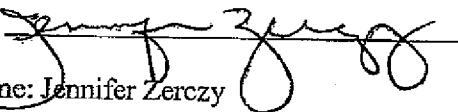
IN TESTIMONY WHEREOF, Assignor has executed this Assignment on the day and year first above written.


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

TRADEMARK

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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.

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, 2006
2010

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APPENDIX A

Schedule of Trademarks

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

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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