

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
Word World, LLC		03/25/2008	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	Enhanced Capital New York Fund II, LLC
Street Address:	350 Park Avenue, 24th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	3213818	WHERE WORDS COME ALIVE
Registration Number:	3149328	WHERE WORDS COME ALIVE
Registration Number:	3340453	WORD WORLD
Registration Number:	3146109	WORD WORLD
Registration Number:	3139698	WORD WORLD
Registration Number:	3139697	WORD WORLD WHERE WORDS COME ALIVE
Registration Number:	3139699	WORD WORLD WHERE WORDS COME ALIVE
Registration Number:	2949198	WORDTHINGS
Registration Number:	3101154	WORDTHINGS
Serial Number:	76626077	WHERE WORDS COME ALIVE
Serial Number:	76626079	WHERE WORDS COME ALIVE
Serial Number:	76626078	WHERE WORDS COME ALIVE
Serial Number:	76626076	WHERE WORDS COME ALIVE
Serial Number:	76529107	WORD THINGS

OP \$765.00 3213818

Serial Number:	76626048	WORD WORLD
Serial Number:	76626075	WORD WORLD
Serial Number:	76626049	WORD WORLD
Serial Number:	77213393	WORD WORLD
Serial Number:	78946303	WORDFRIENDS
Serial Number:	78946284	WORDFRIENDS
Serial Number:	78946266	WORDFRIENDS
Serial Number:	78946241	WORDFRIENDS
Serial Number:	77242547	WORDWORLD
Serial Number:	77241519	WORDWORLD
Serial Number:	77241526	WORDWORLD
Serial Number:	77241537	WORDWORLD
Serial Number:	77241495	WORDWORLD
Serial Number:	77242555	WORDWORLD
Serial Number:	77241559	WORDWORLD
Serial Number:	77241494	WORDWORLD

CORRESPONDENCE DATA

Fax Number: (612)335-1657
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 6123351425
Email: doris.yock@leonard.com
Correspondent Name: Doris E. Yock, Leonard, Street and Deina
Address Line 1: 150 South Fifth Street, Suite 2300
Address Line 4: Minneapolis, MINNESOTA 55402

NAME OF SUBMITTER:	Doris E. Yock, Leonard, Street and Deina
Signature:	/Doris E. Yock/
Date:	05/01/2008

Total Attachments: 23
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LOAN AND SECURITY AGREEMENT

This LOAN AND SECURITY AGREEMENT (this "Agreement") is entered into as of the 25th day of March, 2008, by and among WORD WORLD, LLC, a New York limited liability company ("Debtor"), on the one hand, and ENHANCED CAPITAL NEW YORK FUND II, LLC, a Delaware limited liability company ("ECNYII" or "Lender"), on the other hand.

RECITALS

WHEREAS, Debtor has requested that Lender make available on the Closing Date (as defined herein) a senior serviced term loan to Debtor in the principal amount of NINE HUNDRED THOUSAND AND No/DOLLARS (\$900,000.00), and

WHEREAS, Lender is willing to make such term loan facility available to Debtor upon the terms and conditions set forth herein.

NOW THEREFORE, Debtor and Lender hereby agree as follows:

ARTICLE I DEFINITIONS AND REFERENCES

Section 1.1 General Definitions. As used herein, the terms "Agreement," "Debtor" and "Lender" shall have the meanings indicated above, and the following terms shall have the following meanings:

"Alliance" shall mean Alliance Entertainment Corporation.

"Business Day" shall mean a day other than a Saturday, Sunday or legal holiday for commercial banks in New York.

"CAPCO Laws" shall mean the New York certified capital company statute and the rules and regulations promulgated thereunder.

"Capital Expenditures" shall mean for any such period, with respect to any Person, the aggregate of all expenditures by such Person for the acquisition or leasing (pursuant to a capital lease) of fixed or capital assets or additions to equipment (including replacements, capitalized repairs and improvements during such period) that would be capitalized under GAAP on a balance sheet of such Person.

"Cash Equivalents" means (i) securities issued, or directly and fully guaranteed or insured, by the United States Government or any agency or instrumentality thereof having maturities of not more than six (6) months from the date of the acquisition by a Person, (ii) time deposits, money market deposits and certificates of deposit, having maturities of not more than six (6) months from the date of acquisition, of any domestic commercial bank which has, or the holding company of which has, a commercial paper rating meeting the requirements specified in clause (iv) below, (iii) overnight repurchase obligations for underlying securities of the types described in clauses (i) and (ii) entered

p.m. (Eastern time) on the day when due in lawful money of the United States to Lender in the manner or location directed by such Lender.

Section 2.9 Maturity Date. The Term Loan will terminate on the Maturity Date unless terminated earlier pursuant to this Agreement, and all principal and interest then outstanding under the Term Loan shall be due and payable on such date.

Section 2.10 Use of Proceeds. Debtor shall use the proceeds of the Term Loan (i) for working capital and general corporate purposes, and (ii) to pay the fees, costs and expenses of Lender pursuant to this Agreement.

Section 2.11 Warrants. Debtor shall issue Warrants to Lender as follows:

(a) on the Closing Date, Warrant to purchase such number of units of Debtor equal to (i) the quotient of ten percent (10%) of the original outstanding principal amount of the Note, (ii) divided by the per unit price (without taking into account any discounts offered in connection with bridge financing) of the equity security of Debtor sold in a financing transaction that occurs within the six month anniversary of the Closing Date in which Debtor receives net proceeds of at least Two Million Dollars (\$2,000,000.00) ("Per Unit Price"). The \$2,000,000 net proceeds shall include the conversion of the bridge loan financing provided by Gilford Securities (estimated to be \$1,350,000). If there is no such financing in that time frame, then the Per Unit Price shall be equal to the per unit price on a fully-diluted basis that would be determined based on a Twenty Five Million Dollars (\$25,000,000) equity valuation of Debtor on February 19, 2008, or, if lower, the per unit price at which Debtor sells equity securities in its first financing transaction after such six-month anniversary of the Closing Date in an amount of at least Two Hundred Fifty Thousand Dollars (\$250,000.00). If Debtor's business is sold prior to the time that the Per Unit Price has been determined, then the Per Unit Price shall be set at the per unit price on a fully-diluted basis that would be determined based on a pre-money equity valuation of Thirty Million Dollars (\$30,000,000.00); and

(b) on the first anniversary of the Closing Date, Warrants to purchase the number of units of Debtor equal to (i) the quotient of ten percent (10%) of the outstanding principal amount of the Note on the first anniversary, (ii) divided by the Per Unit Price.

ARTICLE III SECURITY INTEREST

Section 3.1 Grant of Security Interest. As collateral security for all of the Obligations, Debtor does hereby sell, assign, transfer and set over unto, and grant to Lender a continuing security interest in, general lien upon, collateral assignment of, and a right of set-off against all of Debtor's right, title and interest in and to all assets of Debtor, including, without limitation, the following (collectively, the "Collateral"):

(a) **Receivables.** All of the following, whether now or hereafter existing, that are owned by Debtor or in which Debtor otherwise has any rights: (i) all accounts of any

kind, including, but not limited, to any and all Debtor's right to payment of fees/royalties derived from the Material Contracts, whether now or hereafter existing, (ii) all chattel paper, documents and instruments of any kind, whether now or hereafter existing, relating to such accounts or arising out of or in connection with the sale or lease of goods or the rendering of services and (iii) all rights now or hereafter existing in, to or under all security agreements, leases and other contracts securing or otherwise relating to any such accounts, chattel paper, documents or instruments (any and all such accounts, chattel paper, documents, instruments, security agreements, leases and other contracts being referred to herein collectively as the "Receivables");

(b) Contract Rights, General Intangibles, etc. All of the following, whether now or hereafter existing, that are owned by Debtor or in which Debtor otherwise has any rights: all contract rights and general intangibles of any kind (including, but not limited to, patents, patent rights, trademarks, trademark rights, trade name, trade name rights, copyrights or trade secrets in which Debtor acquires rights by ownership, license or otherwise (the "Intellectual Property")), as well as all causes of action, tax refunds and insurance proceeds, and all chattel paper, documents, instruments, security agreements, payment intangibles, other contracts and money, and all other rights of Debtor (except those constituting Receivables) to receive payments of money or the ownership of property (any and all such contract rights, general intangibles (including Intellectual Property), chattel paper, documents, instruments, security agreements, other contracts, money and other rights being referred to herein collectively as the "General Intangibles");

(c) Equipment. All equipment in all of its forms, wherever located and whether now or hereafter existing, that is owned by Debtor or in which Debtor otherwise has any rights (including, without limiting the foregoing in any respect, all fixtures, motor vehicles, trailers, tools, machinery and furniture of any type, kind or nature owned by Debtor), all parts thereof and all accessions and additions thereto (collectively, the "Equipment");

(d) Inventory. All inventory in all of its forms, wherever located and whether now or hereafter existing, that is owned by Debtor or in which Debtor otherwise has any rights (including, but not limited to, all (i) inventory and raw materials and work in progress therefor, finished goods thereof and materials used or consumed in the manufacture or production thereof, (ii) goods in which Debtor has an interest in mass or a joint or other interest or right of any kind and (iii) goods that are returned to or repossessed by Debtor), and all accessions thereto and products thereof and documents therefor (any and all such inventory, accessions, products and documents being referred to herein collectively as the "Inventory"); provided, however, that sales of Inventory in the ordinary course of business shall be permitted and a buyer thereof shall take free from the security interest created herein;

(e) Instruments. All of the following, whether now or hereafter existing, that are owned by Debtor or in which Debtor otherwise has any rights: all instruments, chattel paper, certificates of deposit and other instruments evidencing any deposit issued by any financial institution to Debtor, in all forms and all interest, cash and other writings and property from time to time received, receivable or otherwise distributed in respect of or in

exchange for or in renewal or extension of any or all of such instruments, chattel paper, and certificates of deposit (collectively, the "Instruments");

(f) Investment Property. All present and future investment property of Debtor, including, without limitation, all certificated and uncertificated securities, all security entitlements and securities accounts, all commodity contracts and commodity accounts, and all interests of Debtor in each thereof (collectively, the "Investment Property");

(g) Letter of Credit Proceeds. Any and all right, title and interest of Debtor, whether now or hereafter existing, in and to the proceeds of any and all written letters of credit under which Debtor is a beneficiary (collectively, the "Letters of Credit");

(h) Pledged Accounts. All present and future deposit accounts of Debtor including, without limitation, any demand, time savings, passbook, certificates of deposit, or like account maintained by Debtor with any bank, savings and loan association, credit union or other organization, all money, cash and checks, drafts, notes, bills, bills of exchange and bonds or other instruments, writings or property of Debtor from time to time received, receivable or otherwise distributed in respect thereof, in renewal or extension thereof, or in exchange therefor, whether or not deposited in any such deposit account (all such indebtedness, interest, cash, earnings, other instruments and other writings or property being collectively referred to herein as the "Pledged Accounts");

(i) Related Collateral and Proceeds. All parts of, all accessions to, all replacements for, all products of, all payments of any type in lieu of or in respect of and all documents and general intangibles covering or relating to any or all of the foregoing Collateral; all books and records related to any and all of the foregoing Collateral, including any and all books of account, customer lists and other records relating in any way to the foregoing Collateral; all proceeds of any and all of the foregoing Collateral and, to the extent not otherwise included, all payments under insurance (whether or not Lender is the loss payee thereof) or under any indemnity, warranty or guaranty by reason of loss to or otherwise with respect to any of the foregoing Collateral.

In each case, the foregoing shall be covered by this Agreement whether Debtor's ownership or other rights therein are presently held or hereafter acquired and howsoever Debtor's interests therein may arise or appear (whether by ownership, security interest, claim or otherwise).

Section 3.2 Obligations Secured. The security interest created hereby in the Collateral constitutes continuing collateral security for all of the Obligations, including, without limitation, the following obligations, indebtedness and liabilities, whether now existing or hereafter incurred:


(a) Note. The Note;

(b) Amounts Due Under This Agreement. The payment by Debtor, as and when due and payable, of all amounts from time to time owing by Debtor under or with respect to this Agreement; and

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their proper and duly authorized officers as of the date first above written.

DEBTOR:

WORD WORLD, LLC

By:  _____

Name: ALEX KATZ

Title: EXECUTIVE VICE PRESIDENT

LENDER:

ENHANCED CAPITAL NEW YORK FUND II,
LLC

By: _____

Name: Michael A. G. Korengold

Title: President

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their proper and duly authorized officers as of the date first above written.

DEBTOR:

WORD WORLD, LLC

By: _____

Name: _____

Title: _____

LENDER:

ENHANCED CAPITAL NEW YORK FUND II,
LLC

By:  _____

Name: Michael A. G. Korengold

Title: President

TRADEMARK

REEL: 003781 FRAME: 0881

SCHEDULE 4.1(u)

INTELLECTUAL PROPERTY

Patent Applications Outstanding

WWI001 US utility application filed on May 19, 2004, application serial no. 10/850,186. Application is currently pending. Preliminary amendments were filed on 03/27/2007.

WWI001-PCT – Patent Cooperation Treaty application no. PCT/US05/17254, filed on 5/18/2005*, at this time the PCT application has been converted into National Stage applications listed below.

WWI001-AUSTRALIA - Local application no. 2005262732, local filing date 5/18/2005* - application is currently pending. The deadline to file a Request for Examination is 11/23/2007. We are also preparing to file the latest amendments.

WWI001-BRAZIL – Local application no. PI 0511436-5, local filing date 11/21/2006* - application is currently pending. The deadline to file a Request for Examination is 05/18/2008. Last annuity was paid on 05/21/2007. Next annuity is due between 05/18/2008 and 08/18/2008. We are also preparing to file the latest amendments.

WWI001-CANADA – Local application no. 2,567,367, local filing date 5/18/2005* - application is currently pending. The deadline to file a Request for Examination is 05/18/2010. Last annuity was paid on 05/18/2007. Next annuity is due on 05/18/2008. We are also preparing to file the latest amendments.

WWI001-CHINA – Local application no. 200580020452.5, local filing date 1/19/2007* - application is currently pending. The Request for Examination has been filed on 05/19/2007. We are also preparing to file the latest amendments.

WWI001-EPO – Local application no. 05752284.9, local filing date 3/26/2007* - amendments have been filed and application has been published. Last annuity was paid on 05/31/2007. Next annuity is due on 05/31/2008.

WWI001-ISRAEL – Local application no. 179396, local filing date 5/18/2005* - application is currently pending. We are also preparing to file the latest amendments.

WWI001-JAPAN – Local application no. 100083932, local filing date 11/20/2006*- application is currently pending. The deadline to file a Request for Examination is 05/18/2008. We are also preparing to file the latest amendments.

WWI001-MEXICO – Local application no. PA/A/2006/013521, local filing date 11/21/2006* - application is currently pending. We are also preparing to file the latest amendments.

WWI001-NORWAY – Local application no. 20065877, local filing date 12/19/2006* - application is currently pending. Amendments have been filed on May 14, 2007. Last annuity was paid on 05/31/2007. Next annuity is due on 05/31/2008.

*Although the filing dates vary, all of the above applications claim priority to the original US application filed on 05/19/2004.

See attached list of registered Copyrights and Trademarks.

Creator's Interest. Commencing with the Creator's Interest Effective Date defined below, the creators of the property as defined by Debtor (the "Creators"), shall be due an amount equal to two percent (2%) of the gross revenues derived from the exploitation of Debtor's intellectual property (the "Creator's Interest"). The Creator's Interest Effective Date for this provision shall be that date upon which Debtor is sold. For the purposes of this Section, sale of Debtor shall mean a change in control of more than 50% of Debtor's outstanding Membership Units, assets or voting rights in any one or series of related transactions. Decisions with regards to the Creator's Interest shall require the majority approval of the Creators as set forth in separate Creator's Interest agreements between each Creator and Debtor.

WordWorld™

Where Words Come Alive™

Copyrights Filed To Date - March 3.18.08

Description of © Filed	Date Filed
EPISODES	8/24/2007
RUNAWAY O	8/24/2007
HAPPY BIRTHDAY DOG	8/24/2007
THERE'S AN ANT IN EVERY GIANT	8/24/2007
CHEF SHEEP	8/24/2007
ROCKET TO THE MOON	8/24/2007
THE BIRDS	8/24/2007
THE MYSTERY OF THE DISAPPEARING P	8/24/2007
DUCKS FAMILY REUNION	8/24/2007
SH-SH-SHARK!	8/24/2007
DOG WANTS TO PLAY BALL	8/24/2007
PIES, PIES, PIES!	8/24/2007
WATERLOGGED	8/24/2007
DOG'S CAMPING ADVENTURE	1/9/2007
V IS FOR VACATION	1/9/2007
SNUG AS A BUG	1/9/2007
NIGHTLIGHT	1/9/2007
DUCK'S FIRST SLEEPOVER PARTY	1/9/2007
ONE HAT FITS ALL	1/9/2007
DANCING DOG	1/9/2007
PIG'S BIG MOONLIGHT FEAST	1/9/2007
BOPPIN' WITH THE BUG BAND	1/9/2007
SHUFFLEWORD	1/9/2007
W DROUGHT	1/9/2007
PRINCESS SHEEP	1/9/2007
PRODUCTS	
BEE	12/21/2007
BUG	12/21/2007
COW	12/21/2007
DOG	12/21/2007
DUCK	12/21/2007
CAT	12/21/2007
FISH	12/21/2007
LION	12/21/2007
PIG	12/21/2007
SHEEP	12/21/2007
TIGER	12/21/2007
ZEBRA	12/21/2007
DEEP BLUE POND	12/21/2007
SNUG AS A BUG	12/21/2007
THESE BIRDS ARE WORDS	12/21/2007
THINGS THAT GO!	12/21/2007
CONSTRUCTION TRUCK	12/21/2007
FIRE TRUCK	12/21/2007
WORDSAND MOON SAND BEACH SET	12/21/2007
BARN	12/21/2007
HOUSE	12/21/2007
BIRD EGG	12/21/2007
DUCK EGG	12/21/2007

OWL EGG	12/21/2007
Fuzzy WORDPOSTERS	12/21/2007
WORDCLINGS	12/21/2007
Bugs WORDSTAMPS & WORDSTICKERS	12/21/2007
WORDREVEAL-PARTY	12/21/2007
WORDREVEAL-WACKY WARDROBES	12/21/2007
WORDREVEAL-BEAR'S BREAKFAST	12/21/2007
WORDDOUGH FRUIT BASKET	12/21/2007
CAR & TRUCK STAMPERS	12/21/2007
WORDREADER with WORDCARDS	12/21/2007
Rhyming WORDCARDS	12/21/2007
WORDROLL	12/21/2007
WORDMATCH	12/21/2007
TIGER'S TOOLS	12/21/2007
ANT'S PICNIC	12/21/2007
DUCK'S BEACH PARTY	12/21/2007

Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
WHERE WORDS COME ALIVE	Australia	1049734	4/7/2005	1049734	11/14/2005	Registered	09, 16, 28, 41	Full description listed below*
WHERE WORDS COME ALIVE	Canada	1306777	7/27/2006			Pending	09, 16, 28, 41	Full description listed below*
WHERE WORDS COME ALIVE	European Union	4421012	5/3/2005	4421012	5/31/2006	Registered	09, 16, 28, 41	Full description listed below*
WHERE WORDS COME ALIVE	United States	76/626077	12/27/2004			Pending	16	Children's coloring books, comic books, cook books, address books, engagement books, diaries, calendars, bookmarks, color prints, posters, post cards, greeting cards, trading cards, book covers, decalcomania, stickers; stationery, envelopes, memo pads, notebooks, notepads, ring binders, folders, pen and pencil cases, rulers, staplers, pencils, pens, pencil sharpeners, markers, rubber stamps, paper signs and banners for decorative purposes; paper party goods, namely hats, napkins, placemats and decorations; paper bags and merchandise bags, paper and plastic party bags, paper party favors, lunch bags, gift wrapping materials, paper holiday decorations
WHERE WORDS COME ALIVE	United States	76/626,079	12/27/2004			Pending	41	Entertainment services, namely, an ongoing children's television series; motion picture films; theatrical programs; fan clubs; online entertainment services, namely information, interactive games, quizzes and fan clubs based on a children's television series; website featuring information, interactive games, quizzes and fan clubs based on a children's television series
WHERE WORDS COME ALIVE	United States	76/626,078	12/27/2004			Pending	28	Games and toys, namely puppets, finger puppets, make-your-own puppet kits, stuffed animals, hand-held units for playing electronic games, electronic educational game machines for children, dolls, rag dolls, paper dolls, doll accessories, toy action figures and accessories therefor, collectible toy figures, cases for dolls, cases for action figures, cases for play accessories, toy building blocks, toy construction blocks, toy banks, toy mobiles, infant toys, inflatable toys, bath toys, pull toys, wind-up toys, swim toys, float for recreational use, water-squirting toys, sand toys, sandbox toys, toy vehicles, action skill games, board games, children's party games, card games, jigsaw puzzles, manipulative puzzles, toy cube puzzles, toy model hobbycraft kits, toy modeling dough, toy gliders, balloons, bubble making wand and solution sets, boomerangs, kites, flying discs, yo-yos, jump ropes, costume masks, party favors in the nature of small toys, adult and children's party games, piñatas, Christmas tree decorations, snow globes, costume masks, snow boards, skate boards, body boards, athletic protective pads

TRADEMARK

Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
WHERE WORDS COME ALIVE	United States	76/626,076	12/27/2004			Pending	9	Prerecorded video tapes, audio tapes, laser discs, video discs, compact discs, CD-ROMs, DVDs, and floppy discs featuring entertainment and educational programming for children; computer and video game software, downloadable computer and video game software, computer and video game cartridges, computer and video game programs, decorative magnets, cameras, calculators, computer game discs, electric switch plates, mouse pads
WHERE WORDS COME ALIVE	United States	76/978,238	12/27/2004	3,213,818	2/27/2007	Registered	16	Children's books, children's activity books
WHERE WORDS COME ALIVE	United States	76/978,238	12/27/2004	3,149,328	9/26/2006	Registered	28	Toys, namely plush toys
WORD THINGS	Australia	1049740	4/7/2005	1049740	11/14/2005	Registered	09, 16, 28, 41	Full description listed below*
WORD THINGS	Canada	1308784	6/7/2006			Pending	09, 16, 28, 41	Full description listed below*
WORD THINGS	United States	76/529107	7/2/2003			Pending	9	Prerecorded video tapes, audio tapes, laser discs, video discs, compact discs, CD-ROMs and floppy discs featuring entertainment and educational programming for children; computer and video game cartridges, computer and video game programs, computer and video game software
WORD WORLD	Australia	1049738	4/7/2005	1049738	11/14/2005	Registered	09, 16, 28, 41	Full description listed below*
WORD WORLD	Canada	1308780	7/27/2006			Pending	09, 16, 28, 41	Full description listed below*
WORD WORLD	European Union	4421021	5/3/2005	4421021	5/8/2006	Registered	09, 16, 28, 41	Full description listed below*
WORD WORLD	United States	76/626,048	12/27/2004			Pending	9	Prerecorded video tapes, audio tapes, laser discs, video discs, compact discs, CD-ROMs, DVDs, and floppy discs featuring entertainment and educational programming for children; computer and video game software, downloadable computer and video game software, computer and video game cartridges, computer and video game programs, decorative magnets, cameras, calculators, computer game discs, electric switch plates, mouse pads

TRADEMARK

Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
WORD WORLD	United States	76/626,075	12/27/2004			Pending	28	Games and toys, namely puppets, finger puppets, make-your-own puppet kits, stuffed animals, hand-held units for playing electronic games, electronic educational game machines for children, dolls, rag dolls, paper dolls, doll accessories, toy action figures and accessories therefor, collectible toy figures, cases for dolls, cases for action figures, cases for play accessories, toy building blocks, toy construction blocks, toy banks, toy mobiles, infant toys, inflatable toys, bath toys, pull toys, wind-up toys, swim toys, swim floats for recreational use, water-squirting toys, sand toys, sandbox toys, toy vehicles, action skill games, board games, children's party games, card games, jigsaw puzzles, manipulative puzzles, toy cube puzzles, toy model hobbycraft kits, toy modeling dough, toy gliders, balloons, bubble making wand and solution sets, boomerangs, kites, flying discs, yo-yos, jump ropes, costume masks, party favors in the nature of small toys, adult and children's party games, piñatas, Christmas tree decorations, snow globes, costume masks, snow boards, skate boards, body boards, athletic protective pads
WORD WORLD	United States	76/626,049	12/27/2004			Pending	16	Children's coloring books, comic books, cook books, address books, engagement books, diaries, calendars, bookmarks, color prints, posters, post cards, greeting cards, trading cards, book covers, decalomania, stickers; stationery, envelopes, memo pads, notebooks, notepads, ring binders, folders, pen and pencil cases, rulers, staplers, pencils, pens, pencil sharpeners, markers, rubber stamps, paper signs and banners for decorative purposes; paper party goods, namely hats, napkins, placemats and decorations; paper bags and merchandise bags, paper and plastic party bags, paper party favors, lunch bags, gift wrapping paper, ribbons, bows and bags, paper holiday decorations
WORD WORLD	United States	77213393	6/22/2007			Pending	41	Entertainment services in the nature of children's animated television series
WORD WORLD	United States	76/529904	6/25/2003	3,340,453	11/20/2007	Registered	41	Web site featuring information about a children's animated television series
WORD WORLD	United States	76/978234	12/27/2004	3,146,109	9/19/2006	Registered	28	Plush toys
WORD WORLD	United States	76/978232	12/27/2004	3,139,698	9/5/2006	Registered	16	Children's books and children's activity books
WORD WORLD & Design	Australia	1049739	4/7/2005	1049739	11/14/2005	Registered	09, 16, 28, 41	Full description listed below*
WORD WORLD & Design	European Union	4438651	5/3/2005	4438651	8/7/2006	Registered	09, 16, 28, 41	Full description listed below*

TRADEMARK

Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
WORD WORLD & Design	United States	76/978231	12/27/2004	3,139,697	9/5/2006	Registered	28	Plush toys
WORD WORLD & Design	United States	76/978233	12/27/2004	3,139,699	9/5/2006	Registered	16	Children's books, children's activity books
WORDFRIEND S	Australia	1128593	8/8/2006			Pending	09, 16, 28, 41	Full description listed below*
WORDFRIEND S	Canada	1306785	6/27/2006			Pending	09, 16, 28, 41	Full description listed below*
WORDFRIEND S	European Union	5247201	8/8/2006	5247201	8/2/2007	Registered	09, 16, 28, 41	Full description listed below*
WORDFRIEND S	United States	78/946303	8/7/2006			Pending	41	Entertainment services, namely, an ongoing children's television series; motion picture film production; production of theatrical programs; fan clubs; online entertainment services, namely providing a website featuring information, interactive games, quizzes and fan clubs based on a children's television series
WORDFRIEND S	United States	78/946284	8/7/2006			Pending	28	Games and toys, namely plush toys, puppets, finger puppets, make-your-own puppet kits, stuffed animals, hand-held units for playing electronic games, electronic educational game machines for children, dolls, rag dolls, paper dolls, doll accessories, toy action figures and accessories therefor, collectible toy figures, cases for dolls, cases for action figures, cases for play accessories, toy building blocks, toy construction blocks, toy banks, toy mobiles, infant toys, inflatable toys, bath toys, pull toys, wind-up toys, swim toys, swim floats for recreational use, water-squirting toys, sand toys, sandbox toys, toy vehicles, action skill games, board games, children's party games, card games, jigsaw puzzles, manipulative puzzles, toy cube puzzles, toy model hobby craft kits, toy modeling dough, toy gliders, balloons, bubble making wand and solution sets, boomerangs, kites, flying discs, yoyos, jump ropes, costume masks, party favors in the nature of small toys, adult and children's party games, piñatas, Christmas tree decorations, snow globes, costume masks, snow boards, skate boards, body boards, athletic protective

Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
WORDFRIEND S	United States	78/946266	8/7/2006			Pending	16	Children's books, children's activity books, children's coloring books, comic books, cook books, address books, engagement books, diaries, calendars, bookmarks, color prints, posters, post cards, greeting cards, trading cards, book covers, decalomania, stickers; stationery, envelopes, memo pads, notebooks, notepads, ring binders, folders, pen and pencil cases, non-graduated and non-calibrated rulers, staplers, pencils, pens, pencil sharpeners, markers, rubber stamps, paper signs and banners for decorative purposes; paper party goods, namely hats, napkins, placemats and decorations; paper bags and merchandise bags, paper and plastic party bags, paper party favors, lunch bags, gift wrapping materials, paper holiday decorations
WORDFRIEND S	United States	78/946241	8/7/2006			Pending	9	Pre-recorded video tapes, audio tapes, laser discs, video discs, compact discs, CD-ROMs, DVDs, and floppy discs featuring entertainment and educational programming for children; computer and video game software, downloadable computer and video game software, computer and video game cartridges, computer and video game programs, decorative magnets, cameras, calculators, computer game discs, electric switch plates, mouse pads
WORDPALS	United States					Proposed		
WORDPLAY	United States					Proposed		
WORDTHINGS	European Union	4420188	5/3/2005	4420188	5/24/2006	Registered	09, 16, 28, 41	Full description listed below*
WORDTHINGS	United States	76/529,106	7/2/2003	2,949,198	5/10/2005	Registered	28	Games and toys, namely action skill games, board games, children's party games, dolls, rag dolls, paper dolls, plush toys, stuffed animals, inflatable toys, toy action figures and accessories therefor, doll accessories, collectable toy figures, flying discs, toy gliders, kites, toy banks, bath toys, water-squirting toys, puppets, finger puppets, make-your-own puppet kits, electronic educational game machines for children, hand-held unit for playing electronic games, sand box toys, pull toys, wind-up toys, toy cube puzzles and manipulative puzzles, jigsaw puzzles, toy vehicles, toy building blocks, toy construction blocks, infant toys, jump ropes, balloons, yo-yos, party favors in the nature of small toys
WORDTHINGS	United States	76/529,105	7/2/2003	3,101,154	6/6/2006	Registered	16	Series of books for children

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Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
WORDWORLD Logo	Australia	1204304	10/10/2007			Pending	09, 16, 28, 41	Class 9: Prerecorded video tapes, audio tapes, laser discs, video discs, compact discs, CD-ROMs, DVDs, and floppy discs featuring entertainment and educational programming for children; computer and video game software, downloadable computer and video game software, computer and video game cartridges, computer and video game programs, decorative magnets, cameras, calculators, computer game discs, electric switch plates, mouse pads; Sunglasses, radios, radios incorporating clocks, portable stereos, karaoke machines, cassette players, compact disc players, portable DVD players, cameras, and headphones; Portable and handheld digital electronic devices for the development of reading, grammar, spelling and other academic skills for children; audio file on portable and handheld digital electronic devices; handheld computers; Portable and handheld video games for subscription based television; Educational computer and game software for handheld electronic devices featuring the development of reading, grammar and spelling and other academic skills for children; audio and video recordings featuring educational matter for children; Prerecorded compact discs Class 16: Children's books, children's activity books, children's coloring books Class 28: Games and toys, namely plush toys, puppets, finger puppets, make Class 41: Entertainment services, namely, an ongoing children's television ser
WORDWORLD Color Logo	Australia	1204303	10/10/2007			Pending	09, 16, 28, 41	Class 9: Prerecorded video tapes, audio tapes, laser discs, video discs, compact discs, CD-ROMs, DVDs, and floppy discs featuring entertainment and educational programming for children; computer and video game software, downloadable computer and video game software, computer and video game cartridges, computer and video game programs, decorative magnets, cameras, calculators, computer game discs, electric switch plates, mouse pads; Sunglasses, radios, radios incorporating clocks, portable stereos, karaoke machines, cassette players, compact disc players, portable DVD players, cameras, and headphones; Portable and handheld digital electronic devices for the development of reading, grammar, spelling and other academic skills for children; audio file on portable and handheld digital electronic devices; handheld computers; Portable and handheld video games for subscription based television; Educational computer and game software for handheld electronic devices featuring the development of reading, grammar and spelling and other academic skills for children; audio and video recordings featuring educational matter for children; Prerecorded compact discs Class 16: Children's books, children's activity books, children's coloring books

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Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
WORDWORLD Color Logo	United States	77242547	7/30/2007			Pending	16	Class 16: Children's books, children's activity books, children's coloring books, comic books, cook books, address books, engagement books, diaries, calendars, bookmarks, color prints, posters, post cards, greeting cards, trading cards, book covers, decalomania, stickers; stationery, envelopes, memo pads, notebooks, notepads, ring binders, folders, pen and pencil cases, rulers, staplers, pencils, pens, pencil sharpeners, markers, rubber stamps, paper signs and banners for decorative purposes; paper party
WORDWORLD Color Logo	United States	77241519	7/29/2007			Pending	16	Class 16: Children's books, children's activity books, children's coloring books, comic books, cook books, address books, engagement books, diaries, calendars, bookmarks, color prints, posters, post cards, greeting cards, trading cards, book covers, decalomania, stickers; stationery, envelopes, memo pads, notebooks, notepads, ring binders, folders, pen and pencil cases, rulers, staplers, pencils, pens, pencil sharpeners, markers, rubber stamps, paper signs and banners for decorative purposes; paper party goods, namely hats, napkins, placemats and decorations; paper bags and merchandise bags, paper and plastic party bags, paper party favors, lunch bags, gift wrapping materials, paper holiday decorations, crayons, announcement cards, paper name tags, bookmarks, photo albums, tracing paper books, sketch books, decorations for pencils, extensions and attachments for pencils, erasers, tape dispensers, desktop organizers, bulletin boards, dry-erase writing boards, chalk boards, arts and crafts paint kits, temporary tattoos, card files, calendars, facial tissue, chalks, sidewalk chalks and stencils; Printed matter, namely, paper products, namely, education

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Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
WORDWORLD Logo	Canada	1368543	10/22/2007			Pending	9, 16, 28, 41	Class 9: Prerecorded video tapes, audio tapes, laser discs, video discs, compact discs, CD-ROMs, DVDs, and floppy discs featuring entertainment and educational programming for children; computer and video game software, downloadable computer and video game software, decorative video game cartridges, computer and video game programs, decorative magnets, cameras, calculators, computer game discs, electric switch plates, mouse pads; Sunglasses, radios, cassette players, compact disc players, portable stereos, karaoke machines, cassette players, compact disc players, portable DVD players, cameras, and headphones; Portable and handheld digital electronic devices for the development of reading, grammar, spelling and other academic skills for children; audio file on portable and handheld digital electronic devices; handheld computers; Portable and handheld video games for subscription based television; Educational computer and game software for handheld electronic devices featuring the development of reading, grammar and spelling and other academic skills for children; audio and video recordings featuring educational matter for children; Prerecorded compact discs Class 16: Children's books, children's activity books, children's coloring books Class 28: Games and toys, namely plush toys, puppets, finger puppets, make
WORDWORLD Logo	Canada	1368538	10/22/2007			Pending	09, 16, 28, 41	Class 9: Prerecorded video tapes, audio tapes, laser discs, video discs, compact discs, CD-ROMs, DVDs, and floppy discs featuring entertainment and educational programming for children; computer and video game software, downloadable computer and video game software, decorative video game cartridges, computer and video game programs, decorative magnets, cameras, calculators, computer game discs, electric switch plates, mouse pads; Sunglasses, radios, cassette players, compact disc players, portable stereos, karaoke machines, cassette players, compact disc players, portable DVD players, cameras, and headphones; Portable and handheld digital electronic devices for the development of reading, grammar, spelling and other academic skills for children; audio file on portable and handheld digital electronic devices; handheld computers; Portable and handheld video games for subscription based television; Educational computer and game software for handheld electronic devices featuring the development of reading, grammar and spelling and other academic skills for children; audio and video recordings featuring educational matter for children; Prerecorded compact discs Class 16: Children's books, children's activity books, children's coloring books

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REEL: 003781 FRAME: 0893

Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
WORDWORLD Logo	European Union	6384721	10/10/2007			Pending	09, 16, 28, 41	Class 9: Pre-recorded video tapes, audio tapes, laser discs, video discs, compact discs, CD-ROMs, DVDs, and floppy discs featuring entertainment and educational programming for children; computer and video game software, downloadable computer and video game software, computer and video game cartridges, computer and video game programs, decorative magnets, cameras, calculators, computer game discs, electric switch plates, mouse pads; Sunglasses, radios, radios incorporating clocks, portable stereos, karaoke machines, cassette players, compact disc players, portable DVD players, cameras, and headphones; Portable and handheld digital electronic devices for the development of reading, grammar, spelling and other academic skills for children; audio file on portable and handheld digital electronic devices; handheld computers; Portable and handheld video games for subscription based television; Educational computer and game software for handheld electronic devices featuring the development of reading, grammar and spelling and other academic skills for children; audio and video recordings featuring educational matter for children; Pre-recorded compact discs Class 16: Children's books, children's activity books, children's coloring books Class 28: Games and toys, namely plush toys, puppets, finger puppets, make Class 41: Entertainment services, namely, an ongoing children's television se
WORDWORLD Color Logo	United States	77241526	7/29/2007			Pending	16	Children's books, children's activity books, children's coloring books, comic books, cook books, address books, engagement books, diaries, calendars, bookmarks, color prints, posters, post cards, greeting cards, trading cards, book covers, decalomania, stickers; stationery, envelopes, memo pads, notebooks, notepads, ring binders, folders, pen and pencil cases, rulers, staplers, pencils, pens, pencil sharpeners, markers, rubber stamps, paper signs and banners for decorative purposes; paper party goods, namely hats, napkins, placemats and decorations; paper bags and merchandise bags, paper and plastic party bags, paper party favors, lunch bags, gift wrapping materials, paper holiday decorations, crayons, announcement cards, paper name tags, bookmarks, photo albums, tracing paper books, sketch books, decorations for pencils, extensions and attachments for pencils, erasers, tape dispensers, desktop organizers, bulletin boards, dry-erase writing boards, chalk boards, arts and crafts paint kits, temporary tattoos, card files.

TRADEMARK

REEL: 003781 FRAME: 0894

Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
WORDWORLD Color Logo	United States	77241537	7/29/2007			Pending	28	Class 28: Games and toys, namely plush toys, puppets, finger puppets, make your-own puppet kits, stuffed animals, hand-held units for playing electronic games, electronic educational game machines for children, dolls, rag dolls, paper dolls, doll accessories, toy action figures and accessories therefore, collectible toy figures, cases for dolls, cases for action figures, cases for play accessories, toy building blocks, toy construction blocks, toy banks, toy mobiles, infant toys, inflatable toys, bath toys, pull toys, wind-up toys, swim toys, swim floats for recreational use, water-squirting toys, sand toys, sandbox toys, toy vehicles, action skill games, board games, children's party games, card games, jigsaw puzzles, manipulative puzzles, toy cube puzzles, toy model hobby craft kits, toy modeling dough, toy gliders, balloons, bubble making wand and solution sets, boomerangs, kites, flying discs, yoyos, jump ropes, costume masks, party favors in the nature of small toys, adult and children's party games, piñatas, Christmas tree decorations, snow globes, costume masks, snow boards, skate boards, body boards, athletic protective
WORDWORLD Logo	United States	77241495	7/29/2007			Pending	16	Children's books, children's activity books, children's coloring books, comic books, cook books, address books, engagement books, diaries, calendars, bookmarks, color prints, posters, post cards, greeting cards, trading cards, book covers, decalcomania, stickers; stationery, envelopes, memo pads, notebooks, notepads, ring binders, folders, pen and pencil cases, rulers, staplers, pencils, pens, pencil sharpeners, markers, rubber stamps, paper signs and banners for decorative purposes; paper party goods, namely hats, napkins, placemats and decorations; paper bags and merchandise bags, paper and plastic party bags, paper party favors, lunch bags, gift wrapping materials, paper holiday decorations, crayons, announcement cards, paper name tags, bookmarks, photo albums, tracing paper books, sketch books, decorations for pencils, extensions and attachments for pencils, erasers, tape dispensers, desktop organizers, bulletin boards, dry-erase writing boards, chalk boards, arts and crafts paint kits, temporary tattoos, card files, calendars, facial tissue, chalks, sidewalk chalks and stencils; Printed matter
WORDWORLD Logo	United States	77242555	7/30/2007			Pending	41	Class 41: Entertainment services, namely, an ongoing children's television series; motion picture films; theatrical programs; fan clubs; online entertainment services, namely information, interactive games, quizzes and fan clubs based on a children's television series; website featuring information, interactive games, quizzes and fan clubs based on a children's television series; Entertainment services, namely providing an online computer game, providing a wide variety of information in the fields of entertainment, education, recreation, and games via the internet

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Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
WORDWORLD Logo	United States	77241559	7/29/2007			Pending	28	Games and toys, namely plush toys, puppets, finger puppets, make-your-own puppet kits, stuffed animals, hand-held units for playing electronic games, electronic educational game machines for children, dolls, rag dolls, paper dolls, doll accessories, toy action figures and accessories therefore, collectible toy figures, cases for dolls, cases for action figures, cases for play accessories, toy building blocks, toy construction blocks, toy banks, toy mobiles, infant toys, inflatable toys, bath toys, pull toys, wind-up toys, swim toys, swim floats for recreational use, water-squirting toys, sand toys, sandbox toys, toy vehicles, action skill games, board games, children's party games, card games, jigsaw puzzles, manipulative puzzles, toy cube puzzles, toy model hobby craft kits, toy modeling dough, toy gliders, balloons, bubble making wand and solution sets, boomerangs, kites, flying discs, yoyos, jump ropes, costume masks, party favors in the nature of small toys, adult and children's party games, piñatas, Christmas tree decorations, snow globes, costume masks, snow boards, skate boards, body boards, athletic protective
WORDWORLD Logo	United States	77241494	7/29/2007			Pending	9	Prerecorded video tapes, audio tapes, laser discs, video discs, compact discs, CD-ROMs, DVDs, and floppy discs featuring entertainment and educational programming for children; computer and video game software, downloadable computer and video game software, computer and video game cartridges, computer and video game programs, decorative magnets, cameras, calculators, computer game discs, electric switch plates, mouse pads; Sunglasses, radios, radios incorporating clocks, portable stereos, karaoke machines, cassette players, compact disc players, portable DVD players, cameras, and headphones; Portable and handheld digital electronic devices for the development of reading, grammar, spelling and other academic skills for children; audio file on portable and handheld digital electronic devices; handheld computers; Portable and handheld video games for subscription based television; Educational computer and game software for handheld electronic devices featuring the development of reading, grammar and spelling and other academic skills for children; audio and video recordings featuring educational matter for children; Prerecorded compact disc
								Full Descriptions*

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Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
								<p>Class: 9 Scientific, nautical, surveying, photographic, cinematographic, optical, weighing, measuring, signalling, checking (supervision), life-saving and teaching apparatus and instruments; apparatus and instruments for conducting, switching, transforming, accumulating, regulating or controlling electricity; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs; automatic vending machines and mechanisms for coin-operated apparatus; cash registers, calculating machines, data processing equipment and computers; fire-extinguishing apparatus; pre-recorded video tapes, audio tapes, laser discs, video discs, compact discs, CD-ROMs (compact disc-read only memories), DVDs (digital versatile discs/digital video discs), and floppy discs featuring entertainment and educational programming for children; computer and video game software, downloadable computer and video game software, computer and video game cartridges, computer and video game programs, decorative magnets, cameras, calculators, computer game discs, electric switch plates, r</p>
								<p>Class: 16 Paper, cardboard and goods made from these materials, not included in other classes; printed matter; bookbinding material; photographs; stationery; adhesives for stationery or household purposes; artists' materials; paint brushes; typewriters and office requisites (except furniture); instructional and teaching material (except apparatus); plastic materials for packaging (not included in other classes); printers' type; printing blocks; children's books, children's activity books, children's coloring books, comic books, cook books, address books, engagement books, diaries, calendars, bookmarks, color prints, posters, post cards, greeting cards, trading cards, book covers, decalcomania, stickers; stationery, envelopes, memo pads, note books, notepads, ring binders, folders, pen and pencil cases, rulers, staplers, pencils, pens, pencils sharpeners, markers, rubber stamps, paper signs, and banners for decorative purposes; paper party goods, namely hats, napkins, placemats and decorations; paper bags and merchandise bags, paper and plastic party bags, paper party favors, lunch bags, gift paper</p>

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REEL: 003781 FRAME: 0897

Mark	Country	App. #	App. Dt	Reg. #	Reg. Dt	Status	Classes	Goods & Services
								<p>Class: 28 Games, toys and playthings, including plush toys, puppets, finger puppets, make-your-own puppet kits, stuffed animals, hand-held units for playing electronic games, electronic educational game machines for children, dolls, rag dolls, paper dolls, doll accessories, toy action figures and accessories therefore, collectible toy figures, cases for dolls, cases for action figures, cases for play accessories, toy building blocks, toy construction blocks, toy banks, toy mobiles, infant toys, inflatable toys, bath toys, pull toys, wind-up toys, swim toys, swim floats for recreational use, water-squirting toys, sand toys, sandbox toys, toy vehicles, action skill games, board games, children's party games, cards games, jigsaw puzzles, manipulative puzzles, toy cube puzzles, toy model hobbycraft kits, toy modelling dough, toy gliders, balloons, bubble making wand and solution sets, boomerangs, kites, flying discs, yoyos, jump ropes, costume masks, party favors in the nature of small toys, adult and children's party games, pinatas, Christmas tree decorations, snow globes, snow boards, skate boards, body boards, athletic protective pad</p> <p>Class: 41 Education; providing of training; entertainment; sporting and cultural activities; entertainment services, including an ongoing children's television series; motion picture films; theatrical programs; fan clubs; online entertainment services, namely information, interactive games, quizzes and fan clubs based on a children's television series; website featuring information, interactive games, quizzes and fan clubs based on a children's television series</p>