

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Worldmarks Holding Limited		09/01/2008	CORPORATION: BRITISH VIRGIN ISLANDS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Tollytots Limited		
<b>Street Address:</b>	8 Pilkem Street, 26th Floor		
<b>City:</b>	Kowloon		
<b>State/Country:</b>	HONG KONG		
<b>Postal Code:</b>	SAR		
<b>Entity Type:</b>	CORPORATION: HONG KONG		
<b>PROPERTY NUMBERS Total: 12</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2605447		
Registration Number:	2949140	TOLLY GIRL 18" DOLL OUTFIT AGES 3+	
Registration Number:	2583191	CD-TOTS	
Registration Number:	2798105	CD-TOTS	
Registration Number:	2813804	FRIENDS BY TOLLY	
Registration Number:	2880140	PALOMA	
Registration Number:	3029669	TOLLY	
Registration Number:	2909117	TOLLY GIRL	
Registration Number:	3095160	TOLLY GLIDER	
Registration Number:	2576610	TOLLYTOTS	
Registration Number:	3325124	TOLLYTOYS	
Registration Number:	2880139	TRISHA	
<b>CORRESPONDENCE DATA</b>			

**CH \$315.00 2605447**

Fax Number: (212)884-8464  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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Email: nytrademarks@dlapiper.com  
Correspondent Name: DLA Piper LLP (US)  
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Address Line 2: Attn: Monica P. McCabe  
Address Line 4: New York, NEW YORK 10020-1104

ATTORNEY DOCKET NUMBER:	308819-2
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**DOMESTIC REPRESENTATIVE**

Name: DLA Piper LLP (US)  
Address Line 1: 1251 Avenue of the Americas  
Address Line 2: Attn: Monica P. McCabe  
Address Line 4: New York, NEW YORK 10020-1104

NAME OF SUBMITTER:	Monica P. McCabe
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Signature:	/monica mccabe/
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Date:	09/04/2008
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Total Attachments: 9  
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## TRADE-MARK ASSIGNMENT

**WHEREAS, Worldmarks Holding Limited**, whose full post office address is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Island, (hereinafter referred to as the "**Assignor**") has adopted and is the owner of the entire rights, title and interest in and to the trade-marks listed on Schedule "A" attached hereto and the registrations and applications for registration of the trade-marks on Schedule "A" (collectively the "**Trade-marks**").

**WHEREAS, Tollytots Limited**, whose full post office address is 8 Pilkem Street, 26th Floor, Kowloon, Hong Kong SAR, (hereinafter referred to as the "**Assignee**") is desirous of acquiring all the entire rights, title and interest in and to the Trade-marks.

**NOW, THEREFORE**, the Assignor declares as follows:

The Assignor hereby perpetually and exclusively sells, assigns, transfers and conveys to the Assignee, in consideration of the sum of one dollar (\$1) and other good and valuable consideration, the receipt of which is hereby acknowledged, the entire all rights, title and interest in and to the Trade-marks, together with the goodwill of the business connected with the use and as symbolized by the Trade-marks, along with all common law and statutory rights related thereto, all rights of renewal and extension effective this day of 1st September 2008

The Assignor further assigns to the Assignee the right to sue for past infringement and to recover and retain all damages and profits arising in connection with such Trade-marks.

The Assignor undertakes to, upon the request of the Assignee, execute all papers, make all rightful oaths, testify on behalf of the Assignee, and do all other acts necessary to carry out the intent of this Agreement, as well as to provide such other material, information and/or assistance as the Assignee may consider necessary.

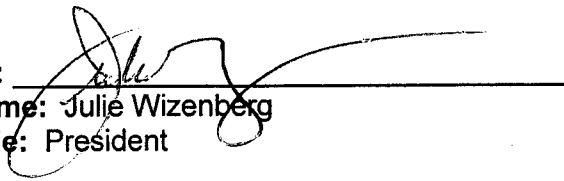
The Assignor covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment.

This Agreement shall be binding upon the parties, their successors and/or assigns, and all others acting by, through, with or under their direction and all those in privity therewith.

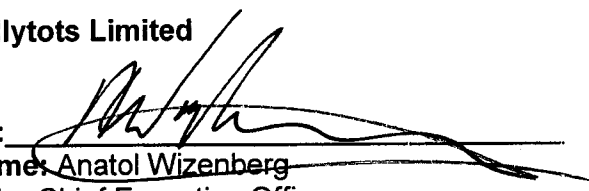
*[signature page follows]*

IN WITNESS WHEREOF, the parties have caused this Trade-Mark Assignment Agreement to be duly executed and signed by their duly authorized officers on this 1st day of September, 2008.

**Worldmarks Holding Limited**

By:   
Name: Julie Wizenberg  
Title: President

**Tollytots Limited**

By:   
Name: Anatol Wizenberg  
Title: Chief Executive Officer

SUBSCRIBED and SWORN to before me this 1st of  
September, 2008.

*Gwen Chan*

N/A

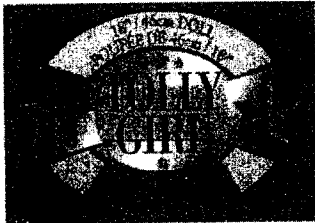
Notary Public My Commission Expires:

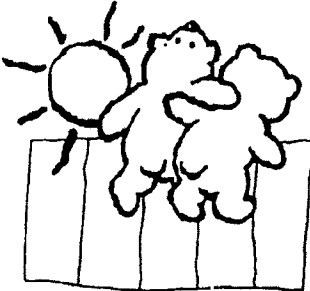
**VIVIEN CHAN**  
Notary Public  
Hong Kong SAR

**Schedule "A"**

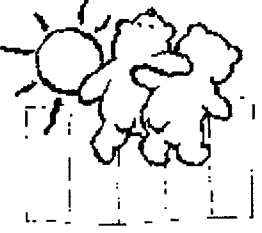

**Trademark Details**

**A. CANADA**

TRADE-MARK	STATUS	WARES & SERVICES
<p><b>TOLLY GIRL</b></p>	<p><b>REGISTERED</b>            Application No.: 1194290            Filing Date: 2003-10-21            Registration No.: TMA643771            Registration Date: 2005-07-07</p>	<p>Dolls doll play sets doll furniture and doll accessories, namely doll outfits, doll dress up, doll hair accessories and sets, doll beds, doll pets, doll feeding accessories and sets, doll carriers, doll houses, doll strollers, doll carriages and prams, doll play yards, doll swings, doll bassinets and doll high chairs.</p>
 <p><b>TOLLY GIRL &amp; Design</b></p>	<p><b>REGISTERED</b>            Application No.: 1194289            Filing Date: 2003-10-21            Registration No.: TMA643607            Registration Date: 2005-07-06</p>	<p>Dolls doll play sets doll furniture and doll accessories, namely doll outfits, doll dress up, doll hair accessories and sets, doll beds, doll pets, doll feeding accessories and sets, doll carriers, doll houses, doll strollers, doll carriages and prams, doll play yards, doll swings, doll bassinets and doll high chairs.</p>
<p><b>TOLLY</b></p>	<p><b>REGISTERED</b>            Application No.: 1148354            Filing Date: 2002-07-30            Registration No.: TMA599015            Registration Date: 2004-01-09</p>	<p>Dolls, doll strollers, doll play yards, doll swings, doll highchairs, doll clothing, doll furniture, doll carriers and doll sets, namely dolls and doll accessories thereof.</p>
<p><b>FRIENDS BY TOLLY</b></p>	<p><b>REGISTERED</b>            Application No.: 1148353            Filing Date: 2002-07-30            Registration No.: TMA599036            Registration Date: 2004-01-12</p>	<p>Dolls, doll strollers, doll play yards, doll swings, doll highchairs, doll clothing, doll furniture, doll carriers and doll sets, namely dolls and doll accessories thereof.</p>
<p><b>CD-TOTS</b></p>	<p><b>REGISTERED</b>            Application No.: 1047713            Filing Date: 2000-02-23            Registration No.: TMA558084            Registration Date: 2002-02-18</p>	<p>Dolls and doll accessories sold as a package with interactive game software featuring the doll children's interactive game software featuring a doll character.</p>

TRADE-MARK	STATUS	WARES & SERVICES
 <p><b>BEARS FANCIFUL &amp; DESIGN</b></p>	<p><b>REGISTERED</b>  Application No.: 1030117  Filing Date: 1999-09-24  Registration No.: TMA552095  Registration Date: 2001-10-05</p>	<p>Strollers, play yards, swings, high chairs, carriages, travel beds, car seats, carriers, cribs, dressers toys, namely doll strollers, doll play yards, doll swings, doll high chairs, doll sets, including dolls, doll clothing, and doll furniture.</p>
<p><b>TOLLYTOTS</b></p>	<p><b>REGISTERED</b>  Application No.: 1016013  Filing Date: 1999-05-18  Registration No.: TMA551394  Registration Date: 2001-09-24</p>	<p>Strollers, play yards, swings, high chairs, carriages, travel beds, car seats, carriers, cribs, dressers toys, namely doll strollers, doll play yards, doll swings, doll high chairs, doll sets, including dolls, doll clothing, and doll furniture.</p>

**B. UNITED STATES**

Mark/Title	Serial/Registration Number	Class and Goods	Status
	2,605,447	28: Swing sets, dolls, strollers, doll play yards, doll swings, doll highchairs, and doll sets, namely, dolls and doll accessories therefor	Registered August 6, 2002
	2949140	28: Dolls; doll play sets; doll furniture and doll accessories, namely, doll outfits, doll dress up, doll hair accessories and sets, doll beds, doll pets, doll feeding accessories and sets, doll carriers, doll houses, doll strollers, doll carriages and prams, doll play yards, doll swings, doll bassinets, and doll high chairs	Registered May 10, 2005.
CD-TOTS	2,583,191	09: Children's interactive educational game software featuring a doll character	Registered June 18, 2002
CD-TOTS	2,798,105	28: Dolls, doll accessories, and interactive children's educational game software featuring the doll character, sold together as a unit	Registered December 23, 2003
FRIENDS BY TOLLY	2,813,804	28: Dolls, doll strollers, doll play	Registered February 10, 2004

Mark/Title	Serial/Registration Number	Class and Goods	Status
		yards, doll swings, doll highchairs, doll clothing, doll furniture, doll carriers and doll sets, namely dolls and doll accessories thereof	
PALOMA	2,880,140	28: Dolls, doll outfits, doll accessories and doll furniture	Registered August 31, 2004
TOLLY	3029669	28: Dolls, doll strollers, doll play yards, doll swings, doll highchairs, doll clothing, doll furniture, doll carriers and doll sets, namely dolls and doll accessories thereof	Registered December 13, 2005
TOLLY GIRL	2,909,117	28: Dolls; doll play sets; doll furniture and doll accessories, namely, doll outfits, doll dress up, doll hair accessories and sets, doll beds, doll pets, doll feeding accessories and sets, doll carriers, doll houses, doll strollers, doll carriages and prams, doll play yards, doll swings, doll bassinets, and doll high chairs	Registered December 7, 2004
TOLLY GLIDER	3,095,160	28: Toys, namely, electronic ride-on toys, electronic toy vehicles, electronic toy scooters, electronic gliders,	Registered May 23, 2006



Mark/Title	Serial/Registration Number	Class and Goods	Status
		electronic stick horses, and electronic stick riding toys	
TOLLYKIDS/TOLLY KIDS	N/A (Full availability search completed)	16, 20 & 28: Children's furniture; tables and chairs , toy boxes, dressers, bookshelves, toddler and infant beds , easels and marker boards , storage units Step stools drawing tables, high chairs strollers play yards made in wood , or wood by products , plastic, and metal , vanity tables.	N/A
TOLLYTOTS	2,576,610	28: Swings sets, dolls, doll strollers, doll play yards, doll swings, doll highchairs, and doll sets, namely dolls and doll accessories thereof	Registered June 4, 2002
TOLLYTOYS	3325124	28: Dolls; doll play sets; doll furniture and doll accessories, namely, doll outfits, doll dress up, doll hair accessories and sets, doll beds, doll pets, doll feeding accessories and sets, doll carriers, doll houses, doll strollers, doll carriages and prams, doll play yards, doll swings, doll bassinets, and	Registered October 30, 2007

Mark/Title	Serial/Registration Number	Class and Goods	Status
		doll high chairs	
TRISHA	2,880,139	28: Dolls, doll outfits, doll accessories and doll furniture.	Registered August 31, 2004
JILLIAN	76/505,976	28: Dolls, doll outfits, doll accessories and doll furniture	Notice of Abandonment Issued May 28, 2004
LEAH	76/506,293	28: Dolls, doll outfits, doll accessories and doll furniture	Notice of Abandonment Issued May 29, 2004
QUINN	76/506,220	28: Dolls, doll outfits, doll accessories and doll furniture	Notice of Abandonment Issued June 3, 2004
SUNNY	76/506,289	28: Dolls, doll outfits, doll accessories and doll furniture	Notice of Abandonment Issued May 29, 2004
TOLLY BOY	78/333,691	28: Toys	Notice of Abandonment Issued January 11, 2005
TOLLY TOTGLIDERS	78/339,340	28: Toys	Notice of Abandonment Issued January 11, 2005
TOLLY TOTSTERS	78/339,337	28: Toys	Notice of Abandonment Issued January 11, 2005
TOLLYTOTS	75/714,058	12: Baby strollers, children's car seats, baby carriages and hard molded baby carriers  20: Highchairs, cribs and playpens, furniture, namely dressers and baby changing tables	Notice of Abandonment Issued November 5, 2003
TYRA	2,875,494	28: Dolls, doll	Cancelled by Tyra

Mark/Title	Serial/Registration Number	Class and Goods	Status
		outfits, doll accessories and doll furniture	Banks for non-use.