

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/07/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tollytots Limited		10/03/2008	CORPORATION: HONG KONG

RECEIVING PARTY DATA

Name:	Tollytots Limited
Street Address:	22619 Pacific Coast Highway
Internal Address:	c/o JAKKS Pacific, Inc.
City:	Malibu
State/Country:	CALIFORNIA
Postal Code:	90265
Entity Type:	CORPORATION: HONG KONG

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2605447	
Registration Number:	2949140	TOLLY GIRL 18" DOLL OUTFIT AGES 3+
Registration Number:	2798105	CD-TOTS
Registration Number:	2583191	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

CH \$315.00 2605447

CORRESPONDENCE DATA

Fax Number: (212)752-4632
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128888200
Email: lmiller@fkiwsb.com
Correspondent Name: Larry Miller
Address Line 1: 750 Lexington Ave.
Address Line 2: 24th Floor
Address Line 4: New York, NEW YORK 10022-1200

ATTORNEY DOCKET NUMBER:	TOLLYTOTSASSIGNMENT
NAME OF SUBMITTER:	Larry Miller
Signature:	/larry miller/
Date:	01/20/2009

Total Attachments: 10
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TRADE-MARK ASSIGNMENT

WHEREAS, Tollytots Limited, a Hong Kong corporation, with an address is 8 Pilgrim Street, 26th Floor, Kowloon, Hong Kong SAR, (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, JPI TTL (HK) Limited, a Hong Kong corporation, with an address of c/o JAKKS Pacific, Inc., 22819 Pacific Coast Highway, Malibu, CA 90265 (hereinafter referred to as the "Assignee"), is desirous of acquiring 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 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 7th day of October, 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.

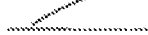
[signature page follows]

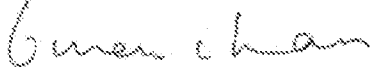
IN WITNESS WHEREOF, the parties have caused this Trade-Mark Assignment Agreement to be duly executed and signed by their duly authorized officers on this 3rd day of October, 2008.

Toltytote Limited

By: 
Name: Anatol Wizenberg
Title: Chief Executive Officer

SUBSCRIBED and SWORN to before me this 3rd day of October, 2008.

Vivien Chan, Notary Public My Commission Expires: 



VIVIEN CHAN
Notary Public
Hong Kong SAR

JPI TTL (HK) Limited

By: _____
Name: _____
Title: _____

SUBSCRIBED and SWORN to before me this _____ day of October, 2008.

_____ Notary Public My Commission Expires: _____

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 _____ day of October, 2008.

Tollytots Limited

By: _____
Name: Anatol Wizenberg
Title: Chief Executive Officer

JPTTTL (HK) Limited

By: _____
Name: Stephen Berman
Title: Director

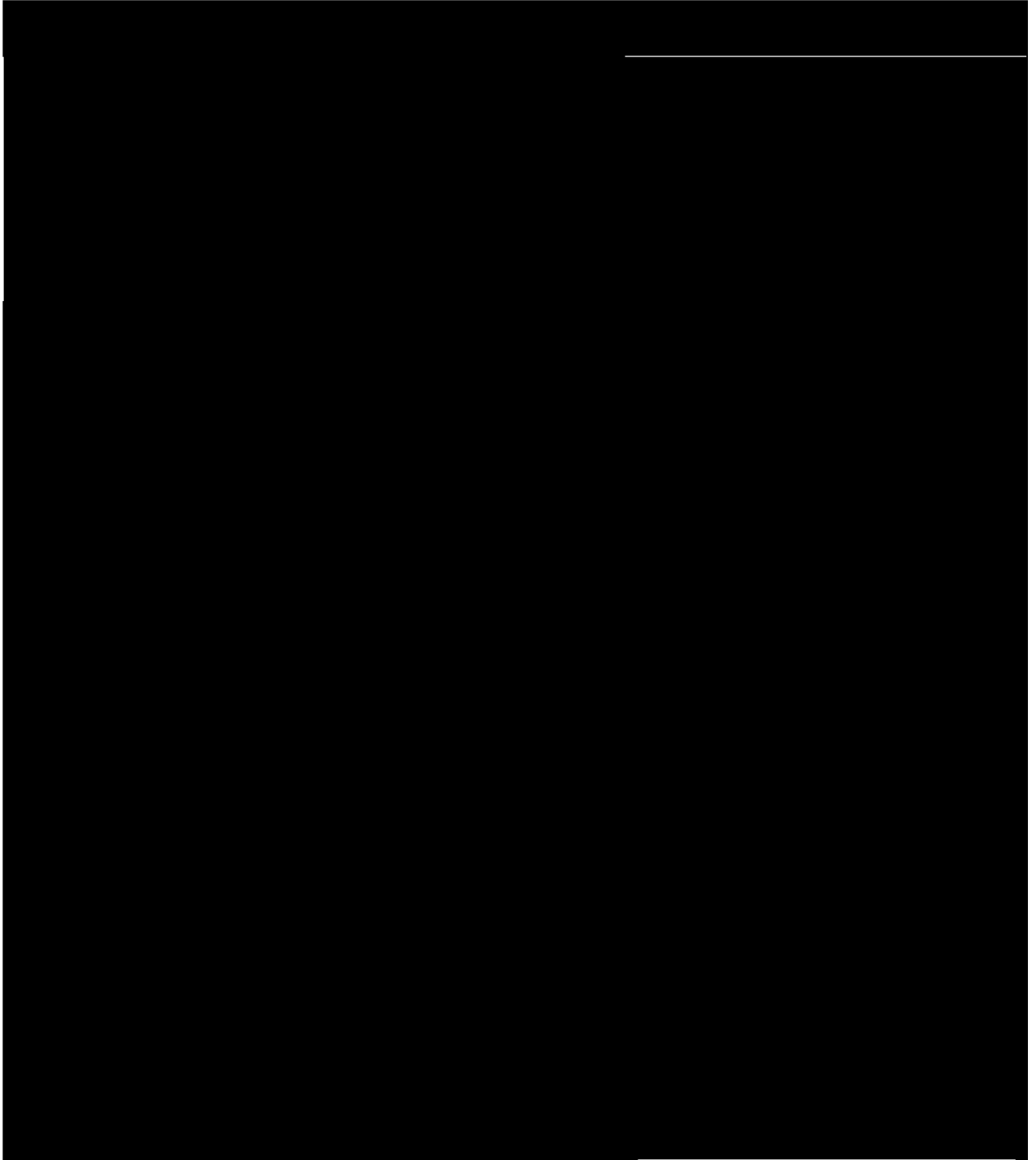
SUBSCRIBED and SWORN to before me this _____ of _____

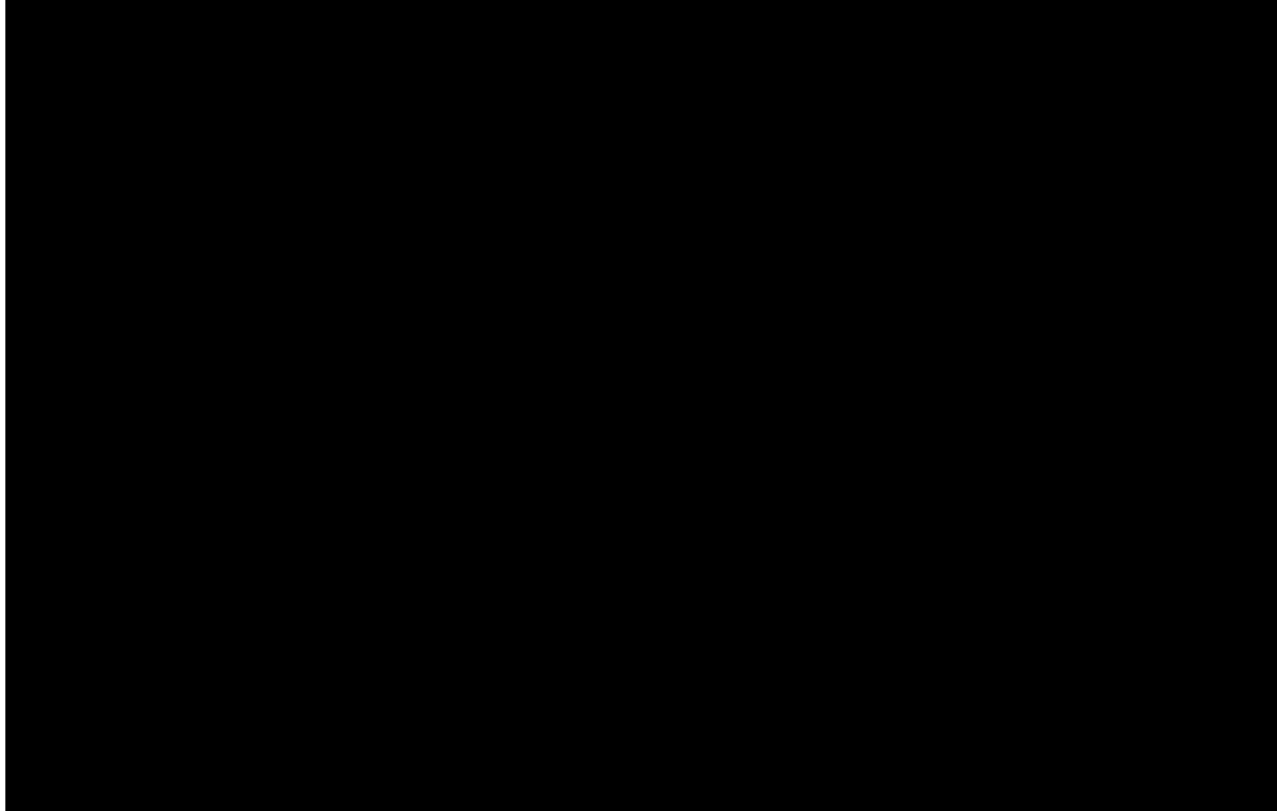
Notary Public My Commission Expires:

Schedule "A"

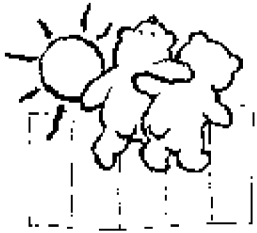

Trademark Details

A. CANADA





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	
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 doll high chairs	Registered October 30, 2007

Mark/Title	Serial/Registration Number	Class and Goods	Status
TRISHA	2,880,139	28: Dolls, doll outfits, doll accessories and doll furniture.	Registered August 31, 2004

No. 1251086
編號



CERTIFICATE OF CHANGE OF NAME
公司更改名稱證書

I hereby certify that
本人謹此證明

JPI TTL (HK) LIMITED

having by special resolution changed its name, is now incorporated under
經通過特別決議，已將其名稱更改，該公司現根據

the Companies Ordinance (Chapter 32) in the name of
《公司條例》(第32章)註冊的名稱為

TOLLYTOTS LIMITED

Issued on 23 December 2008 .

本證書於二〇〇八年十二月二十三日發出。

Ms. Fanny Wing-chi LAM

.....
for Registrar of Companies
Hong Kong

香港公司註冊處處長
(林詠芝 代行)

Note 註：

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。