

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/29/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Disguise, Inc.		12/29/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 46**

Property Type	Number	Word Mark
Serial Number:	77239437	B TWIXT!
Registration Number:	3299477	BECOME THE HERO
Registration Number:	3349512	BECOME THE HERO
Registration Number:	3513680	BLOODHAVEN
Registration Number:	3499108	CANDY CATCHERS
Serial Number:	77613028	CANDY CUBE
Registration Number:	2051835	CESAR
Registration Number:	3399064	CLUB LUX
Registration Number:	3050682	D/CEPTIONS
Registration Number:	3065616	D/CEPTIONS
Registration Number:	3321810	DARLINGS OF DARKNESS
Registration Number:	3450239	DOOMSLAYERS

CH \$1165.00 77239437

Serial Number:	77253424	DOUBLERZ
Registration Number:	3321811	EVERY WITCH WAY
Registration Number:	3364516	FAIRY PRECIOUS
Registration Number:	3364519	FAIRY PRECIOUS
Registration Number:	3054489	FAIRY-LICIOUS
Registration Number:	3087352	FAIRY-LICIOUS
Registration Number:	2684313	FUN FIRST
Serial Number:	77253403	FOURCOMETH
Registration Number:	3321812	GARDEN CHARMS
Registration Number:	3331508	GARDEN OF EVIL
Serial Number:	77253415	GLEAM GIRLS
Registration Number:	3102198	GODYSSEY
Registration Number:	3063035	GODYSSEY
Registration Number:	3331507	GRAVELORDS
Registration Number:	3050683	HOTTIE TOTTIES
Registration Number:	3156379	HOTTIE TOTTIES GET'EM WHILE THEY'RE HOT!
Serial Number:	78808795	I P!NK
Registration Number:	3321878	KILLER CURVES
Registration Number:	3395550	KILLER CURVES
Registration Number:	3054531	MY SIZE DISGUISE
Registration Number:	3399059	OPERATION RAPID STRIKE
Serial Number:	77475648	POLITICALLY INCORRECT
Serial Number:	78741248	POWER SUIT
Registration Number:	3513681	PRANKS A LOT
Serial Number:	77239421	ROT N' ROCKERS
Registration Number:	3513683	SASSYSCENE
Registration Number:	2368107	SHADOW NINJAS
Registration Number:	3178628	SOUL STALKERS
Registration Number:	3314162	THY EVIL COURT
Registration Number:	3459505	THY EVIL COURT
Registration Number:	2542092	TINY TREATS
Serial Number:	77613038	TREAT CRUISER
Registration Number:	3513682	WORLDSCAPE
Registration Number:	3400184	ZERO 2 HERO

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

ATTORNEY DOCKET NUMBER:	DISGUISEMARKSASSIGNMENT
NAME OF SUBMITTER:	Larry Miller
Signature:	/larry miller/
Date:	01/29/2009

Total Attachments: 13  
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## TRADE-MARK ASSIGNMENT

**WHEREAS, Disguise, Inc.** a Delaware corporation (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 X ACQUISITION CORP.**, a Delaware corporation, with an address of c/o JAKKS Pacific, Inc., 22619 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 foregoing premises and for good and valuable consideration, the sufficiency and receipt of which are 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 as of the 29<sup>th</sup> day of December, 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 reasonably request.

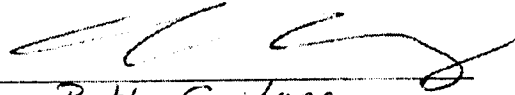
The Assignor covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment.

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 \_\_\_\_ day of December, 2008.

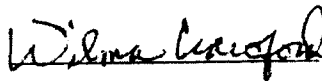
Disguise, Inc

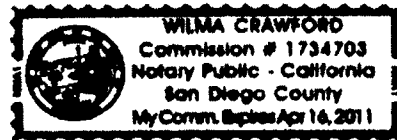
By:   
Name: Ruth Coulons  
Title: VP Finance

JPI X ACQUISITION CORP.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SUBSCRIBED and SWORN to before me this December 24 of 2008

 Notary Public My Commission Expires: April 16, 2011

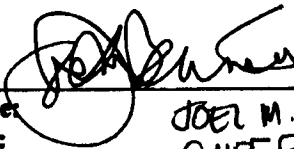


IN WITNESS WHEREOF, the parties have caused this Trade-Mark Assignment Agreement to be duly executed and signed by their duly authorized officers on this \_\_\_\_ day of December, 2008.

**Disguise, Inc**

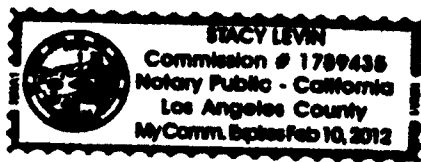
By: \_\_\_\_\_  
Name:  
Title:

**JPI X ACQUISITION CORP.**

By:   
Name: JOEL M. BENNETT  
Title: CHIEF FINANCIAL OFFICER


SUBSCRIBED and SWORN to before me this 23<sup>rd</sup> of  
December, 2008.

Stacy Levin Notary Public My Commission Expires: Feb 10, 2012






**Schedule "A"**  
**Disguise, Inc.**



<b>Mark</b>	<b>App. No./Reg. No.</b>	<b>Status</b>	<b>Goods</b>
B TWIXT!	App. No. 77/239,437	Pending	Class 25: Halloween and masquerade costumes and masks sold in connection therewith; headwear, footwear, gloves, and hosiery
BECOME THE HERO	Reg. No. 3,299,477	Registered	Class 25: Halloween, masquerade, dress-up, and play costumes, and costume masks and costume accessories sold in connection therewith namely, masks, overshoes, gloves, hats, belts, bandannas
BECOME THE HERO	Reg. No. 3,349,512	Registered	Class 28: Costume masks, toy helmets, toy jewelry, and toy money
BLOODHAVEN	Reg. No. 3,513,680	Registered	Class 25: Halloween and masquerade costumes and masks sold in connection therewith; headwear, and gloves
CANDY CATCHERS	Reg. No. 3,499,108	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
CANDY CUBE	App. No. 77/613,028	Pending	Class 18: Halloween treat carriers
CESAR	Reg. No. 2,051,835	Renewed	Class 25: Costume helmets, caps and hats Class 28: Costume masks, skulls, feet, noses, ears, beards, mustaches, eyelashes, armor and body parts
CLUB LUX	Reg. No. 3,399,064	Registered	Class 25: Halloween and masquerade costumes and masks sold in connection therewith; headwear, footwear, gloves and hosiery


Mark	App. No./Reg. No.	Status	Goods
D/CEPTIONS	Reg. No. 3,050,682	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
D/CEPTIONS & Design 	Reg. No. 3,065,616	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
DARLINGS OF DARKNESS	Reg. No. 3,321,810	Registered	Class 25: Halloween and masquerade costumes; headwear and gloves
DOOMSLAYERS	Reg. No. 3,450,239	Registered	Class 25: Halloween and masquerade costumes and masks sold in connection therewith; playsuits, headwear, footwear and gloves
DOUBLERZ	App. No. 77/253.424	Pending – Awaiting Registration	Class 25: Halloween and masquerade masks sold in connection therewith; headwear
EVERY WITCH WAY	Reg. No. 3,321,811	Registered	Class 25: Halloween and masquerade costumes; headwear, gloves, and hosiery
FAIRY PRECIOUS	Reg. No. 3,364,516	Registered	Class 25: Halloween and masquerade costumes; costume accessories, namely, wings; headwear and gloves




Mark	App. No./Reg. No.	Status	Goods
FAIRY PRECIOUS & Design 	Reg. No. 3,364,519	Registered	Class 25: Halloween and masquerade costumes; costume accessories, namely wings; headwear and gloves
FAIRY-LICIOUS	Reg. No. 3,054,489	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
FAIRYLICIOUS & Design 	Reg. No. 3,087,352	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
FOURCOMETH	App. No. 77/253,403	Pending - Awaiting Registration	Class 25: Halloween and masquerade masks sold in connection therewith; headwear
FUN FIRST	Reg. No. 2,684,313	Registered	Class 25: Halloween and masquerade costumes, costume masks sold in conjunction with masquerade costumes; hats

Mark	App. No./Reg. No.	Status	Goods
GARDEN CHARMS	Reg. No. 3321812	Registered	Class 25: Halloween and masquerade costumes
GARDEN OF EVIL	Reg. No. 3,331,508	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
GLEAM GIRLS	App. No. 77/253,415	Pending – Awaiting Registration	Class 25: Halloween and masquerade costumes and masks sold in connection therewith; headwear, footwear, gloves, and hosiery
GODYSSEY	Reg. No. 3,102,198	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
GODYSSEY & Design 	Reg. No. 3,063,035	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
GRAVELORDS	Reg. No. 3,331,507	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
HOTTIE TOTTIES	Reg. No. 3,050,683	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith

Mark	App. No./Reg. No.	Status	Goods
<p>HOTTIE TOTTIES GET 'EM WHILE THEY'RE HOT &amp; Design</p> 	Reg. No. 3,156,379	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
	App. No. 78/808,795	Pending - Awaiting Registration	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
KILLER CURVES	Reg. No. 3,321,878	Registered	Class 25: Halloween and masquerade costumes; headwear

Mark	App. No./Reg. No.	Status	Goods
KILLER CURVES & Design 	Reg. No. 3,395,550	Registered	Class 25: Halloween and masquerade costumes and masks sold in connection therewith; headwear, footwear, gloves and hosiery
MY SIZE DISGUISE	Reg. No. 3,054,531	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
OPERATION RAPID STRIKE	Reg. No. 3399059	Registered	Class 25: Halloween and masquerade costumes and masks sold in connection therewith; headwear, footwear and gloves
POLITICALLY INCORRECT	App. No. 77/475,648	Pending - Will be published on 10/14/2008	Class 28: Costume masks
POWER SUIT	App. No. 78/741,248	Pending - Allowed	Class 25: Halloween, masquerade, dress-up, and play costumes, and costume masks sold in connection therewith, Halloween, masquerade, dress-up and play costumes and costume masks and costume accessories sold in connection therewith sold as a unit; Play costumes with electronic lights and/or sounds; Dress up accessories and role play props, namely, overshoes, gloves, hats, belts, bandanas

Mark	App. No./Reg. No.	Status	Goods
PRANKS A LOT	Reg. No. 3,513,681	Registered	Class 25: Halloween and masquerade costumes and masks sold in connection therewith; headwear
ROTN' ROCKERS	App. No. 77/239,421	Pending - Allowed	Class 25: Halloween and masquerade costumes and masks sold in connection therewith; headwear, footwear, gloves, and hosiery
SASSYSCENE	Reg. No. 3,513,683	Registered	Class 25: Halloween and masquerade costumes and masks sold in connection therewith; headwear, footwear, and hosiery
SHADOW NINJAS	Reg. No. 2,368,107	Registered	Class 25: Halloween and masquerade costumes, and costume masks and costume accessories sold in connection therewith
SOUL STALKERS	Reg. No. 3,178,628	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
THY EVIL COURT	Reg. No. 3314162	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith
THY EVIL COURT & Design 	Reg. No. 3,459,505	Registered	Class 25: Halloween and masquerade costumes, and masks sold in connection therewith

Mark	App. No./Reg. No.	Status	Goods
TINY TREATS	Reg. No. 2,542,092	Registered	Class 25: Halloween and masquerade costumes
TREAT CRUISERS	App. No. 77/613,038	Pending	Class 18: Halloween treat carriers
WORLDSCAPE	Reg. No. 3,513,682	Registered	Class 25: Halloween and masquerade costumes and masks sold in connection therewith: headwear, footwear, gloves, and hosiery
ZERO 2 HERO	Reg. No. 3,400,184	Registered	Class 25: Halloween and masquerade costumes and masks sold in connection therewith: headwear, footwear, gloves and hosiery

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "JPI X ACQUISITION CORP.", CHANGING ITS NAME FROM "JPI X ACQUISITION CORP." TO "DISGUISE, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 1:38 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4619719 8100

081244440

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7058327

DATE: 01-02-09

TRADEMARK  
REEL: 003925 FRAME: 0969

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

JPIX ACQUISITION CORP.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is

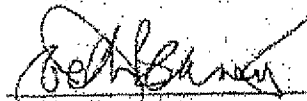
JPIX Acquisition Corp.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of this corporation shall be: Disguise, Inc."

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the corporation has caused this certificate to be executed by its duly authorized officer as of December 30, 2008.

  
\_\_\_\_\_  
Joel M. Bennett  
Executive Vice President