

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Walden-Hays, Inc. | | 02/12/2009 | CORPORATION: NEW YORK |
| RECEIVING PARTY DATA | | | |
| Name: | Majesco Entertainment Company | | |
| Street Address: | 160 Raritan Center Parkway | | |
| City: | Edison | | |
| State/Country: | NEW JERSEY | | |
| Postal Code: | 08837 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3185817 | GOPLAY | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)468-4888 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 212-468-4800 | | |
| Email: | gboyd@dglaw.com | | |
| Correspondent Name: | S. Gregory Boyd | | |
| Address Line 1: | 1740 Broadway | | |
| Address Line 4: | New York, NEW YORK 10019 | | |
| ATTORNEY DOCKET NUMBER: | 2328-511-000 - ASSIGNM | | |
| NAME OF SUBMITTER: | S. Gregory Boyd | | |
| Signature: | /S. Gregory Boyd/ | | |
| Date: | 02/18/2009 | | |

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Total Attachments: 1
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TRADEMARK ASSIGNMENT

THIS ASSIGNMENT AGREEMENT (the "Agreement") is made and entered into by and between Walden-Hays, Inc., ("W-H" or "Assignor"), a New York corporation, having an address of P.O. Box 1071, New York, NY 10276., and Majesco Entertainment Company, ("Majesco" or "Assignee"), a Delaware Corporation with an address of 160 Raritan Center Parkway Edison, NJ 08837.

WHEREAS, W-H is the owner of record of United States Trademark Registration No. 3185817 for the mark GOPLAY for Games, toys, puzzles, and playthings, namely, games and puzzles having magnetized components for affixation to metallic surfaces, in International Class 28 (the "GOPLAY Mark").

WHEREAS, Majesco is desirous of acquiring the GOPLAY Mark, including the registration thereof; together with the goodwill of the business symbolized thereby; and

THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to the GOPLAY Mark, together with the goodwill of the business symbolized by the GOPLAY Mark in the United States, and the United States registration thereof, and all claims arising out of or relating to the use or ownership of the GOPLAY Mark, including, but not limited to, rights to damages or profits, due or accrued, arising out of past infringement of said marks or injury to said goodwill, and the right to sue for and recover the same in the Assignee's own name.

IN WITNESS WHEREOF, this Assignment has been executed to be effective as of February 12, 2009.

Majesco Entertainment Company

Walden-Hays, Inc.,

By:
Name: Robert J. ...
Title: ...

By:
Name: Anthony ...
Title: VP