

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<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>
S.Repco Israel Ltd.		01/13/2009	COMPANY: ISRAEL
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Spin Master Ltd.		
<b>Street Address:</b>	450 Front Street West		
<b>City:</b>	Toronto		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	M5V 1B6		
<b>Entity Type:</b>	COMPANY: CANADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77234165	PAPER'ONI	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(888)742-8097		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	617-714-5386		
<b>Email:</b>	tadmin@danielsonlegal.com		
<b>Correspondent Name:</b>	Miguel Danielson		
<b>Address Line 1:</b>	1 Mifflin Pl., Suite 400		
<b>Address Line 4:</b>	Cambridge, MASSACHUSETTS 02138		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>			
<b>Address Line 1:</b>			
<b>Address Line 2:</b>			
<b>Address Line 3:</b>			
<b>Address Line 4:</b>			

**OP \$40.00 77234165**

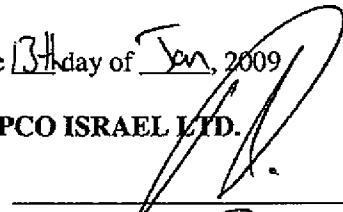
NAME OF SUBMITTER:	Miguel C. Danielson
Signature:	/Miguel Danielson/
Date:	02/18/2009
Total Attachments: 1 source=S.Repco Assignment#page1.tif	

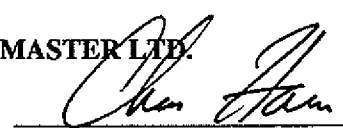
ASSIGNMENT

WHEREAS, S.Repco Israel Ltd., having a principal office or place of business at 13 Hatawas Road, Kadima, 60920, Israel (hereinafter the "Assignor"), is the owner of the trade-mark "Paperoni", United States Registration Number, 77-234165 (hereinafter the "Trade-mark") together with the goodwill associated therewith;

AND WHEREAS, Spin Master Ltd. (hereinafter the "Assignee") having a principal office or place of business at 450 Front Street West, Toronto, Ontario, Canada, MSV 1B6 is desirous of acquiring all right, title and interest in and to the Trade-mark, including but not limited to, United States Registration Number, 77-234165, together with the goodwill associated therewith;

NOW, THEREFORE, be it known that for and in consideration of the sum of one dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby sells, transfers and assigns unto the Assignee all right, title and interest in and to the Trade-mark, including but not limited to, United States Registration Number, 77-234165, together with the goodwill associated therewith together with the goodwill associated therewith.

EXECUTED at Kadima on the 13<sup>th</sup> day of Jan, 2009  
S. REPCO ISRAEL LTD.  
By:   
Title: Raymond Sukin

EXECUTED at Toronto on the 14<sup>th</sup> day of Jan, 2009  
SPIN MASTER LTD.  
By:   
Title: VP General Counsel

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