

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	UCC Foreclosure Sale Transfer Statement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SWT Acquisition, LLC		06/30/2009	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	Small World Toys Enterprises LLC
Street Address:	1451 W. Knox Street
City:	Torrance
State/Country:	CALIFORNIA
Postal Code:	90501
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Registration Number:	3184639	ACTIVE EDGE
Registration Number:	3428267	ACTIVE EDGE EXTREME
Registration Number:	2544821	ALL ABOUT BABY
Registration Number:	2931650	CHANGING ROOMS
Registration Number:	2959232	GERTIE
Registration Number:	1581732	GERTIE BALL
Registration Number:	2483022	IQ BABY
Registration Number:	2583513	IQ BABY
Registration Number:	3166112	IQ PRESCHOOL
Registration Number:	3013777	IT'S BY...PDI
Registration Number:	3209240	LIFT AND LEARN
Registration Number:	3328487	MONKEY MAGNET PUZZLE BOX
Registration Number:	2545293	MUSIC BLOCKS
Registration Number:	2423663	NEUROSMITH

CH \$940.00 3184639

Registration Number:	1967483	PAINT-A-FISH
Registration Number:	1967482	PAINT-A-SNAKE
Registration Number:	3104335	PET ME PLATYPUS
Registration Number:	3707695	PLAJA PETS
Registration Number:	3317848	PLAY PATTERNS DESIGNED TO EXPAND THE MIND!
Registration Number:	3255622	RYAN'S ROOM
Registration Number:	2851495	RYAN'S ROOM ...WHERE IMAGINATION COMES TO PLAY
Registration Number:	2718922	RYAN'S ROOM ...WHERE IMAGINATION COMES TO PLAY
Registration Number:	3048098	SCUSHIES
Registration Number:	3027587	SEW 'N' SEW
Registration Number:	3724296	SMALL WORLD
Registration Number:	2995527	SMALL WORLD KIDS
Registration Number:	3230872	SMALL WORLD LIVING
Registration Number:	1383504	SMALL WORLD TOYS
Registration Number:	1268062	SMALL WORLD TOYS
Registration Number:	1274422	SUITCASE SCIENCE
Registration Number:	2807383	SUNSHINE SYMPHONY
Registration Number:	3099155	SW EXPRESS
Registration Number:	2957909	SWITCHIT
Registration Number:	2950687	THE WORLD'S MOST CATCHABLE BALL!
Registration Number:	3114590	TOGETHER TUNES
Registration Number:	3080175	TOUCH 'N SING
Serial Number:	78855131	WHERE LEARNING AND IMAGINATION COME TO PLAY

CORRESPONDENCE DATA

Fax Number: (310)282-2200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 310-282-2000 x2108
Email: krogers@loeb.com
Correspondent Name: David W. Grace
Address Line 1: 10100 Santa Monica Boulevard
Address Line 2: c/o Loeb & Loeb LLP, Suite 2200
Address Line 4: Los Angeles, CALIFORNIA 90067-4120

ATTORNEY DOCKET NUMBER:	214483-10001
NAME OF SUBMITTER:	David W. Grace
Signature:	/David W. Grace/

TRADEMARK

REEL: 004168 FRAME: 0342

Date:

03/17/2010

Total Attachments: 8

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VALENS US SPVI, LLC
VALENS OFFSHORE SPV I, LTD.
c/o LV Administrative Services, Inc.
335 Madison Avenue, 10th Floor
New York, New York 10017

TRANSFER STATEMENT

June 30, 2009

THIS TRANSFER STATEMENT ("Transfer Statement") is presented pursuant to the provisions of Section 9-619 of the Uniform Commercial Code ("UCC"). As required by the UCC, upon receipt of this Transfer Statement, the United States Patent and Trademark Office shall (i) accept the Transfer Statement, and (ii) promptly amend it's records to reflect the transfer described herein.

1. Default; Secured Obligations. SWT Acquisition, LLC and EJ Toys and Gifts, LLC (collectively, "Debtor"), Valens U. S. SPV I, LLC and Valens Offshore SPV II, Corp. (both as assignees of Kallina Corporation and collectively, "Secured Party") have previously entered into that certain Security Agreement dated as of October 11, 2007 (as amended, modified and supplemented from time to time, the "Security Agreement"). Debtor is in default under the Security Agreement. To secure the obligations of Debtor to Secured Party evidenced by the Security Agreement, Debtor granted to Secured Party or LV Administrative Services, Inc., as administrative and collateral agent for Secured Party, a perfected security interest in, among other things, the registered intellectual property identified on Exhibit A attached hereto and incorporated herein (collectively, the "Intellectual Property").

2. Exercise of Post-Default Remedies. Secured Party has foreclosed upon the Intellectual Property by selling the Intellectual Property to Small World Toys Enterprises LLC, a Delaware limited liability company ("Transferee"), at a public foreclosure sale pursuant to Section 9-610 of the UCC on the terms and conditions set forth in that certain Secured Party General Conveyance and Bill of Sale by and between Secured Party and Transferee dated as of June __, 2009 (the "Bill of Sale").

3. Transferee's Rights in Collateral. As a result of Secured Party's foreclosure upon the Intellectual Property, and pursuant to the terms of the Bill of Sale, Transferee has acquired all right, title and interest of Debtor in the Intellectual Property.

4. Names; Mailing Addresses. The name and mailing address of Debtor, Secured Party, and Transferee are as follows:

Debtor:

SWT Acquisition, LLC
EJ Toys and Gifts LLC
5711 Buckingham Parkway
Culver City, California 90230

Secured Party:

Valens US SPV I, LLC
Valens Offshore SPV I, Ltd.
c/o LV Administrative Services, Inc.
335 Madison Avenue, 10th floor
New York, New York 10017
Attention: Portfolio Services

Transferee:

Small World Toys Enterprises LLC
c/o Vertex Capital LLC
335 Madison Avenue, 10th Floor
New York, New York 10017

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Please be advised that nothing contained herein shall act as a waiver of any of Secured Party's rights under the Security Agreement and/or any other documents, instruments and/or agreements executed in connection therewith or applicable law, all of which are expressly reserved.

VALENS U.S. SPV I, LLC

By: Valens Capital Management, LLC, its
investment manager

By: _____
Name:
Title:

VALENS OFFSHORE SPV II, CORP.

By: Valens Capital Management, LLC, its
investment manager

By: _____
Name:
Title:

LM ADMINISTRATIVE SERVICES, INC., as
agent

By: _____
Name:
Title:

SHOULD BE FILED WITH
THE NATIONAL ARCHIVE
RECORDS SERVICE

EXHIBIT A
INTELLECTUAL PROPERTY

No.	Title	Country	Patent No./Application No. 1	Date
1.	PUZZLE TRAY	U.S.A.	D497,959	11/2/2004
2.	EDUCATIONAL MUSIC INSTRUMENT FOR CHILDREN	U.S.A.	6,353,168	3/5/2002
3.	MUSIC BLOCKS	U.S.A.	D410,972	6/15/1999
4.	INTERACTIVE BOOK AND TOY	U.S.A.	TBD-PENDING	10/20/2005
5.	MODULATED LIGHT ENTERTAINER	U.S.A.	TBD-PENDING	10/19/2005
6.	CRIB TOY	U.S.A.	TBD-PENDING	10/19/2005
7.	INTERACTIVE ELECTRONIC BOOK	U.S.A.	TBD-PENDING	10/20/2005
8.	CRIB TOY	U.S.A.	TBD-PENDING	10/19/2005
9.	INTERLEAVING STORY TOY	U.S.A.	TBD-PENDING	10/19/2005
10.	INTERCONNECTING TOY TILE	U.S.A.	D370,944/(D/034,859)	09/19/1996/(02/24/1995)
11.	ZOOO	U.S.A.	D560,839	7/1/2008
12.	PINGUJO	U.S.A.	D559,338	1/8/2008
13.	HOKON	U.S.A.	D559,340	1/8/2008
14.	DERMOT	U.S.A.	D559,341	1/8/2008
15.	VAPPU	U.S.A.	D564,049	3/11/2008
16.	MUOJA	U.S.A.	D564,050	3/11/2008
17.	STUFFED TOY WITH EMBEDDED MAGNETS AND RELATED METHOD	U.S.A.	Pub. No. 2007/0254555	
18.	MONKEY	U.S.A.	Pending production designs	
19.	LOBSTER	U.S.A.	Pending production designs	
20.	TIGER	U.S.A.	Pending production designs	
21.	PIG	U.S.A.	Pending production designs	
22.	UNICORN	U.S.A.	Pending production designs	
23.	RACCOON	U.S.A.	Pending production designs	
24.	STOMPER (MSU MAVERICK)	U.S.A.	Pending production designs	
25.	PLATYPUS	U.S.A.	Pending production designs	
26.	FRIENDLY MONSTER	U.S.A.	Pending production designs	
27.	RHINO	U.S.A.	Pending production designs	

No.	Title	Country	Application No.	Date	Regulation No.	Date
1.	ACTIVE EDGE	U.S.A.	78/545940	1/11/2005		
2.	ACTIVE EDGE EXTREME	U.S.A.	78/711487	9/12/2005	3184659	12/12/2006
3.	ALL ABOUT BABY	U.S.A.	4/23/25064	4/23/2001	2544821	3/6/2002
4.	CAFE PLAY	U.S.A.	76/245145	4/23/2001	2653649	
5.	GERTIE	U.S.A.	76/593142	3/26/2004	2959232	6/7/2006
6.	GERTIE BALL	U.S.A.	73/810754	7/25/1999	1591732	2/6/1999
7.	IMAGIX	Can.	69/465	2/24/1992	TM4470191	
8.	IMAGIX	U.S.A.	78/611623	2/29/2009		
9.	IQ BABY	Europe	4250031	1/20/2005	4250031	2/3/2006
10.	IQ BABY	U.S.A.	75/627737	4/26/1999	2483022	9/28/2001
11.	IQ BABY	U.S.A.	76/106853	6/18/2002	2583513	6/18/2002
12.	IQ KIDS	U.S.A.	78/785246	1/4/2006		
13.	IQ PRESCHOOL	U.S.A.	78/444982	7/1/2004	3166112	10/31/2006
14.	LEARNINGSMITH	Australia	718349	12/17/1998	781349	8/2/1999
15.	LEARNINGSMITH	Can.	765099	9/28/1994	4489665	11/3/1995
16.	LIFT AND LEARN	U.S.A.	78/899819	6/22/2006	3208240	2/13/2007
17.	MUSIC BLOCKS	U.S.A.	75/453420	3/30/1998	2545293	3/6/2002
18.	MUSINI	Australia	912997	5/15/2002	912997	1/11/2002
19.	MUSINI	China	3228089	7/1/2002	3228089	11/28/2003
20.	MUSINI	Europe	2700854	5/16/2002	2700854	5/16/2002
21.	MUSINI	Japan	2002-0463350	6/5/2002	4643589	2/7/2003
22.	MUSINI	New Zealand	657233	5/16/2002	667233	10/7/2002
23.	NEUROSMITH	Australia	942967	2/10/2003	942967	9/29/2003
24.	NEUROSMITH	Can.	1169117	2/24/2003	626232	1/4/2005
25.	NEUROSMITH	China	3489090	3/17/2003	3489090	8/28/2004
26.	NEUROSMITH	China	3489088	3/27/2003	3489088	9/7/2004
27.	NEUROSMITH	China	3489089	3/17/2003	3489088	3/14/2005
28.	NEUROSMITH	Europe	3043817	2/7/2003	3043817	8/12/2004
29.	NEUROSMITH	Japan	2003-018985	3/11/2003	4898719	8/8/2003
30.	NEUROSMITH	New Zealand	673118	2/10/2003	673118	9/8/2003
31.	NEUROSMITH	New Zealand	673119	2/10/2003	673119	8/14/2003
32.	NEUROSMITH	New Zealand	673120	2/10/2003	673120	8/14/2003
33.	NEUROSMITH	Singapore	T03/01890H	2/13/2003	T03/01890H	2/13/2003
34.	NEUROSMITH	Singapore	T03/01892D	2/13/2003	T03/01892D	2/13/2003
35.	NEUROSMITH	Singapore	T03/018951	2/13/2003	T03/018951	2/13/2003
36.	NEUROSMITH	S. Africa	2003/02265	2/7/2003		
37.	NEUROSMITH	S. Africa	2003/02266	2/7/2003		
38.	NEUROSMITH	S. Africa	2003/02267	2/7/2003		
39.	NEUROSMITH	Switzerland	007712203	2/7/2003	509531	4/22/2003
40.	NEUROSMITH	Taiwan	92/07333	2/7/2003	1088227	3/1/2004
41.	NEUROSMITH	Taiwan	92/07334	2/7/2003	1077604	12/12/2003
42.	NEUROSMITH	Taiwan	92/07335	2/7/2003	100340	12/12/2003
43.	NEUROSMITH	U.S.A.	75/380477	10/26/1997	2423983	12/3/2001
44.	PET ME PLATYPUS	U.S.A.	76/497493	3/14/2003	3104305	6/13/2006
45.	PLAY PATTERNS DESIGNED TO EXPAND THE MIND	U.S.A.	76/899820	6/22/2006		
46.	PUZZIBILITIES	U.S.A.	78/752174	7/15/1999	2355202	6/6/2000

47.	RYAN'S ROOM	China	5272479	4/7/2006	4308227	3/20/2006	
48.	RYAN'S ROOM	U.S.A.	78/881982	5/11/2006	1383504	2/18/1986	
49.	RYAN'S ROOM	U.S.A.	78/463504	5/3/2002	1288062	2/21/1984	
50.	RYAN'S ROOM	U.S.A.	78/403507	5/3/2002	1274422	4/17/1984	
51.	SCUSHIES	U.S.A.	76/621545	1/12/22/2004	2867383	1/20/2002	
52.	SMALL WORLD KIDS	Can.	12468624	2/11/2005	1045905	3/4/2005	
53.	SMALL WORLD KIDS	China	5272480	4/7/2006			
54.	SMALL WORLD KIDS	Europe	4308185	2/24/2005	4308185	2/21/2006	
55.	SMALL WORLD KIDS	U.S.A.	76/448631	9/6/2002	2995527	9/13/2005	
56.	SMALL WORLD LIVING	U.S.A.	78/541449	1/3/2005	3236872	4/17/2007	
57.	SMALL WORLD TOYS	U.S.A.	1045905	3/4/2005			
58.	SMALL WORLD TOYS	Australia	1247571	2/17/2005			
59.	SMALL WORLD TOYS	China	5272481	4/7/2006			
60.	SMALL WORLD TOYS	Europe	4308227	2/24/2005	4308227	3/20/2006	
61.	SMALL WORLD TOYS	New Zealand	726634	3/14/2005			
62.	SMALL WORLD TOYS	U.S.A.	73/510829	1/12/1984			
63.	SMALL WORLD TOYS	U.S.A.	73/279564	9/29/1980			
64.	SUNTCASE SCIENCE	U.S.A.	73/468011	1/3/1983			
65.	SUNSHINE SYMPHONY	U.S.A.	78/044454	1/23/2001			
66.	SW EXPRESS	Australia	1045906	3/12/2005	1045906	16/24/2005	
67.	SW EXPRESS	Can.	1250847	3/16/2005			
68.	SW EXPRESS	Europe	4308573	2/24/2005	4308573	5/24/2006	
69.	SW EXPRESS	New Zealand	726635	3/14/2005	726635	9/15/2005	
70.	SW EXPRESS	U.S.A.	78/452271	7/16/2004	3099155	6/30/2006	
71.	THE WORLD'S MOST CATCHABLE BALL	U.S.A.	78/580869	3/15/2004	2950687	5/10/2005	
72.	TOGETHER TUNES	U.S.A.	78/497490	3/14/2003	3114590	7/11/2006	
73.	TOUCH N SING	U.S.A.	76/566213	12/8/2003	3080175	4/11/2006	
74.	WHERE LEARNING AND IMAGINATION COME TO PLAY	U.S.A.	78/855131	4/5/2006			
75.	C. MARIE	U.S.A.			2894207	10/19/2004	
76.	FUNKY FEET	U.S.A.			3195522	1/9/2007	
77.	EJ ENTERPRISES	California			99678	12/20/1994	
78.	EJ ENTERPRISES TOYS GIFTS ACCESSORIES	U.S.A.	77/024927	10/16/2006	3707695	11/10/2009	
79.	PlataPats	U.S.A.	77/586725	10/16/2008			
80.	PlataPatts						
81.	Piragua the Panda						
82.	Vappu the Goldfish						
83.	Hokkon the Dragon						
84.	Maga the Elephant						
85.	Zooz the Parrot						
86.	Dernot the Rabbit						
87.	Boroni the Monkey						
88.	Chizu the Platypus						
89.	Toshi the Pig						
90.	Yorzi the Tiger						
91.	Chunko the Rhino						
92.	Izot the Friendly Monster						
93.	Plaza Pets Magnetically Mixable Push (Slyzed)						

