

11/19/10

02/08/2011



Electronic Version v1.1  
Stylesheet Version v1.1

103617285

|                                |                                   |  |                            |
|--------------------------------|-----------------------------------|--|----------------------------|
| SUBMISSION TYPE:               |                                   | NEW ASSIGNMENT                               |                            |
| NATURE OF CONVEYANCE:          |                                   | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |                            |
| CONVEYING PARTY DATA           |                                   |  |                            |
| Name                           | Formerly                          | Execution Date                               | Entity Type                |
| Imagination Holdings Pty. Ltd. |                                   | 08/04/2010                                   | LIMITED LIABILITY COMPANY: |
| RECEIVING PARTY DATA           |                                   |  |                            |
| Name:                          | Spin Master Ltd.                  |  |                            |
| Street Address:                | 450 Front Street West             |  |                            |
| City:                          | Toronto, Ontario                  |  |                            |
| State/Country:                 | CANADA                            |  |                            |
| Postal Code:                   | M5V 1B6                           |  |                            |
| Entity Type:                   | LIMITED LIABILITY COMPANY: CANADA |  |                            |
| PROPERTY NUMBERS Total: 16     |                                   |  |                            |
| Property Type                  | Number                            | Word Mark                                    |                            |
| Registration Number:           | 3381486                           | FLAPDOODLE                                   |                            |
| Serial Number:                 | 77288872                          | IT'S LEFT CENTER RIGHT TIME                  |                            |
| Serial Number:                 | 85087154                          | JUSTIN AND DAVE'S WOULD YOU RATHER...?       |                            |
| Serial Number:                 | 78802860                          | LEFT CENTER RIGHT                            |                            |
| Registration Number:           | 3555630                           | LEFT CENTER RIGHT                            |                            |
| Serial Number:                 | 77735558                          | LEFT RIGHT                                   |                            |
| Serial Number:                 | 77236696                          | LEFT, RIGHT AND CENTER                       |                            |
| Serial Number:                 | 77222038                          | LEFT RIGHT DICE GAME                         |                            |
| Registration Number:           | 3110454                           | QUELF  |                            |
| Serial Number:                 | 85089106                          | WHO WOULD YOU RATHER BE...?                  |                            |
| Registration Number:           | 2970830                           | WOULD YOU RATHER ... ?                       |                            |
| Registration Number:           | 3451486                           | WOULD YOU RATHER...?                         |                            |
| Serial Number:                 | 77607413                          | WOULD YOU RATHER ...?                        |                            |
| Serial Number:                 | 77504513                          | WOULD YOU RATHER...?                         |                            |

TRADEMARK

REEL: 004475 FRAME: 0042

CU 5415 00 3381486

|                |          |                      |
|----------------|----------|----------------------|
| Serial Number: | 77016271 | WOULD YOU RATHER...? |
| Serial Number: | 85087153 | WOULD YOU RATHER...? |

**CORRESPONDENCE DATA**

Fax Number: (248)845-1568  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 2488451483  
Email: ipdocket@h2law.com  
Correspondent Name: Howard & Howard Attorneys PLLC  
Address Line 1: 450 West Fourth Street  
Address Line 4: Royal Oak, MICHIGAN 48067-2557

ATTORNEY DOCKET NUMBER: 068306.00002

**DOMESTIC REPRESENTATIVE**

Name:  
Address Line 1:  
Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER: James R. Yee

Signature: /James R. Yee/

Date: 11/19/2010

**Total Attachments: 12**

source=TrademarkAssignmentandScheduleA#page1.tif  
source=TrademarkAssignmentandScheduleA#page2.tif  
source=TrademarkAssignmentandScheduleA#page3.tif  
source=TrademarkAssignmentandScheduleA#page4.tif  
source=TrademarkAssignmentandScheduleA#page5.tif  
source=TrademarkAssignmentandScheduleA#page6.tif  
source=TrademarkAssignmentandScheduleA#page7.tif  
source=TrademarkAssignmentandScheduleA#page8.tif  
source=TrademarkAssignmentandScheduleA#page9.tif  
source=TrademarkAssignmentandScheduleA#page10.tif  
source=TrademarkAssignmentandScheduleA#page11.tif  
source=TrademarkAssignmentandScheduleA#page12.tif

**TRADEMARK ASSIGNMENT**

THIS TRADEMARK ASSIGNMENT is made effective as of the 4<sup>th</sup> day of August, 2010.

AMONG:

SPIN MASTER LTD., a corporation incorporated under the laws  
of the Province of Ontario;

(the "Purchaser")

- and -

IMAGINATION HOLDINGS PTY LTD. ACN 068 843 537, a  
corporation incorporated under the laws of South Australia;

(the "AU Vendor")

- and -

IMAGINATION INTERNATIONAL CORP., a corporation  
incorporated under the laws of Delaware;

(the "US Vendor")

- and -

FALLS MEDIA LLC, a corporation limited liability company  
formed under the laws of the State of New York;

(the "WYR Vendor")

- and -

IMAGINATION DVDI LTD, Company No. 4149259, a corporation  
incorporated under the laws of the United Kingdom;

(the "UK Vendor")

(The AU Vendor, the US Vendor, the WYR Vendor and the UK  
Vendor are hereinafter collectively referred to as the "Vendors"  
and, individually, a "Vendor".)

WHEREAS the Vendors and the Purchaser have negotiated this Agreement for the  
purchase and sale of all right, title and interest in and to the trademarks listed in the attached  
Schedule A, together with the goodwill associated therewith (hereinafter the "Trademarks");

-2-

NOW, THEREFORE, be it known that for and in consideration of the sum of ten dollars (\$10.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Vendors hereby sell, transfer and assign unto SPIN MASTER LTD. all right, title and interest in and to the Trademarks together with the goodwill associated therewith.

WHEREOF the parties hereto have duly executed this Agreement, by the hands of their respective officers duly authorized in that behalf, as of the day, month and year first above written.

SPIN MASTER LTD.

Per: 

Name:

CHRIS HARRIS

Title:

VP General Counsel

(I have the authority to bind the corporation)

IMAGINATION HOLDINGS PTY LTD.  
ACN 068 943 537

Per: \_\_\_\_\_

Name:

Title:

(I have the authority to bind the corporation)

IMAGINATION INTERNATIONAL CORP.

Per: \_\_\_\_\_

Name:

Title:

(I have the authority to bind the corporation)

FALLS MEDIA LLC

Per: \_\_\_\_\_

Name:

Title:

(I have the authority to bind the corporation)

- 2 -

NOW, THEREFORE, be it known that for and in consideration of the sum of ten dollars (\$10.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Vendors hereby sell, transfer and assign unto SPIN MASTER LTD. all right, title and interest in and to the Trademarks together with the goodwill associated therewith.

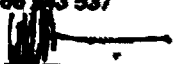

WHEREOF the parties hereto have duly executed this Agreement, by the hands of their respective officers duly authorized in that behalf, as of the day, month and year first above written.

**SPIN MASTER LTD.**

Per: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



(I have the authority to bind the corporation)

**IMAGINATION HOLDINGS PTY LTD.**  
ACN 088 843 537

Per:  \_\_\_\_\_ x   
Name: KEVIN MCLEAN ROBERT MCLEAN  
Title: DIRECTOR DIRECTOR


(I have the authority to bind the corporation)

**IMAGINATION INTERNATIONAL CORP.**

Per: x  \_\_\_\_\_ x   
Name: KEVIN MCLEAN ROBERT MCLEAN  
Title: DIRECTOR DIRECTOR

(I have the authority to bind the corporation)

**FALLS MEDIA LLC**



Per: x   
Name: SHANELLE YOUNG  
Title: CEO

(I have the authority to bind the corporation)

-3-

IMAGINATION DVDI LTD

Per:

 x   
Name: KEVIN MCLEAN ROBERT MCLEAN  
Title: DIRECTOR DIRECTOR

(I have the authority to bind the corporation)

2710-2828  
272880

## SCHEDULE A

**Intellectual Property (Owned and Licensed)**

Indicates subject to a charged interest

\*\*\* All trademarks and domain names are owned by members of the Vendor Group. However, those trademarks and domain names marked with \*\*\* are subject to third party inventor or license agreements (see Assumed Contracts listed in Schedule 2.2).

[illegible]

[illegible]



| Trademark/<br>Domain Name      | Application /<br>Registration No. | Status                                       | Classes | Trademark Registrar          | Trademark Region | Domain Registrar |
|--------------------------------|-----------------------------------|--|---------|------------------------------|------------------|------------------|
| FLAPDOOBIE**                   | 3301486                           | Registered                                   | 28      | Wiggy Long Games, LLC        | USA              |                  |
| IT'S LEFT CENTER RIGHT<br>TIME | 77286572                          | Action<br>suspended<br>pending<br>results of | 28      | Imagination Holdings Pty Ltd | USA              |                  |

| Trademark/<br>Article Name              | Application/<br>Registration No. | Status                                   | Classes    | Trademark Registrar          | Trademark Region | Disclaimers |
|---|----------------------------------|--|------------|------------------------------|------------------|-------------|
| [REDACTED]                              | [REDACTED]                       | [REDACTED]                               | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]  |
| Justin & Dave's Would<br>You Rather...? | 83087154                         | Pending                                  | 9, 28      | Imagination Holdings Pty Ltd | USA              |             |
| LEFT CENTER RIGHT                       | 78802860                         | Opposition<br>Pending<br>before<br>TTAB  | 38         | Imagination Holdings Pty Ltd | USA              |             |
| LEFT CENTER RIGHT                       | 3,555,830                        | Registered<br>(Supplemental<br>Register) | 28         | Imagination Holdings Pty Ltd | USA              |             |
| LEFT RIGHT & Design                     | 77735558                         | Opposition<br>Pending<br>before<br>TTAB  | 28         | Imagination Holdings Pty Ltd | USA              |             |
| LEFT, RIGHT AND<br>CENTRE               | 77236696                         | Opposition<br>Pending<br>before<br>TTAB  | 9, 28, 38  | Imagination Holdings Pty Ltd | USA              |             |
| LEFT RIGHT DICE GAME                    | 77220398                         | Opposition<br>Pending<br>before<br>TTAB  | 28         | Imagination Holdings Pty Ltd | USA              |             |
| [REDACTED]                              | [REDACTED]                       | [REDACTED]                               | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]  |
| [REDACTED]                              | [REDACTED]                       | [REDACTED]                               | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]  |
| [REDACTED]                              | [REDACTED]                       | [REDACTED]                               | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]  |
| [REDACTED]                              | [REDACTED]                       | [REDACTED]                               | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]  |

| Trademark/<br>Domain Name | Application /<br>Registration No. | Status     | Class | Trademark Registrar    | Trademark Region | Domain Registrar |
|---------------------------|-----------------------------------|------------|-------|------------------------|------------------|------------------|
| QUEPCE                    | 3,110,454                         | Registered | 28    | Wizoly Bang Games, LLC | USA              |                  |

| Trademark/<br>Domain Name     | Application /<br>Registration No. | Status                         | Classes    | Inventor/Registrant          | Trademark Region | Domain Registrar |
|-------------------------------|-----------------------------------|--------------------------------|------------|------------------------------|------------------|------------------|
| [REDACTED]                    | [REDACTED]                        | [REDACTED]                     | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]       |
| [REDACTED]                    | [REDACTED]                        | [REDACTED]                     | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]       |
| [REDACTED]                    | [REDACTED]                        | [REDACTED]                     | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]       |
| [REDACTED]                    | [REDACTED]                        | [REDACTED]                     | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]       |
| [REDACTED]                    | [REDACTED]                        | [REDACTED]                     | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]       |
| [REDACTED]                    | [REDACTED]                        | [REDACTED]                     | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]       |
| [REDACTED]                    | [REDACTED]                        | [REDACTED]                     | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]       |
| [REDACTED]                    | [REDACTED]                        | [REDACTED]                     | [REDACTED] | [REDACTED]                   | [REDACTED]       | [REDACTED]       |
| Who Would You Rather<br>Be..? | 85089106                          | Pending                        | 28         | Imagination Holdings         | USA              |                  |
| WOULD YOU RATHER...? & Design | 2,970,830                         | Registered                     | 16, 28     | Falls Media LLC              | USA              |                  |
| WOULD YOU RATHER..?           | 3,451,486                         | Registered                     | 9, 16      | Falls Media LLC              | USA              |                  |
| WOULD YOU RATHER..?           | 77607413                          | Opposition pending before TTAB | 28         | Imagination Holdings Pty Ltd | USA              |                  |
| WOULD YOU RATHER..?           | 77504513                          | Opposition pending before TTAB | 25         | Falls Media LLC              | USA              |                  |
| WOULD YOU RATHER..?           | 77616271                          | Opposition pending             | 38         | Imagination Holdings Pty Ltd | USA              |                  |

Note 1: Canada does not adhere to the Nice system of classification of products and services. The wares and services that this trademark (registration number 984695) covers are as follows:

**Wares:** (1) Clothing namely t-shirts, pajamas, pants, biquets, sweaters, skirts, shorts, shirts, underwear, dressing gowns, coats, jackets, socks; footwear namely shoes, boots and sandals; headwear namely caps, hats, headbands; stationary namely greeting cards, cartons, lottery tickets, rags; books, calendars, diary and associated stationery, namely envelopes, notes, pads, note paper, pens and pencils; boardgames, computer games.

**Services:** (3) Production of television program and live performances namely, games and contests performed before a live audience.

Note 2: Canada does not adhere to the Nice system of classification of products and services. The services that this trademark (registration number 1117705) covers are as follows:

**Services:** (1) Telecommunication and mobile telecommunications services namely: providing a messaging service for messages originating from telephone communications; electronic voice messaging namely, the recording, storage and subsequent transmission of voice messages by telephone; games and competitions facilitated via web and mobile phones; text and numeric