

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

11/19/2010
 900175974

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: <i>CANADA</i>

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	3381486	FLAPDOODLE
Serial Number:	77286672	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: 004494 FRAME: 0055

CH \$415.00 3381486

700452685

Serial Number:	77616271	WOULD YOU RATHER...?
Serial Number:	85087153	WOULD YOU RATHER...?

CORRESPONDENCE DATA

Fax Number: (248)645-1568

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2486451483

Email: ipdocket@h2law.com

Correspondent Name: Howard & Howard Attomeys PLLC

Address Line 1: 450 West Fourth Street

Address Line 4: Royal Oak, MICHIGAN 48067-2557

ATTORNEY DOCKET NUMBER:

068396.00002

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

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made effective as of the 4th 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 068 943 537, 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. 4148258, 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 068 843 537

Per: _____ | *R. McLean*
Name: KEVIN MCLEAN ROBERT MCLEAN
Title: DIRECTOR DIRECTOR

(I have the authority to bind the corporation)

IMAGINATION INTERNATIONAL CORP.

Per: _____ | *R. McLean*
Name: KEVIN MCLEAN ROBERT MCLEAN
Title: DIRECTOR DIRECTOR

(I have the authority to bind the corporation)

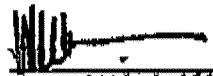

FALLS MEDIA LLC

Per: _____
Name: STANLEY AYERD
Title: CEO

(I have the authority to bind the corporation)

-3-

IMAGINATION DVDI LTD

Per:  
Name: ~~KEVIN McLEAN~~ ROBERT McLEAN
Title: ~~DIRECTOR~~ DIRECTOR

(I have the authority to bind the corporation)

2718-2828
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).

Trademark/ Domain Name	Application / Registration No.	Status	Classes	Trademark Registrar	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]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Domain Registrar	[REDACTED]													
Trademark Region	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Trademark Registrar	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Classes	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Status	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Application/ Registration No.	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Trademark/ Domain Name	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

TRADEMARK

REEL: 004494 FRAME: 0062

Trademark/ Domain Name	Application/ Registration No.	Status	Classes	Trademark Registrar	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]
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[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]
FLAPDOODLE™	3391486	Registered	28	Wiggity Bang Games, LLC	USA	[REDACTED]
IT'S LEFT CENTER RIGHT TIME	77265672	Action suspended pending results of	28	Imagination Holdings Pty Ltd	USA	[REDACTED]

Trademark/ Domain Name	Application / Registration No.	Status	Classes	Trademark Registrar	Trademark Region	Domain Registrar
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Justin & Dave's Would You Rather...?	85087154	Pending	9, 28	Imagination Holdings Pty Ltd	USA	[REDACTED]
LEFT CENTER RIGHT	78802560	Opposition Pending before TTAB	38	Imagination Holdings Pty Ltd	USA	[REDACTED]
LEFT CENTER RIGHT	3,555,630	Registered (Suppleme ntal Registrar)	28	Imagination Holdings Pty Ltd	USA	[REDACTED]
LEFT RIGHT & Design	77755538	Opposition Pending before TTAB	28	Imagination Holdings Pty Ltd	USA	[REDACTED]
LEFT, RIGHT AND CENTRE	77236696	Opposition Pending before TTAB	9, 28, 38	Imagination Holdings Pty Ltd	USA	[REDACTED]
LEFT RIGHT DICE GAME	77222038	Opposition Pending before 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]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Trademark/ Domain Name	Application / Registration No.	Status	Classes	Trademark Registrar	Trademark Region	Domain Registrar
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
QUIP**	3,110,454	Registered	28	Wiggity Bang Games, LLC	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]	[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]

Trademark/ Domain Name	Application / Registration No.	Status	Classes	Trademark Registrar	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]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Who Would You Rather Be...?	85089106	Pending	28	Imagination Holdings	USA	
WOULD YOU RATHER...? & Design	2,370,830	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	

TRADEMARK

Trademark/ Domain Name	Application / Registration No.	Status	Classes	Trademark Registrar	Trademark Region	Domain Registrar
WOULD YOU RATHER_?	85087153	Pending	9, 16, 25, 41	Falls Media LLC	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]	[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]	[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]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

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 884695) covers are as follows:
Wares: (1) Clothing namely t-shirts, pajamas, pants, blouses, sweaters, shirts, shorts, skirts, underwear, dressing gowns, coats, jackets, scarves, hosiery, socks, footwear namely shoes, boots and sandals; headwear namely caps, hats, headbands; stationery namely greeting cards, cartoons, jottary tickets, mugs; books; calendars, diary and associated stationery, namely envelopes, note pads, note paper, pens and pencils; boardgames, computer games.
Services: (1) 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 1117708) 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