

Form PTO-1504
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy hereof.

1. Name of conveying party(ies):
IRWIN TOY LIMITED
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation Canada
 Other _____
Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies):
Name: JAKKS PACIFIC, INC.
Address: _____
22619 PACIFIC COAST HIGHWAY
MALIBU, CALIFORNIA, 90265
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: December 23, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/194,535 76/194,536
B. Trademark Registration No.(s).
Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Diana Sullivan
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 866 United Nations Plaza
City: New York State: NY Zip: 10017
Tel: (212)813-5900; Fax: (212)813-5901

6. Total number of applications and registration involved:.....2
7. Total fee (37 CFR 3.41) \$ 65.00
 Authorized to be charged to deposit account
8. Deposit account number:
23-0825 - Docket: SHUE-0204347
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Susan Upton Douglass
Name of Person Signing [Signature] Signature August 26, 2003 Date

Total number of pages comprising cover sheet:

CH \$65.00 230826 76194536

CONFIRMATION OF TRADEMARK ASSIGNMENT

WHEREAS IRWIN TOY LIMITED (hereinafter the "Assignor") having a principal office or place of business at 43 Hanna Avenue, Toronto, ON, M6K 1X6, Canada, has registered or has filed applications to register certain trademarks in Canada and the United States relating to the toys being developed, manufactured, licensed and/or sub-licensed under the trademarks "Secret Saiyan Warriors", "Secret Saiyan Heroes" and "Striking Z Fighters" (collectively, the "Marks"). The particulars of the trade-mark applications and registrations in respect of the Marks are set out in Schedule A;

AND WHEREAS JAKKS PACIFIC, INC., (hereinafter the "Assignee") having a principal office or place of business at 22619 Pacific Coast Highway, Malibu, California 90265, USA has agreed to purchase and accept from Assignor, and Assignor has agreed to transfer, sell and convey to Assignee, all of Assignor's right, title and interest in and to the Marks, together with all of its right, title and interest in the goodwill attached to the Marks and to the business with which the Marks are used pursuant to an asset purchase agreement dated December 6, 2002 as amended by an amending agreement entered into between the same parties and dated as of December 16, 2002 (collectively the "Asset Purchase Agreement");

AND WHEREAS, pursuant to and in accordance with the Asset Purchase Agreement, the Assignee is the purchaser of the entire portion of the business of the Assignor that relates to the Marks;

AND WHEREAS the assignment of the Assignor's right, title and interest in and to the Marks and in and to the goodwill attached to the Marks and to the business with which the Marks are used was effected by an order of the Ontario Superior Court of Justice under the *Companies Credit Arrangement Act* (Ontario), and ratified and affirmed by the United States Bankruptcy Court pursuant to Section 304 of the United States *Bankruptcy Code*.


NOW, THEREFORE, Assignor hereby confirms that as of date hereof it has transferred, sold, conveyed and assigned to Assignee all of its right, title and interest in and to the Marks, together with all of its right, title and interest in and to the goodwill attached to the Marks and to the business with which the Marks are used.

The Assignor will execute such further documents and do all such other acts and things as may be reasonably necessary to evidence the change of ownership of the Marks to Assignee.

IN WITNESS WHEREOF, Assignor has executed and delivered this Confirmation of Trademark Assignment pursuant to Section 5.01(e)(iv) of the Asset Purchase Agreement, and it is subject to the terms and conditions of, and shall be governed in all respects by, the Asset Purchase Agreement.

Dated as of the 23rd day of December, 2002.

IRWIN TOY LIMITED

By: 
Name: JEAN-RENÉ HAUDE
Office: President & CEO

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