

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
IRWIN TOY LIMITED		03/20/2003	CORPORATION: CANADA
ERNST & YOUNG INC.		03/20/2003	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	ITOYS INC.		
Street Address:	49 Bathurst Street, Suite 201		
City:	Toronto		
State/Country:	ONTARIO		
Postal Code:	M5P 2P2		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1409583	POP-A-DICE	
Registration Number:	1579189	FRUSTRATION	
CORRESPONDENCE DATA			
Fax Number:	(202)434-7400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(202)585-3510		
Email:	snweller@mintz.com		
Correspondent Name:	Mintz Levin Cohn Ferris Glovsky & Popeo		
Address Line 1:	701 Pennsylvania Ave. NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 22204		
NAME OF SUBMITTER:	Susan Neuberger Weller		
Signature:	/Susan Neuberger Weller/		
Date:	04/17/2007		

CH \$65.00 1409583

Total Attachments: 3
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ASSIGNMENT

TO THE COMMISSIONER OF PATENTS AND TRADEMARKS:

WHEREAS **IRWIN TOY LIMITED**, whose full post office address is **43 Hanna Avenue, Toronto, Ontario** (hereinafter referred to as "IRWIN"), is entered on the United States Patent and Trademark Office Register as the registered owner / applicant of the trademarks identified in Appendix "A" (hereinafter referred to as the "trademarks");

WHEREAS **ERNST & YOUNG INC.**, whose full post office address is **222 Bay Street, 29th Floor, Ernst & Young Tower, Toronto Dominion Centre, Toronto, Ontario, M5K 1J7** (hereinafter referred to as the "Assignor") was appointed as interim receiver of Irwin pursuant to an Order of the Honourable Mr. Justice Farley of the Ontario Superior Court of Justice (Commercial List) dated January 15, 2003;

WHEREAS **ITOYS INC.**, a company incorporated in Ontario, whose full post office address is **230 Inglewood Drive, Toronto, Ontario, M4T 1J1** (hereinafter referred to as the "Assignee") is desirous of acquiring the entire right, title and interest of Irwin in the U.S.A. in and to the trademarks;

NOW, THEREFORE, the Assignor declares as follows:

The Assignor, for and on behalf of Irwin, hereby assigns and transfers to the Assignee, without warranty as to the registrability or validity thereof, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Irwin's entire right, title and interest in and to the trademarks in the U.S.A., and the goodwill attached to the trademarks.

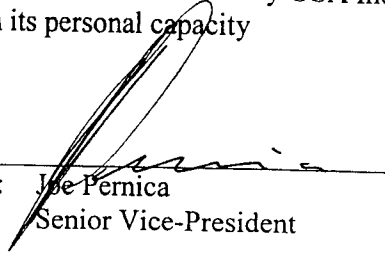
The assignment shall be binding upon the parties, their successors and permitted assigns.

The Assignor undertakes and agrees to execute, at the request and expense of the Assignee, such further assurances as may be reasonably required in order to permit the Assignee to obtain recording of this Assignment.

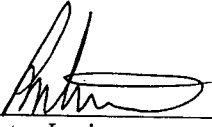
IN WITNESS WHEREOF, the parties have caused this agreement to be duly executed and signed by their duly authorized officers at Toronto, Ontario this 20th day of March, 2003.

ERNST & YOUNG INC.

in its capacity as Interim Receiver of
Irwin Toy Limited and Irwin Toy USA Inc.
and not in its personal capacity

By: 
Name: Joe Pernica
Title: Senior Vice-President

ITOYS INC.

By: 
Name: Peter Irwin
Title: President

IRWIN DEVELOPED TRADEMARKS

PARCEL #	IRWIN DEVELOPED	PRODUCT CATEGORY	COUNTRY	TRADE MARK	REG. DATE	REG. NO.
FF 1	IRWIN DEVELOPED	FRUSTRATION	AUSTRALIA	AGITATION	Oct. 29, 1987	747404
FF 1	IRWIN DEVELOPED	FRUSTRATION	CANADA	POP-A-DICE	25 Oct 85	TMA 307,590
FF 1	IRWIN DEVELOPED	FRUSTRATION	FRANCE	FRUSTRATION	March 24, 1989	1532559
FF 1	IRWIN DEVELOPED	FRUSTRATION	UNITED KINGDOM	AGITATION	Sept 25, 1985	2,038,176
FF 1	IRWIN DEVELOPED	FRUSTRATION	UNITED KINGDOM	TEMPTATION	Aug. 2, 1986	2,038,177
FF 1	IRWIN DEVELOPED	FRUSTRATION	UNITED STATES	POP-A-DICE	Sept. 18, 1988	1,409,583
FF 1	IRWIN DEVELOPED	FRUSTRATION	UNITED STATES	FRUSTRATION	Jan. 30, 1990	1,579,189