

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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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		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:	2723126	IT IRWIN TOY	
Registration Number:	2796548	IT IRWIN TOY	
CORRESPONDENCE DATA			
Fax Number:	(202)434-7400		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(202)5853510		
Email:	snweller@mintz.com		
Correspondent Name:	Susan Neuberger Weller		
Address Line 1:	701 Pennsylvania Avenue, N.W.		
Address Line 2:	Minstz Levin Cohn Ferris Glovsky & Popeo		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	20825-837 / 20825-910		
NAME OF SUBMITTER:	Susan Neuberger Weller		

CH \$65.00 2723126

Signature:

/Susan Neuberger Weller/

Date:

04/23/2007

Total Attachments: 3

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ASSIGNMENT OF INTELLECTUAL PROPERTY

WHEREAS **IRWIN TOY LIMITED**, (hereinafter referred to as "IRWIN"), is the registered owner of the intellectual property identified in Schedule A (hereinafter referred to as the "IP Rights");

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.**, 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 and to the IP Rights;

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, 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, IRWIN's entire right, title and interest in and to the IP Rights, including without limitation, (i) the industrial design applications and registrations set out in Schedule A hereto and the industrial designs described, shown and claimed therein; and (ii) the patents and applications identified in Schedule A hereto and the inventions described or claimed therein, and any and all continuations, continuations-in-part, divisions, renewals, reissues and substitutes for said patents and applications, and in and to any and all Letters Patent which may be granted on or as a result of the said applications and any issue or reissues or extensions or re-examinations of said Letters Patent, the same to be held and enjoyed by the Assignee, as fully and entirely as the same could have been held and enjoyed by the Assignor if this assignment and transfer had not been made.

The Assignor authorizes and empowers the Assignee, its assigns and legal representatives or nominees, to invoke and claim for any application for patent or other form of protection for any invention set out in the attached schedule or for additions and modifications thereto, filed by it or them, the benefit of the right of priority provided by the International Convention for the Protection of Industrial Property, as amended, or by any convention which may henceforth be substituted for it, and to invoke and claim such right of priority without further written or oral authorization from the Assignor.

The Commissioner of Patents & Trademarks is hereby authorized and requested to issue said Letters Patent to the Assignee, for its sole use and benefit; and for the use and benefit of its successors and assigns, to the full end of the term for which Letters Patent may be granted, as

fully and entirely as the same would have been held by the Assignor had this assignment and transfer not been made.

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 Agreement.

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

Witnessed by:

Sermina Rizvic
Name: Sermina Rizvic
Address:

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:

[Signature]
Name: Joe Pernica
Title: Senior Vice-President

Witnessed by:

[Signature]
Name: Don Glavatski
Address:

ITOYS INC.

By:

[Signature]
Name: Peter Irwin
Title: President

EXHIBIT B

IRWIN TRADENAMES

PARCEL #	TRADE NAME	PRODUCT CATEGORY	COUNTRY	TRADE MARK	FILING DATE	FILING NO.	REG. DATE	REG. NO.	STATUS
AA 1	IRWIN CORPORATE	CORPORATE	NEW ZEALAND	IT/IRWIN TOY & Ball Design (Class 35)			June 6, 2001	628350	REGISTERED * RENEWAL DUE June 2, 2007
AA 1	IRWIN CORPORATE	CORPORATE	UNITED STATES	IRWIN TOY			Mar. 30, 1993	1,761,500	REGISTERED * RENEWAL DUE March 30, 2003
AA 1	IRWIN CORPORATE	CORPORATE	UNITED STATES	IRWIN			Feb. 2, 1993	1,750,242	REGISTERED * RENEWAL DUE Feb. 2, 2003
AA 1	IRWIN CORPORATE	CORPORATE	UNITED STATES	IT/IRWIN TOY & Ball Design (services)	Dec. 4, 2000	76/176,111			IN EXAMINATION
AA 1	IRWIN CORPORATE	CORPORATE	UNITED STATES	IT/IRWIN TOY & Ball Design (wares)	Dec. 4, 2000	76/174,940			IN EXAMINATION
AA 1	IRWIN CORPORATE	CORPORATE	UNITED STATES	WE REMEMBER WHEN WE WERE KIDS!			Nov. 16, 1993	1,804,952	REGISTERED * RENEWAL DUE Nov. 16, 2003

3/12/2003

IRWIN CORPORATE - Trade Names
Exhibit 2 of 5