

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|--------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | RELEASE BY SECURED PARTY |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------|----------|----------------|--------------|
| BANK OF MONTREAL | | 03/30/2010 | Bank: CANADA |

RECEIVING PARTY DATA

| | |
|-------------------|--|
| Name: | MEGA BRANDS AMERICA, INC. (F/K/A ROSE ART INDUSTRIES INC.) |
| Street Address: | 36 Technology Drive |
| Internal Address: | Suite 250 |
| City: | Irvine |
| State/Country: | CALIFORNIA |
| Postal Code: | 92618 |
| Entity Type: | COMPANY: CALIFORNIA |

PROPERTY NUMBERS Total: 19

| Property Type | Number | Word Mark |
|----------------------|---------|----------------------|
| Registration Number: | 1411451 | MAGNETIX |
| Registration Number: | 1822018 | ROSEART |
| Registration Number: | 1914886 | FUZZY POSTERS |
| Registration Number: | 1957625 | ROSE ART |
| Registration Number: | 1957626 | ROSE ART |
| Registration Number: | 1957628 | ROSE ART |
| Registration Number: | 2016492 | FUZZY |
| Registration Number: | 1968561 | ROSEART FUN DOUGH |
| Registration Number: | 2284955 | GLAMOUR GEAR |
| Registration Number: | 2498335 | FUZZY |
| Registration Number: | 3159675 | THINK SMART ROSE ART |
| Registration Number: | 2852063 | MAGNETIX |
| Registration Number: | 2856972 | MAGNETIX |

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|----------------------|---------|--------------------------|
| Registration Number: | 3045642 | ESHERA 360° |
| Registration Number: | 3049853 | ROSEART BRAND SINCE 1923 |
| Registration Number: | 3049854 | ROSEART BRAND SINCE 1923 |
| Registration Number: | 3079005 | ESHERA 360° |
| Registration Number: | 3188123 | MAGNABEADS |
| Registration Number: | 2900883 | THINK SMART ROSE ART |

CORRESPONDENCE DATA

Fax Number: (514)904-8101
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: ipmtl@osler.com
Correspondent Name: S. Aguilar
Address Line 1: 1000 de la Gauchetiere Street West
Address Line 2: Suite 2100
Address Line 4: Montreal, CANADA H3B 4W5

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|-------------------------|----------------------------|
| ATTORNEY DOCKET NUMBER: | 1107079(BMO_MBA_TMRELEASE) |
| NAME OF SUBMITTER: | Sofia Aguilar |
| Signature: | /Sofia Aguilar/ |
| Date: | 03/30/2010 |

Total Attachments: 3
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**RELEASE AND DISCHARGE OF SECURITY INTERESTS
IN UNITED STATES TRADEMARK REGISTRATIONS**

WHEREAS pursuant to a security agreement executed by Rose Art Industries, Inc. (having subsequently changed its name to Mega Brands America, Inc.) a security interest was granted in favour of Bank of Nova Scotia as agent in and to the trademark registrations set out in the schedule attached hereto (the "Trademarks");

WHEREAS evidence of the security interest was recorded in the United States Patent and Trademark Office (the "USPTO") at Reel/Frame Number 3147/0121 with respect to Bank of Nova Scotia as agent;

WHEREAS Bank of Montreal was subsequently substituted for Bank of Nova Scotia as agent under the security agreement;

WHEREAS the Trademarks were subsequently assigned to Mega Brands International, Luxembourg, Zug Branch;

WHEREAS pursuant to a related security agreement executed by Mega Brands International, Luxembourg, Zug Branch a security interest was granted in favour of Bank of Montreal as agent to the Trademarks;

WHEREAS evidence of the security interest was recorded in the United States Patent and Trademark Office (the "USPTO") at Reel/Frame Number 3832/0606 with respect to Bank of Montreal as agent;

AND WHEREAS Bank of Montreal now wishes to release all of its interest in and to the Trademarks (including, as assignee of Bank of Nova Scotia, all of Bank of Nova Scotia's interest in and to the Trademarks) under the security agreements;

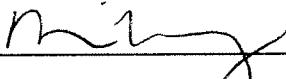
NOW THEREFORE, in consideration of One United States Dollar (US \$1), and other good and valuable consideration, the receipt and adequacy of which are acknowledged, Bank of Montreal:

1. confirms that it has not assigned or otherwise disposed of its interest in and to the Trademarks; and
2. hereby releases and discharges the full interest granted to itself (and, for greater certainty, to Bank of Nova Scotia), whether personally or in its capacity as agent, in and to the Trademarks.

IN WITNESS WHEREOF, Bank of Montreal has caused this Release and Discharge of Security Interests to be duly executed by an authorized officer as of this 30th day of March, 2010.


BANK OF MONTREAL

By:



Name: **DAMIEN DUPREY**
Title: **Vice President / Vice-président**

By:



Name: **RICHARD BELZIL**
Title: **Vice President**

SCHEDULE

| REGISTRATION NUMBER | TRADEMARK | REGISTRATION DATE |
|----------------------------|-----------------------------|--------------------------|
| 1,411,451 | MAGNETIX | 09/30/1986 |
| 1,822,018 | ROSEART | 02/15/1994 |
| 1,914,886 | FUZZY POSTERS | 08/29/1995 |
| 1,957,625 | ROSE ART | 02/20/1996 |
| 1,957,626 | ROSE ART | 02/20/1996 |
| 1,957,628 | ROSE ART | 02/20/1996 |
| 2,016,492 | FUZZY | 11/12/1996 |
| 1,968,561 | ROSEART FUN DOUGH | 04/16/1996 |
| 2,284,955 | GLAMOUR GEAR | 10/12/1999 |
| 2,498,335 | FUZZY | 10/16/2001 |
| 3,159,675 | THINK SMART ROSE ART | 10/17/2006 |
| 2,852,063 | MAGNETIX | 06/08/2004 |
| 2,856,972 | MAGNETIX | 06/22/2004 |
| 3,045,642 | ESPHERA 360° | 01/17/2006 |
| 3,049,853 | ROSEART BRAND SINCE 1923 | 01/24/2006 |
| 3,049,854 | ROSEART BRAND SINCE 1923 | 01/24/2006 |
| 3,079,005 | ESPHERA 360° | 04/11/2006 |
| 3,188,123 | MAGNABEADS | 12/19/2006 |
| 2,900,883 | THINK SMART ROSE ART | 11/02/2004 |