

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
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:

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3678923	BATTLE OF THE SEXES
Registration Number:	3254597	BATTLE OF THE SEXES
Registration Number:	2572474	BATTLE OF THE SEXES
Registration Number:	2977283	BEAT THE PARENTS
Registration Number:	2663264	FACT OR CRAP
Registration Number:	2892687	FACT OR FICTION
Registration Number:	3401655	URBAN MYTH

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 Attorneys PLLC
 Address Line 1: 450 West Fourth Street

CH \$190.00 3678923

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:

08/06/2010

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. 4149259, 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");

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)

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.

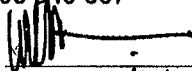
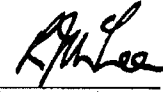
WHEREOF the parties hereto have duly executed this Agreement, by the hands of their respective officers duly authorized in that behalf, as of the day, month and year first above written.

SPIN MASTER LTD.

Per: _____
Name:
Title:

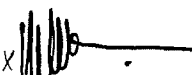

(I have the authority to bind the corporation)

IMAGINATION HOLDINGS PTY LTD.
ACN 068 943 537

Per:  | 
Name: KEVIN MCLEAN ROBERT MCLEAN
Title: DIRECTOR DIRECTOR

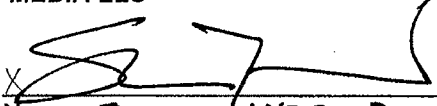
(I have the authority to bind the corporation)

IMAGINATION INTERNATIONAL CORP.

Per: X  | X 
Name: KEVIN MCLEAN ROBERT MCLEAN
Title: DIRECTOR DIRECTOR



(I have the authority to bind the corporation)

FALLS MEDIA LLC

Per: X 
Name: STONE AYEEND
Title: CEO

(I have the authority to bind the corporation)

IMAGINATION DVDi LTD

Per:  | X 
Name: KEVIN McLEAN ROBERT McLEAN
Title: DIRECTOR DIRECTOR

(I have the authority to bind the corporation)

2719-2828
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]

wireless digital messaging services; web messaging and wireless digital messaging services namely the recordal, storage and subsequent delivery of voice and text messages over the internet; providing information in the field of telecommunications and mobile telecommunication services.