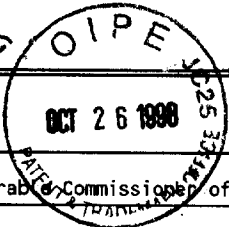


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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks

attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p style="text-align: center;">Dr. Hans-Georg Mangold</p> <p><input checked="" type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Mangold GmbH & Co.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>Dr. Mack-Strasse 41</u> <u>D-90762 Fuerth, Fed. Rep. of Germany</u></p> <p>City: _____ State: _____ Zip: _____</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If Assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <small>(Designation must be separate document from Assignment)</small></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>August 23, 1998.</u></p>	

4. Application number(s) or registration numbers:

A. Trademark Application No.(s)	B. Trademark registration No.(s)
	1,126,008 and 515,113

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>David Toren</u> Internal Address: <u>ANDERSON, KILL & OLICK, P.C.</u> Street Address: <u>1251 Avenue of the Americas</u> <u>44th Floor</u> City: <u>NEW YORK</u> State: <u>N.Y.</u> Zip: <u>10020-1182</u></p>	<p>6. Total number of applications and registrations involved <u>2</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>65.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account #01-1944</p> <p>8. Deposit account number: 01-1944 (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

David Toren		October 20, 1998
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 3

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01 FC:481 40.00 CH
02 FC:482 25.00 CH

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ASSIGNMENT OF TWO U.S. TRADEMARK REGISTRATIONS

WHEREAS,

of Dr. Hans-Georg Mangold
Les Résidences du Lac
1195 Dully
SWITZERLAND

is the owner, by assignment (reel/frame: 1671/124), of U.S. Trademark Reg. No. 1,126,008 for **SCHUCO**, registered on October 16, 1979 and U.S. Reg. No. 515,113 for **Schuco (stylized)**, registered on September 13, 1949

AND WHEREAS,

of Mangold GmbH & Co.
Dr. Mack-Strasse 41
D-90762 Fuerth
Federal Republic of Germany

is desirous of acquiring said marks and said registrations thereof;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Dr. Hans-Georg Mangold does hereby assign unto the said

MANGOLD GMBH & CO.

all rights, title and interest in and to the said marks, together with the good will of the business symbolized by the marks, and the above identified registrations thereof.

DR. HANS-GEORG MANGOLD

By: Hans-Georg Mangold

Title: President

In the presence of:
[Signature]
[Signature]

Dated: 23.8.98

NY2-150881.1