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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Spin Master Toys

1045102

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: September 1, 2002

2. Name and address of receiving party(ies)

Name: Spin Master Ltd.

Internal Address:

Street Address: 450 Front Street West

City: Toronto State: ON Zip: Canada M5V1B6

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Ontario Canada Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/321,464

B. Trademark Registration No.(s) 2,516,499

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark V. Sparacino

Internal Address: Roylance, Abrams, Berdo & Goodman, L.L.P.

Street Address: 1300 19th Street, NW Suite 600

City: Washington State: DC Zip: 20036-1649

6. Total number of applications and registrations involved: 64

7. Total fee (37 CFR 3.41) \$ 1,615.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

18-2220

DO NOT USE THIS SPACE

9. Signature.

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 64

10/22/2002 LMUELLER 00000005 76321464

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521 02 FC:8522

40.00 OP 1575.00 OP

TRADEMARK REEL: 002603 FRAME: 0184

4 B. Trademark Registration Nos.

2,618,877 - DON'T FREE FREDDY
2,618,879 - INTRUDER
2,618,878 - INDEPENDENCE
2,618,876 - IF YOU CAN THINK IT, YOU CAN SHRINK IT
2,615,151 - XTREME CRACKBACKS
2,584,882 - TICKLE SECRETS BABY
2,558,276 - METAL MAXX
2,502,012 - MEGA SHOCKS
2,509,443 - MILKY MANIA
2,485,123 - MICRO RIDERS
2,451,095 - SANDSTORMER
2,579,171 - V-WING AVENGER
2,516,499 - THE BIGGEST NAMES, THE SMALLEST BIKES!
2,455,022 - WATER FLYERS
2,462,793 - WARPSTREAM
2,410,534 - FLICK TRIX
2,424,937 - TOTALLY FASHION
2,385,268 - BODY ART FUN
2,364,329 - WALL CRAWLERS
2,447,370 - AIR HOGS
2,400,370 - VECTOR
1,982,171 - SPIN MASTER

4 A. Trademark Application Nos.

76/321,464 - STREET ROCKETS
76/439,332 - SPIN MASTER & Design
76/424/803 - PATRIOT
76/424,802 - CHOCOLATE MAGIC
76/424,801 - DEFENDER
76/321,601 - WATER SABRES
76/424,693 - PHAZOR
76/424,692 - B-BOYZ
76/157,305 - BUSH BANDIT
76/157,304 - MUD SLINGER
76/106,799 - FIRESTORMER
76/157,306 - FOREST THUNDER
76/157,303 - ICE BLAZER
76/121,388 - RED DAWN
76/167,586 - METAL MAXX MICRO
76/341,742 - STRIKER
76/341,702 - BLAST ACTION
76/121,960 - HYDRONAUT
76/278,256 - AIR HOGS
76/286,149 - SNATCH IT
76/286,806 - ON THE GLOW
76/249,694 - P-40 TOMAHAWK
76/202,111 - FASHION AND FUN FOR GIRLS ON THE RUN
76/166,060 - HYDRO BLAST
76/341,703 - SKY BLAZER
76/294,958 - RFX LAZER
76/279,687 - DAPHNIE
76/249,206 - UNLEASHED
76/248,075 - KYLIE
76/188,274 - DESTRUCTOR
76/165,496 - SURGE
76/157,296 - SOLAR SURGE
76/121,961 - KEY CHARM CUTIES
76/067,521 - FUSION
76/004,304 - AFTERSHOCK
75/874,935 - RENEGADE
75/877,777 - E-CHARGERS
75/701,805 - SKY SHARK
76/444,298 - MAGIC RAINBOW
76/444,297 - LASER FX
76/444,226 - ROLL ART
76/444,225 - X-FACTOR

TRADEMARK ASSIGNMENT

WHEREAS, Spin Master Toys, a Canadian partnership comprised of 1114903 Ontario, Inc. and 1107511 Ontario, Inc., both Canadian corporations, with a principal business address at 450 Front Street West, Toronto, Ontario M5V 1B6 Canada, (herein after called "ASSIGNOR"), was the owner of various United States trademark applications and registrations, a list of which is attached hereto as Exhibit A (hereinafter called the "Marks"); and

WHEREAS, Spin Master Ltd., a corporation incorporated under the laws of the Province of Ontario, Canada, with a principal business address at 450 Front Street West, Toronto, Ontario M5V 1B6 Canada (herein after called "ASSIGNEE"), acquired all right, title and interest in and to the Marks;

NOW, THEREFORE, ASSIGNOR hereby conferred the assignment and transfer to ASSIGNEE on or about September 1, 2002, of all right, title and interest in and to the Marks, together with whatever rights it may have in the Marks, together with the business goodwill associated with the said Marks, and the right to sue for and collect damages, profits, attorneys' fees, and all other available remedies for past infringements of the said Marks.

ASSIGNOR

SPIN MASTER TOYS

By: Name: ANTON RABIETitle: PRESIDENT & CEO.Dated: OCTOBER 10, 2002

EXHIBIT A
**SPIN MASTER TOYS TRADEMARKS REGISTRATIONS AND
 APPLICATIONS ASSIGNED TO SPIN MASTER LTD.**

MARK	REG/APP NO
DON'T FREE FREDDY	2,618,877
INTRUDER	2,618,879
INDEPENDENCE	2,618,878
IF YOU CAN THINK IT, YOU CAN SHRINK IT	2,618,876
STREET ROCKETS	76/321,464
SPIN MASTER & Design	76/439,332
XTREME CRACKBACKS	2,615,151
PATRIOT	76/424,803
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PHAZOR	76/424,693
B-BOYZ	76/424,692
BUSH BANDIT	76/157,305
MUD SLINGER	76/157,304
FIRESTORMER	76/106,799
FOREST THUNDER	76/157,306
ICE BLAZER	76/157,303
RED DAWN	76/121,388
TICKLE SECRETS BABY	2,584,882
METAL MAXX MICRO	76/167,586
STRIKER	76/341,742
BLAST ACTION	76/341,702
HYDRONAUT	76/121,960
METAL MAXX	2,558,276
AIR HOGS	76/278,256
SNATCH IT	76/286,149
ON THE GLOW	76/286,806
P-40 TOMAHAWK	76/249,694

MARK	REG/APP NO.
FASHION AND FUN FOR GIRLS ON THE RUN	76/202,111
HYDRO BLAST	76/166,060
SKY BLAZER	76/341,703
RFX LAZER	76/294,958
DAPHNIE	76/279,687
UNLEASHED	76/249,206
KYLIE	76/248,075
DESTRUCTOR	76/188,274
SURGE	76/165,496
SOLAR SURGE	76/157,296
MEGA SHOCKS	2,502,012
KEY CHARM CUTIES	76/121,961
MILKY MANIA	2,509,443
MICRO RIDERS	2,485,123
FUSION	76/067,521
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