

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------|----------|----------------|-------------------|
| The Ohio Art Company | | 10/05/2005 | CORPORATION: OHIO |

RECEIVING PARTY DATA

| | |
|--------------------------|-----------------------------------------------------------------------------------------------------------|
| Name: | Wells Fargo Bank, National Association, acting through its Wells Fargo Business Credit operating division |
| Street Address: | 100 East Wisconsin Avenue |
| Internal Address: | MAC N9811-143 |
| City: | Milwaukee |
| State/Country: | WISCONSIN |
| Postal Code: | 53202 |
| Entity Type: | National Association: UNITED STATES |

PROPERTY NUMBERS Total: 32

| Property Type | Number | Word Mark |
|----------------------|---------|-------------------|
| Registration Number: | 2855659 | OHIO ART |
| Registration Number: | 2790600 | A.R.M. 4000 XL |
| Registration Number: | 2666287 | MAGIC SCREEN |
| Registration Number: | 2344863 | ETCH A SKETCH |
| Registration Number: | 2226229 | BETTY SPAGHETTY |
| Registration Number: | 2176320 | |
| Registration Number: | 2057469 | ETCH A SKETCH |
| Registration Number: | 2034014 | ETCH A SKETCH |
| Registration Number: | 2209393 | OHIO ART |
| Registration Number: | 2201698 | THE WORLD OF TOYS |
| Registration Number: | 1999287 | ETCH A SKETCH |
| Registration Number: | 2064398 | |
| Registration Number: | 1945467 | SPARKLE LIGHTS |

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|----------------------|---------|--------------------------------|
| Registration Number: | 1851577 | POCKET ETCH A SKETCH |
| Registration Number: | 1827933 | "WORLD'S FAVORITE DRAWING TOY" |
| Registration Number: | 1740008 | TRAVEL ETCH A SKETCH |
| Registration Number: | 1676392 | TWO SIDES OF FUN |
| Registration Number: | 1587707 | |
| Registration Number: | 1495957 | LIL' SPORT HOOPS |
| Registration Number: | 1487617 | MAKING CREATIVITY FUN! |
| Registration Number: | 1442593 | ANIMATOR |
| Registration Number: | 1412495 | THE ETCH A SKETCH ANIMATOR |
| Registration Number: | 1399673 | OHIO ART THE WORLD OF TOYS |
| Registration Number: | 1399672 | OHIO ART THE WORLD OF TOYS |
| Registration Number: | 1229652 | ETCH A SKETCH |
| Registration Number: | 1309900 | THE WORLD OF TOYS |
| Registration Number: | 1097509 | ETCH A SKETCH |
| Registration Number: | 962338 | OHIO ART |
| Registration Number: | 935619 | TWIRLOPAINT |
| Registration Number: | 883714 | OHIO ART |
| Registration Number: | 829095 | TIGER |
| Registration Number: | 725595 | ETCH A SKETCH |

CORRESPONDENCE DATA

Fax Number: (414)273-5198
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 414-273-3500
Email: bgilpin@gklaw.com
Correspondent Name: Brian G. Gilpin; Godfrey & Kahn, S.C.
Address Line 1: 780 N. Water Street
Address Line 4: Milwaukee, WISCONSIN 53202

| | |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | 008988-0174 |
| NAME OF SUBMITTER: | Brian G. Gilpin |
| Signature: | /bgg/ |
| Date: | 11/04/2005 |

Total Attachments: 2
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**NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Patent and Trademark Security Agreement dated as of October 5, 2005 (the "Security Agreement"), by THE OHIO ART COMPANY (the "Debtor") and WELLS FARGO BANK, NATIONAL ASSOCIATION, acting through its WELLS FARGO BUSINESS CREDIT operating division (the "Secured Party"), the Debtor has granted to the Secured Party a continuing security interest in and continuing lien upon the trademark registrations and/or trademark applications listed in **Exhibit A**, hereto.

The Secured Party, hereby acknowledges that the security interest in the foregoing trademark registrations and/or trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark registrations or trademark applications.

Very truly yours,

WELLS FARGO BANK, NATIONAL
ASSOCIATION, acting through its WELLS
FARGO BUSINESS CREDIT operating division

By: Brian T. Sprink
Brian T. Sprink, Vice President

STATE OF WISCONSIN)
)
COUNTY OF MILWAUKEE)

The foregoing instrument was acknowledged before me this 12th day of October, 2005, by Brian T. Sprink, a Vice President of Wells Fargo Bank, National Association, acting through its Wells Fargo Business Credit operating division, on behalf of the bank.

Kristen Reep
Notary Public
My commission is permanent




Exhibit A

| MARK | COUNTRY | SERIAL NO./REG. NO. | FILING DATE/REG. DATE | STATUS | OWNER |
|---------------------------------------|---------|---------------------|-----------------------|------------|----------------------|
| OHIO ART and Design | US | 2855659 | 06/22/2004 | Registered | The Ohio Art Company |
| A.R.M. 4000 XL | US | 2790600 | 12/09/2003 | Registered | The Ohio Art Company |
| MAGIC SCREEN | US | 2666287 | 12/24/2002 | Registered | The Ohio Art Company |
| ETCH A SKETCH | US | 2344863 | 04/25/2000 | Registered | The Ohio Art Company |
| BETTY SPAGHETTY | US | 2226229 | 02/23/1999 | Registered | The Ohio Art Company |
| Design | US | 2176320 | 07/28/1998 | Registered | The Ohio Art Company |
| ETCH A SKETCH | US | 2057469 | 04/29/1997 | Registered | The Ohio Art Company |
| ETCH A SKETCH | US | 2034014 | 01/28/1997 | Registered | The Ohio Art Company |
| OHIO ART | US | 2209393 | 12/08/1998 | Registered | The Ohio Art Company |
| THE WORLD OF TOYS | US | 2201698 | 11/03/1998 | Registered | The Ohio Art Company |
| ETCH A SKETCH | US | 1999287 | 09/10/1996 | Registered | The Ohio Art Company |
| Design | US | 2064398 | 05/27/1997 | Registered | The Ohio Art Company |
| SPARKLE LIGHTS | US | 1945467 | 01/02/1996 | Registered | The Ohio Art Company |
| POCKET ETCH A SKETCH | US | 1851577 | 08/30/1994 | Registered | The Ohio Art Company |
| "WORLD'S FAVORITE DRAWING TOY" | US | 1827933 | 03/22/1994 | Registered | The Ohio Art Company |
| TRAVEL ETCH A SKETCH | US | 1740008 | 12/15/1992 | Registered | The Ohio Art Company |
| TWO SIDES OF FUN | US | 1676392 | 02/18/1992 | Registered | The Ohio Art Company |
| Design | US | 1587707 | 03/20/1990 | Registered | The Ohio Art Company |
| LIL' SPORT HOOPS | US | 1495957 | 07/12/1988 | Registered | The Ohio Art Company |
| MAKING CREATIVITY FUN! | US | 1487617 | 05/10/1988 | Registered | The Ohio Art Company |
| ANIMATOR | US | 1442593 | 06/09/1987 | Registered | The Ohio Art Company |
| THE ETCH A SKETCH ANIMATOR | US | 1412495 | 10/07/1986 | Registered | The Ohio Art Company |
| OHIO ART THE WORLD OF TOYS and Design | US | 1399673 | 07/01/1986 | Registered | The Ohio Art Company |
| OHIO ART THE WORLD OF TOYS and Design | US | 1399672 | 07/01/1986 | Registered | The Ohio Art Company |
| ETCH A SKETCH | US | 1229652 | 03/08/1983 | Registered | The Ohio Art Company |
| THE WORLD OF TOYS Stylized | US | 1309900 | 12/18/1984 | Registered | The Ohio Art Company |
| ETCH A SKETCH | US | 1097509 | 07/25/1978 | Registered | The Ohio Art Company |
| OHIO ART and Design | US | 962338 | 07/03/1973 | Registered | The Ohio Art Company |
| TWIRLOPAINT Stylized | US | 935619 | 06/13/1972 | Registered | The Ohio Art Company |
| OHIO ART | US | 883714 | 01/06/1970 | Registered | The Ohio Art Company |
| TIGER Stylized | US | 829095 | 05/23/1967 | Registered | The Ohio Art Company |
| ETCH A SKETCH | US | 725595 | 12/26/1961 | Registered | The Ohio Art Company |