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TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS  
Washington, D.C. 20531

Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

**GREGORY BENNETT THOMAS and JOHN S. CALDWELL**

2. Name and address of receiving party(ies):

**DISCOVERY TOYS**

**6400 BRISA STREET**

**LIVERMORE, CALIFORNIA 94550**

3. Nature of conveyance:

**XXXXXX**

Assignment

Merger

Security Agreement

Change of Name

Other:

Execution Date: **September 17 and August 17, 1998, respectively**

4. Application number(s) or application date(s):

If this document is being filed together with a new application,  
the execution date of the application is:

A. Application No.

B. Application Date

**29/091,167**

**July 24, 1998**

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

Charles N.J. Ruggiero, Esq.  
Ohlandt, Greeley, Ruggiero & Perle, L.L.P.  
One Landmark Square, 9th Floor  
Stamford, Connecticut 06901-2682 U.S.A.

6. Total No. of applications and patents involved: 1.

7. Total Fee (37 C.F.R. 3.41(h)) \$40.00/assignment.

**XXXXXX**

Enclosed

Authorized to be charged to deposit account.

The Commissioner is hereby authorized to charge any additional fees  
under 37 C.F.R. 3.41 that may be required with this communication or  
credit any overpayment, to Deposit Account No. 01-0467. A duplicate  
copy of this Form is enclosed.

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.

Charles N.J. Ruggiero  
Name of Person Signing

Signature

10/2/98

Date

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

PATENT  
REEL: 9746 FRAME: 0450

**ASSIGNMENT**

FOR ONE DOLLAR (\$1.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, we, **GREGORY BENNETT THOMAS**, a citizen of the United States of America, and a resident of 35661 Viola Court, Fremont, California 94536, and **JOHN S. CALDWELL**, a citizen of the United States of America, and a resident of 226 Edelen Avenue, No. 17, Los Gatos, California 95030 have co-invented certain new and useful improvements in

**BOAT POUNDING TOY**

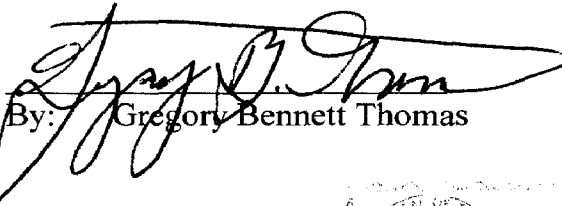
hereby assign to **Discovery Toys**, a California corporation having its principal office at 6400 Brisa Street, Livermore, California 94550 (hereinafter referred to as "Assignees"), of the entire right, title and interest in and to such invention, together with the patent rights and rights of protection to the same throughout the world, including any patent rights which may result from the application for United States Letters Patent which was filed in the United States Patent and Trademark Office on July 24, 1998 and assigned Application Serial No. 29/091167, and any continuation, divisions, continuation-in-part applications, inventor's certificate and extensions thereof, preparatory to obtaining Letters Patent of the United States therefor; said invention, application and Letters Patent to be held and enjoyed by said Assignees for their own use and behoof and for the use and behoof of their successors and assigns, to the full end of the term for which said Letters Patent or other rights of protection may be granted as entirely as the same would have been held and enjoyed by us had the assignment not been made.

AND WE COVENANT and AGREE and WARRANT that we have a full and unencumbered title to the invention hereby assigned, and we further covenant and agree that we have the right to grant such rights to said invention and application and Letters Patent and that we will, at any time upon request without cost to us or further compensation, execute and deliver any and all papers or instruments that, in the opinion of the Assignees, may be necessary or desirable

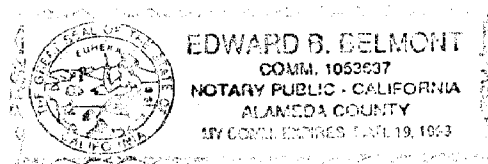
to secure said Assignees the full enjoyment of the rights and properties herein conveyed or intended to be conveyed by this instrument.

IN WITNESS WHEREFORE, we have hereunto set our hands and seal:

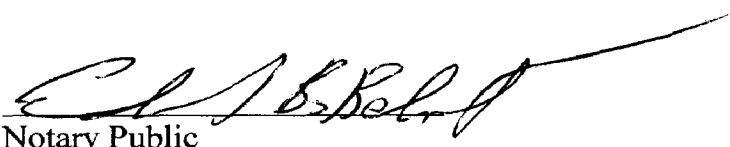
Date: SEPTEMBER 17, 1998

By:   
Gregory Bennett Thomas

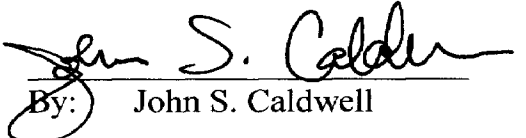
STATE OF California )  
COUNTY OF Alameda ) SS



Sworn to before me this 17 day of Sep, 1998.

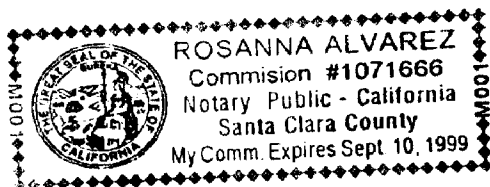
  
Notary Public

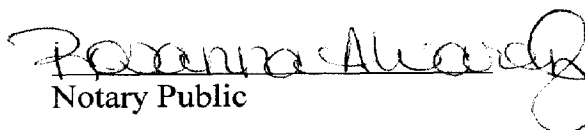
Date: AUGUST 17, 1998

By:   
John S. Caldwell

STATE OF California )  
COUNTY OF Santa Clara ) SS

Sworn to before me this 17<sup>th</sup> day of August 1998.



  
Notary Public