



102184105

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Additional documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):

Toymax, Inc.

MLD
8-9-02

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

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

Name: Bank of America, N.A., as
Administrative Agent

Internal Address: WAL-501-37-20

Attn: Jakks Pacific Account Officer

Street Address: 800 Fifth Ave., 37th Floor

City: Seattle State: WA ZIP: 89104

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: June 21, 2002

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

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

A. Patent Application No.(s)

See Exhibit A attached

B. Patent No.(s)

see Exhibit A attached

Additional numbers attached? Yes No

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

Name: Sheppard, Mullin, Richter & Hampton
LLP

Internal Address: Attn: J. Cravitz

Street Address: 333 S. Hope St., 48th Floor

City: Los Angeles, State: CA ZIP: 90071

6. Total number of applications and patents involved: 32

7. Total fee (37 CFR 3.41):..... \$ 1,280.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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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.

Donald Bennett, Esq.
Name of Person Signing

Signature

Aug. 5, 2002

Date

Total number of pages comprising cover sheet: 10

OMB No. 0651-0011 (exp. 4/94)

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

08/12/2002 6TON11 00000038 09902808
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Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed.

EXHIBIT A

TITLE	APPLICATION NO.
COMPUTER PROGRAMMABLE INTERACTIVE TOY FOR A SHOOTING GAME	09/902,808
MOVABLE TALKING TOY HAVING MOVABLE FEATURE(S)	09/499,233
PLAYER PROGRAMMABLE, INTERACTIVE TOY FOR A SHOOTING GAME	09/015,863
PLAYER PROGRAMMABLE, INTERACTIVE TOY FOR A SHOOTING GAME	09/907,533
REMOTELY CONTROLLED TOY AND WIRELESS REMOTE OPERABLE IN A POINT OF SALE PACKAGE	09/475,402
REMOVABLE SOUND-GENERATION MODULE MATCHED TO TOY TYPE	60/290,597
TOY GUN FIRING A SHAPELESS SEMI-SOLID CHARGE	60/267,965
TOY RESPONSIVE TO SENSED RESISTANCE	09/499,852
TOY WITH REMOTELY CONTROLLED SECURITY ALARM	09/497,244

EXHIBIT A

TITLE	PATENT NO.
COMPUTER PROGRAMMABLE INTERACTIVE TOY FOR A SHOOTING GAME	6,261,180
HIDE AND FIND TOY GAME	6,311,982
HIGHSPEED TOY VEHICLE AND LAUNCHER THEREFOR	5,173,071
INTERACTIVE LIGHT-OPERATED TOY SHOOTING GAME	5,741,185
INTERACTIVE TOY SHOOTING GAME HAVING A TARGET WITH A FEELABLE OUTPUT	5,984,788
LIGHT SHOOTING AND DETECTING TOY FIGURES	6,071,166
MOLD FOR FORMING MULTI-SIDED, FULLY CONTOURED, THREE-DIMENSIONAL TOY FIGURES	5,858,262
MOLDING TOY FOR MOLDING TOY METAL OBJECTS	5,954,115
ORNAMENTAL DESIGN FOR A BEVERAGE HOLDER	D329,357
PROJECTED IMAGE TARGET SHOOTING GAME	6,328,651
REMOTELY CONTROLLED TOY AND WIRELESS REMOTE OPERABLE IN A POINT OF SALE PACKAGE	6,011,489
SHOOTING GAME TARGET WITH GRAPHIC IMAGE DISPLAY DEVICE	6,293,869
TOY GUN	D403,367
TOY GUN	D418,177
TOY MOLD SYSTEM WITH UNDERCUTS	5,597,593
TOY MOLDING APPARATUS	D371,585

EXHIBIT A

TITLE	PATENT NO.
TOY MOLDING DEVICE	D403,378
TOY OVEN	5,451,745
TOY OVEN	5,528,014
TOY RIFLE	D423,610
TOY VACUUM MOLDING APPARATUS	5,453,000
TOY WITH REMOTELY CONTROLLED SECURITY ALARM	6,028,533
TOY WITH UNRAVEL CORD MATERIAL FOR SIMULATING HAIR OR FUR	5,607,338

FIRST AMENDMENT TO
PATENT SECURITY AGREEMENT

THIS FIRST AMENDMENT TO PATENT SECURITY AGREEMENT (this "Amendment"), dated as of June 2, 2002, is entered into by each of the Persons listed on the signature page (each, a "Grantor" and collectively, the "Grantors"), jointly and severally, in favor of Bank of America, N.A., as administrative agent (the "Administrative Agent"), with reference to the following facts:

RECITALS

A. The Grantors (other than the New Subsidiaries) and the Administrative Agent are parties to the Patent Security Agreement, dated as of October 12, 2001 (the "Patent Security Agreement"), pursuant to which such Grantors granted the Administrative Agent a security interest in all of their Patents and related Collateral as security for their respective Secured Obligations to the Lenders.

B. Each of Toymax International, Inc., Toymax, Inc., Webgadgits, Inc., Funnoodle, Inc., Go Fly A Kite, Inc., Monogram International, Inc., Maxverse Interactive, Inc. and Toymax Sales, Inc. (collectively, the "New Subsidiaries") has become a subsidiary of JAKKS Pacific, Inc. and has executed a Joinder Instrument to Patent Securities Agreement, of even date herewith, by which such New Subsidiary has become an additional Grantor under the Patent Security Agreement.

C. The Grantors and the Administrative Agent wish to amend the Patent Security Agreement to add the Patents of each of the New Subsidiaries to Schedule 1 to the Patent Security Agreement in order to make such Patents part of the Collateral under the Patent Security Agreement.

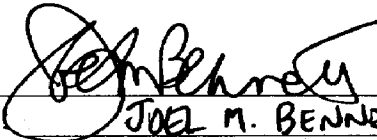
NOW, THEREFORE, the parties hereby agree as follows:

1. Defined Terms. Any and all initially capitalized terms used in this Amendment (including, without limitation, in the recitals hereto) without definition shall have the respective meanings specified in the Patent Security Agreement.
2. Addition of New Subsidiary Patents. Schedule 1 to the Patent Security Agreement is hereby amended and supplemented by including the Patents of each of the New Subsidiaries identified in Schedule 1 to this Amendment as part of the Collateral:
3. No Other Amendments. Except as expressly amended hereby, the Patent Security Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties have entered into this Amendment
by their respective duly authorized officers as of the date first above written.

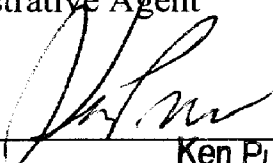
The Grantors:

JAKKS PACIFIC, INC.
FLYING COLORS TOYS, INC.
ROAD CHAMPS, INC.
PENTECH INTERNATIONAL INC.
TOYMAX INTERNATIONAL, INC.
TOYMAX, INC.
WEBGADGITS, INC.
FUNNOODLE, INC.
GO FLY A KITE, INC.
MONOGRAM INTERNATIONAL, INC.
MAXVERSE INTERACTIVE, INC.
TOYMAX SALES, INC.

By: 
Name: JOEL M. BENNETT
Title: CHIEF FINANCIAL OFFICER

The Administrative Agent:

BANK OF AMERICA, N.A., as
Administrative Agent

By: 
Name: Ken Puro
Title: Vice President

SCHEDULE 1
Existing and Pending Patents
Patents Owned by New Subsidiaries

TOYMAX INC. PATENT APPLICATION STATUS

TITLE	COUNTRY	FILED	APPLICATION NO.	STATUS
COMPUTER PROGRAMMABLE INTERACTIVE TOY FOR A SHOOTING GAME	U.S.	7/11/02	09/902,808	Abandoned/Reinstatable
MOVABLE TALKING TOY HAVING MOVABLE FEATURE(S)	U.S.	2/7/00	09/499,233	Pending
PLAYER PROGRAMMABLE, INTERACTIVE TOY FOR A SHOOTING GAME	U.S.	1/29/98	09/015,863	Pending
PLAYER PROGRAMMABLE, INTERACTIVE TOY FOR A SHOOTING GAME	U.S.	7/17/01	09/907,533	Pending
PROJECTED IMAGE TARGET SHOOTING TOY	Japan	5/11/00	2000-138280	Pending
REMOTELY CONTROLLED TOY AND WIRELESS REMOTE OPERABLE IN A POINT OF SALE PACKAGE	Japan	11/20/98	10-331744	Pending
REMOTELY CONTROLLED TOY AND WIRELESS REMOTE OPERABLE IN A POINT OF SALE PACKAGE	U.S.	12/30/99	09/475,402	Pending
REMOVABLE SOUND-GENERATION MODULE MATCHED TO TOY TYPE	U.S.	5/10/01	60/290,597	Pending
SHOOTING GAME TARGET WITH GRAPHIC AND MOVABLE SWITCH-ACTUATING DISPLAY DEVICE	WIPO	12/29/00	PCT/US00/35603	Pending
TOY GUN FIRING A SHAPELESS SEMI-SOLID CHARGE	U.S.	2/8/01	60/267,965	Pending
TOY RESPONSIVE TO SENSED RESISTANCE	U.S.	2/7/00	09/499,852	Pending
TOY WITH REMOTELY CONTROLLED SECURITY ALARM	Canada	7/9/98	2,297,201	Abandoned/Reinstatable
TOY WITH REMOTELY CONTROLLED SECURITY ALARM	EPO	7/9/98	91309750.7	Pending
TOY WITH REMOTELY CONTROLLED SECURITY ALARM	Japan	7/9/98	2000-502838	Pending
TOY WITH REMOTELY CONTROLLED SECURITY ALARM	Mexico	7/9/98	000565	Pending
TOY WITH REMOTELY CONTROLLED SECURITY ALARM	U.S.	2/3/00	09/497,244	Pending

TOYMAX INC. PATENTS STATUS

TITLE	COUNTRY	PATENT NO.	STATUS
COMPUTER PROGRAMMABLE INTERACTIVE TOY FOR A SHOOTING GAME	Hong Kong	HK 1018180	Active
COMPUTER PROGRAMMABLE INTERACTIVE TOY FOR A SHOOTING GAME	U.S.	6,261,180	Active
HIDE AND FIND TOY GAME	Hong Kong	HK 1024824	Active
HIDE AND FIND TOY GAME	U.S.	6,311,982	Active
HIGHSPEED TOY VEHICLE AND LAUNCHER THEREFOR	U.S.	5,173,071	Active
INTERACTIVE LIGHT-OPERATED TOY SHOOTING GAME	U.S.	5,741,185	Active
INTERACTIVE TOY SHOOTING GAME HAVING A TARGET WITH A FEELABLE OUTPUT	U.S.	5,984,788	Active
LIGHT SHOOTING AND DETECTING TOY FIGURES	U.S.	6,071,166	Active
MOBILE TALKING TOY HAVING MOVABLE FEATURES	Hong Kong	HK 1027941	Active
MOLD FOR FORMING MULTI-SIDED, FULLY CONTOURED, THREE-DIMENSIONAL TOY FIGURES	U.S.	5,858,262	Active
MOLDING TOY FOR MOLDING TOY METAL OBJECTS	U.S.	5,954,115	Active
ORNAMENTAL DESIGN FOR A BEVERAGE HOLDER	U.S.	D329,357	Active
PROJECTED IMAGE TARGET SHOOTING GAME	U.S.	6,328,651	Active
REMOTELY CONTROLLED TOY AND WIRELESS REMOTE OPERABLE IN A POINT OF SALE PACKAGE	Australia	708522	Active
REMOTELY CONTROLLED TOY AND WIRELESS REMOTE OPERABLE IN A POINT OF SALE PACKAGE	Canada	2,250,533	Active
REMOTELY CONTROLLED TOY AND WIRELESS REMOTE OPERABLE IN A POINT OF SALE PACKAGE	EPO; registered in Germany, Spain, Italy, U.K. & France	0928626	Abandoned/Reinstatable
REMOTELY CONTROLLED TOY AND WIRELESS REMOTE OPERABLE IN A POINT OF SALE PACKAGE	Hong Kong	HK 1011167	Active

TOYMAX INC. PATENTS STATUS

TITLE	COUNTRY	PATENT NO.	STATUS
REMOTELY CONTROLLED TOY AND WIRELESS REMOTE OPERABLE IN A POINT OF SALE PACKAGE (TRY ME)	Taiwan	NI-119700	Active
REMOTELY CONTROLLED TOY AND WIRELESS REMOTE OPERABLE IN A POINT OF SALE PACKAGE	U.S.	6,011,489	Active
SHOOTING GAME TARGET WITH GRAPHIC IMAGE DISPLAY DEVICE	U.S.	6,293,869	Active
SUBJECT SPECIFIC, WORD/PHRASE SELECTABLE MESSAGE DELIVERING DOLL OR ACTION FIGURE*	EPO; registered in France, Italy, & U.K.	0606790	Active
SUBJECT SPECIFIC, WORD/PHRASE SELECTABLE MESSAGE DELIVERING DOLL OR ACTION FIGURE*	U.S.	5,607,336	Active
TOY ACTION FIGURES AND SPEECH AND SOUND EFFECTS ACCESSORY THEREFOR*	EPO; registered in Germany, Italy, U.K. & France	0482887	Active
TOY ACTION FIGURES AND SPEECH AND SOUND EFFECTS ACCESSORY THEREFOR*	U.S.	5,073,140	Active
TOY AUDIO DEVICE*	EPO; registered in Germany, Italy, U.K. & France	0482886	Active
TOY AUDIO DEVICE*	U.S.	5,147,237	Active
TOY AUDIO DEVICE*	U.S.	5,092,810	Active
TOY GUN	U.S.	D403,367	Active
TOY GUN	U.S.	D418,177	Active
TOY MOLD SYSTEM WITH UNDERCUTS	U.S.	5,597,593	Active
TOY MOLDING APPARATUS	U.S.	D371,585	Active

* Not assigned to Toymax; assigned to Steven Lebensfeld, Harvey Goldberg and David Chu.

TOYMAX INC. PATENTS STATUS

TITLE	COUNTRY	PATENT NO.	STATUS
TOY MOLDING DEVICE	U.S.	D403,378	Active
TOY OVEN	U.S.	5,451,745	Active
TOY OVEN	U.S.	5,528,014	Active
TOY OVEN	United Kingdom	2,269,984	Active
TOY OVEN	Hong Kong	HK1005169	Active
TOY OVEN	France	2,694,892	Active
TOY OVEN	Italy	93,500,676	Active
TOY RIFLE	U.S.	D423,610	Active
TOY RESPONSIVE TO SENSED RESISTANCE	Hong Kong	00100620.8	Active
TOY SIGHT FOR A TOY WEAPON SIMULATING PROJECTION OF A LASER	Hong Kong	HK 1015618	Active
TOY VACUUM MOLDING APPARATUS	U.S.	5,453,000	Active
TOY WITH REMOTELY CONTROLLED SECURITY ALARM	Australia	739079	Active
TOY WITH REMOTELY CONTROLLED SECURITY ALARM	Hong Kong	00107220.7	Active
TOY WITH REMOTELY CONTROLLED SECURITY ALARM	U.S.	6,028,533	Active
TOY WITH UNRAVEL CORD MATERIAL FOR SIMULATING HAIR OR FUR	U.S.	5,607,338	Active
UNA MUÑECA DE JUGUETE EMISORA DE MENSAJES SONOROS	Argentina	250.562	Abandoned/Reinstatable