

12-20-1999



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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- New
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Document ID #
- Correction of PTO Error
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
- Other

Effective Date
Month Day Year

October 25 1999

Release from Security Interest in

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Association
- Corporation Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

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12/27/1999 0651-0027 101228060

01 F:481 40.00 OP
02 F:452 000.00 OP

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Enter for the first Receiving Party only.

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Address (line 3)

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Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

SEE EXHIBIT A ANNEXED HERETO.

SEE EXHIBIT A ANNEXED HERETO.

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Preston R. Cappello

December 10, 1993

Name of Person Signing

Signature

Date Signed

EXHIBIT A

1. Trademark Registrations and Applications

Registered U.S. Trademarks	Serial No.	Effective Date
Acme*	1,333,414	04-30-85
A (Stylized)*	1,613,046	09-11-90
A (Design)*	1,614,996	09-25-90
ACS Accounting Control System*	1,714,137	09-08-92
Chat-A-Mals*	1,797,143	10-05-96
Fash'n Fun*	1,834,571	05-03-94
Fun Stuff!*	1,581,688	02-06-90
Troll-Kins*	1,729,596	11-03-92
Luv Bunch*	1,799,040	06-29-93
Ace**	1,450,764	08-04-87
Ace Plus**	1,699,229	07-07-92
Big Stuf**	1,280,033	05-29-84
Deely Bobbers**	1,267,990	02-21-84
Fun Services**	924,903	11-30-71
Fun Services, Inc and Design**	925,691	12-14-71
Good Neighbor General Store**	1,178,603	11-17-81
Holiday Gift Shop**	1,622,852	11-13-90
Holiday Gift Shop**	1,622,852	11-13-90
Holiday Gift Shop**	1,735,167	11-24-92
Hoopster Heroes**	1,795,955	09-28-93
Just For Fun**	1,523,776	02-07-89
Mother's Day Boutique**	1,165,934	08-18-81

MVP**	1,666,234	11-26-91
MVP Sportstars**	1,777,974	06-22-93
Plush Parade**	1,476,835	02-16-88
Plush Parade**	1,477,897	02-23-88
Plush Parade Logo**	1,477,648	02-23-88
Plush Parade Logo**	1,481,687	03-22-88
Power Club**	1,724,194	10-13-92
Power Skaters**	1,771,590	05-18-93
Santa's Secret Shop**	1,767,793	04-27-93
Santa's Secret Shop**	777,455	09-22-64
Santa's Secret Shop**	1,281,851	06-12-84
Santa's Secret Shop**	777,455	09-22-84
Santa's Secret Shop**	1,767,793	04-27-93
Santa's Secret Shop**	1,740,107	12-15-92
Santa's Workshop**	1,487,723	05-10-88
Super World Character Design**	1,802,949	11-02-93
Tackling Dummies**	1,718,355	09-22-92

Registered U.S. Trademark Applications	Serial No.	Effective Date
Holiday Gift Shop	B569,898	12-24-91
Painted Ponies	74\638183	02-23-95

**RELEASE FROM SECURITY INTEREST
OF PATENTS, TRADEMARKS AND COPYRIGHTS**

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, The Chase Manhattan Bank, a New York banking corporation, f/k/a Chemical Bank ("Agent"), does hereby terminate and release its interest in and to the Patent, Trademark and Copyright Collateral, as specifically designated on the attached Exhibit A, originally granted, transferred, assigned and conveyed as a security interest by execution and delivery of the Security Agreement entered into between Agent and Ace Novelty Acquisition Co., Inc., a Texas corporation, whose address is 4400 Tejasco, San Antonio, Texas 75218, which was recorded with the United States Patent and Trademark Office and the relevant foreign authorities. Agent does hereby release any further interest it may have, if any, in the Patent, Trademark and Copyright Collateral set forth on Exhibit A and attached hereto.

Trademark Recordation Information:

United States Department of Commerce Patent and Trademark Office, recordation date 7/29/96,
Reel/Frame: 1486/0396

**AGENT
THE CHASE MANHATTAN BANK, a New York banking
corporation, f/k/a CHEMICAL BANK**

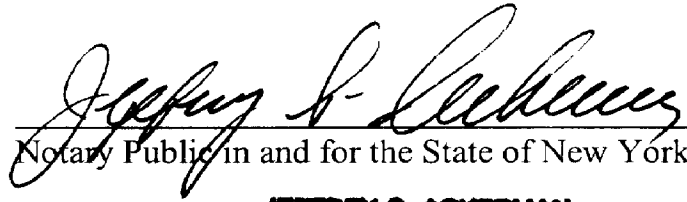
By: SONNA M. DiFuria
Name: SONNA M. DiFuria
Title: Vice President
As Agent

State of New York
County of New York

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DOONNA M. DIFORIO, of The Chase Manhattan Bank, a New York banking corporation, personally appeared before me, and being first duly sworn declared that he/she signed the Release From Security Interest of Trademarks in the capacity designated, and further states that he/she has read the above document, and the statements therein contained are true.

SUBSCRIBED AND SWORN TO before me this 21 day of OCTOBER, 1999.


Notary Public in and for the State of New York

JEFFREY S. ACKERMAN
NOTARY PUBLIC, State of New York
No. 24-4707613
Qualified in Kings County
Commission Expires June 30, 2001

My Commission Expires:
6/30/2001

Printed Name JEFFREY S. ACKERMAN