

8-9-02

RECORDATION

08-09-2002

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings



102184106

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Funnoodle, Inc. (Delaware corporation)
Go Fly A Kite, Inc. (Delaware corporation)
Maxverse Interactive, Inc. (Delaware corporation)
Toymax, Inc. (New York corporation)

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

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

3. Nature of conveyance:

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

Execution Date: June 21, 2002

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

Name: Bank of America, N.A., as
Administrative Agent
Internal Address: WA1-501-37-20
Attn: Jakks Pacific Account Officer
Street Address: 800 Fifth Ave., 37th Floor

City: Seattle State: WA ZIP: 98104

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other national banking association

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)

See Exhibit A attached

B. Trademark registration 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 registrations involved:

90

7. Total fee (37 CFR 3.41):..... \$ 2,265.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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. 6, 2002
Date

Total number of pages comprising cover sheet:

32

OMB No. 0651-0011 (exp. 4/04)

Do not detach this portion

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

08/12/2002 6TOM11 00000039 76259409

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 DP
2225.00 DP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per

TRADEMARK

REEL: 002551 FRAME: 0313

EXHIBIT A

FUNNOODLE, INC.

TRADEMARK	APPLICATION NO./ REG. NO.
GIGGLE STIK	76/259,409
BAZOOKA BOARD	78/085,022
GATOR BOARD	78/085,024
DINO BOARD (STYLIZED)	78/085,029

GO FLY A KITE, INC.

TRADEMARK	APPLICATION NO./ REG. NO.
GO FLY A KITE	1,031,546
AERO STUNTER	1,529,843
AIR CREATIONS	1,543,727

MAXVERSE INTERACTIVE, INC.

TRADEMARK	APPLICATION NO./ REG. NO.
MAXPOD	76/214,615
MAXPOD	76/214,616
DID YOU GET BLINKED TODAY?	76/214,617
DID YOU GET BLINKED TODAY?	76/215,050
BUZZ ON THE FLY	76/259,407
RAP ON THE FLY	76/259,408
RAP ON THE FLY	76/259,410
BUZZ ON THE FLY	76/259,895

EXHIBIT A

TOYMAX

TRADEMARK	APPLICATION NO./ REG. NO.
WASP WARRIORS	1,762,119
TOYMAX	1,743,981
TOYMAX	1,718,347
TOYMAX and Design	1,718,350
TOYMAX and Design	1,743,984
FLOWER FANCY	1,898,196
CHIP AWAY	1,822,055
CREEPY CRAWLERS	1,890,685
TALKING TINA	1,793,761
GOOP	1,868,922
GOOP-A-SAURUS	1,883,676
LOVELY LOOKS	1,889,367
CREEPY CRAWLERS and Design	2,010,400
MEAN 'N TOUGH 4X4'S	1,941,504
INCREDIBLE CAR FACTORY	1,912,646
CREEPY CRAWLERS and Design	1,876,727
UCKY YUCKY UPDATE	1,930,601
TOOLMASTER WORKSHOP	1,988,882
JOIN 'EMS	1,926,569
CREEPY CRAWLERS and Design	1,905,817
POCKETOOL	1,941,619
BIGGER BADDER BUGS	1,912,668
BIG BAD BUZZERS	1,951,820
POWER MITES	1,986,041

EXHIBIT A

TRADEMARK	APPLICATION NO./ REG. NO.
MY FANTASTIC FRAGRANCES	1,934,068
GROSS-ERIES	1,930,707
PRODIGIOUS PESTS	1,934,088
CREATE A CREATURE	1,918,931
EEEEKS	1,927,127
STRANGE CHANGE	1,879,924
INCREDI-MIX	1,934,170
MEGA MOLDS	1,949,547
BUG-EYED BRIGADE	1,941,680
MAKE 'N STRETCH	1,934,175
BENDERIDS	1,934,176
OCTOPOIDS	1,936,073
PEG A LITE	1,947,466
DEEP CREEPERS	1,944,636
MIGHTY MEGAPESTS	1,980,069
GLOW PLASTI-GOOP	1,911,549
COLOR CHANGE PLASTI-GOOP	1,911,550
GLITTER GLAMOUR GOOP	1,911,551
SCENTED GLAMOUR-GOOP	1,929,327
MAGIC MAKER (Stylized)	1,929,348
CREATOR PAK	1,919,936
STRETCH PLASTI-GOOP	1,987,588
FLEX'EMS	1,990,392
MAKERY BAKERY	2,007,018

EXHIBIT A

TRADEMARK	APPLICATION NO./ REG. NO.
CREATURE CREATOR	2,019,972
ICK	2,047,267
B.A.R.T.	2,120,379
CYBERSPLASH	2,267,640
MINI MO'S	2,352,401
ELS	2,279,998
LIGHTNING RODS	2,243,885
ARCADIA	2,261,712
CANDY PLANET	2,470,159
CANDY PLANET	75-596667
MIGHTY MO'S	75-605886
YUK	75-791440
SUPERELASTICBUBBLEPLASTIC	75-840100
DOUGIE-CHUG-A-LONG	75-869606
CREEPY CRAWLERS	75-861943
FRIGHT FACTORY	75-901558
FRIGHT FACTORY	75-901559
CREEPY CRAWLERS	76-048952
SPY TECH	76-068679
SPY TECH	76-068680
SUCKERMAN	76-068696
JIMMY THE JUMBO JET	76-083534
SWEET STATION	76-102958
VIRTUAL PAINTBALL	76-201227

EXHIBIT A

TRADEMARK	APPLICATION NO./ REG. NO.
HEARTFELD FELINES	78-088070
WHIRLY BIRD	78-089320
SPINJAS	78-090033

FIRST AMENDMENT TO
TRADEMARK SECURITY AGREEMENT

THIS FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT (this "Amendment"), dated as of June 21, 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 Trademark Security Agreement, dated as of October 12, 2001 (the "Trademark Security Agreement"), pursuant to which such Grantors granted the Administrative Agent a security interest in all of their Trademarks and related Collateral as security for their respective Secured Obligations to the Lenders.

B. Each of Toymax International, Inc., Toymax, Inc., Webgadgits, Inc., Fun noodle, 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 Trademark Securities Agreement, of even date herewith, by which such New Subsidiary has become an additional Grantor under the Trademark Security Agreement.

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

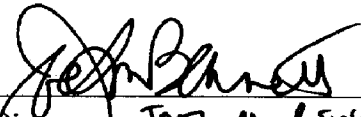
NOW, THEREFORE, the parties hereby agree as follows:

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 Trademark Security Agreement.
2. Addition of New Subsidiary Trademarks. Schedule 1 to the Trademark Security Agreement is hereby amended and supplemented by including the Trademarks 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 Trademark 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 Trademarks
Trademarks Owned by New Subsidiaries

GO FLY A KITE, INC.
P.O. BOX AA
EAST HADDAM, CONNECTICUT 06423

UNITED STATES²

MARK	STATUS	SERIAL NO./ REG. NO.	CLASSES	COMMENTS
GO FLY A KITE	Registered	1,031,546	28, 41 and 42	The registrant is listed as Go Fly a Kite Store, Inc., a New York corporation, with a security interest to The CIT Group/Commercial Services, Inc. Recorded 1/26/01; Reel/Frame Number: 2230/0688.
AERO STUNTER	Registered	1,529,843	28	The CIT Group/Commercial Services, Inc. has a security interest on the registration, filed on 12/27/00, Recorded 1/26/01; Reel/Frame Number: 2230/0688.
AIR CREATIONS	Registered	1,543,727	28	The CIT Group/Commercial Services, Inc. has a security interest on the registration, filed on 12/27/00, Recorded 1/26/01; Reel/Frame Number: 2230/0688.
THE EDGE	Cancelled	1,832,319	28	The CIT Group/Commercial Services, Inc. has a security interest on the registration, filed on 12/27/00, Recorded 1/26/01; Reel/Frame Number: 2230/0688.

We also searched the trademark databases of Australia, Benelux, France, Germany, Italy, Spain and the United Kingdom. There searches did not disclose any applications or registrations owned by a Go Fly a Kite entity (See Exhibit A).

² See Exhibit B for the search results for the United States.

GO FLY A KITE, INC.

P.O. BOX AA

EAST HADDAM, CONNECTICUT 06423

CANADA¹

MARK	STATUS	SERIAL NO./REG. NO.	CLASSES	COMMENTS
GO FLY A KITE	Registered	TMA222148	28	The search disclosed the registrant as Go Fly a Kite Store, Inc., a New York corporation (see Exhibit A)

EUROPEAN COMMUNITY

MARK	STATUS	SERIAL NO./REG. NO.	CLASSES	COMMENTS
GO FLY A KITE	Registered	169219	28	

¹ See Exhibit A for the search results for Canada and the European Union.

MAXVERSE INTERACTIVE, INC.
 125 EAST BETHPAGE ROAD
 PLAINVIEW, NEW YORK 11803

UNITED STATES¹

MARK	STATUS	SERIAL NO./ REG. NO.	CLASSES
MAXPOD	Pending	76/214,615	9
MAXPOD	Pending	76/214,616	28
DID YOU GET BLINKED TODAY?	Pending	76/214,617	38
DID YOU GET BLINKED TODAY?	Pending	76/215,050	9
BUZZ ON THE FLY	Pending	76/259,407	9
RAP ON THE FLY	Pending	76/259,408	38
RAP ON THE FLY	Pending	76/259,410	9
BUZZ ON THE FLY	Pending	76/259,895	38

We also searched the trademark databases of Australia, Benelux, Canada, the European Community, France, Germany, Italy, Spain and the United Kingdom. These searches did not disclose any applications or registrations owned by a Maxverse entity. (See Exhibit B).

¹ See Exhibit A for the United States search results.

**TOYMAX
UNITED STATES TRADEMARK PORTFOLIO**

<u>MARK</u>	<u>STATUS</u>	<u>INT'L./U.S. CLASS(ES)</u>	<u>REG./ SERIAL NO.</u>	<u>APPLICANT/REGISTRANT</u>	<u>COMMENTS</u>
CREEPY CRAWLERS	Registered	28	1,740,619	Toymax (H.K.) Ltd. (Hong Kong Corp.)	Assigns the Entire Interest and Goodwill
PLASTI-GOOP	Registered	28	1,763,736	Toymax (H.K.) Ltd. (Hong Kong Corp.)	Assigns the Entire Interest and Goodwill
BUG BRIGADE	Cancelled	28	1,769,372	Toymax Inc. (NY Corp.)	Owner address listed at: 77-81 Spruce Street Cedarhurst, NY 11516
WASP WARRIORS	Registered	28	1,762,119	Toymax Inc. (NY Corp.)	Owner address listed at: 77-81 Spruce Street Cedarhurst, NY 11516
TOYMAX	Registered	28	1,743,981	Toymax Inc. (NY Corp.)	Owner address listed at: 77-81 Spruce Street Cedarhurst, NY 11516
TOYMAX	Registered	28	1,718,347	Toymax Inc. (NY Corp.)	Owner address listed at: 77-81 Spruce Street Cedarhurst, NY 11516
TOYMAX and Design	Registered	28	1,718,350	Toymax Inc. (NY Corp.)	Owner address listed at: 77-81 Spruce Street Cedarhurst, NY 11516
TOYMAX and Design	Registered	28	1,743,984	Toymax Inc. (NY Corp.)	Owner address listed at: 77-81 Spruce Street Cedarhurst, NY 11516
MAGIC MAKER	Registered	28	1,754,553	Toymax (H.K.) Ltd. (Hong Kong Corp.)	Assigns the Entire Interest and Goodwill
FIREBALL	Cancelled	28	1,797,131	Toymax Inc. (NY Corp.)	Owner address listed at: 77-81 Spruce Street Cedarhurst, NY 11516

**TOYMAX
UNITED STATES TRADEMARK PORTFOLIO**

<u>MARK</u>	<u>STATUS</u>	<u>INT'L./U.S. CLASS(ES)</u>	<u>REG./ SERIAL NO.</u>	<u>APPLICANT/REGISTRANT</u>	<u>COMMENTS</u>
FLOWER FANCY	Registered	28	1,898,196	Toymax Inc. (NY Corp.)	Owner address listed at: 77-81 Spruce Street Cedarhurst, NY 11516
CREEPY CRAWLERS WORKSHOP	Registered	28	1,747,848	Toymax (H.K.) Ltd. (Hong Kong Corp.)	Assigns the Entire Interest and Goodwill
LUV-A-HUG TROLL	Registered	28	1,768,160	Toymax (H.K.) Ltd. (Hong Kong Corp.)	Assigns the Entire Interest and Goodwill
CHIP AWAY	Registered	28	1,822,055	Toymax Inc. (NY Corp.)	
STRANGE CHANGE MACHINE	Cancelled	28	1,849,435	Toymax Inc. (NY Corp.)	
SNAP SHOTS	Cancelled	28	1,810,137	Toymax Inc. (NY Corp.)	
CREEPY CRAWLERS YUK	Cancelled	28	1,808,560	Toymax Inc. (NY Corp.)	
CREEPY CRAWLERS	Registered	41	1,890,685	Toymax Inc. (NY Corp.)	
CREEPLY PEEPLE	Cancelled	28	1,822,061	Toymax Inc. (NY Corp.)	
PETRIFYING PREHISTORICS	Cancelled	28	1,828,386	Toymax Inc. (NY Corp.)	
TALKING TINA	Registered	28	1,793,761	Toymax Inc. (NY Corp.)	
TREASURES N TRINKETS	Cancelled	28	1,832,328	Toymax Inc. (NY Corp.)	
FOAM FACTORY	Cancelled	28	1,850,378	Toymax Inc. (NY Corp.)	
TREASURES N TRINKETS BOUTIQUE	Cancelled	28	1,800,908	Toymax Inc. (NY Corp.)	
GOOP	Registered	28	1,868,922	Toymax Inc. (NY Corp.)	
JALOPY JUMP	Cancelled	28	1,829,912	Toymax Inc. (NY Corp.)	

**TOYMAX
UNITED STATES TRADEMARK PORTFOLIO**

MARK	STATUS	INT'L./U.S. CLASS(ES)	REG./ SERIAL NO.	APPLICANT/REGISTRANT	COMMENTS
SCORCHIN' SKYPARK	Cancelled	28	1,825,886	Toymax Inc. (NY Corp.)	
SONIC SPEEDSTRIP	Cancelled	28	1,835,552	Toymax Inc. (NY Corp.)	
GRAVEYARD GHOULIES	Cancelled	28	1,849,457	Toymax Inc. (NY Corp.)	
SCARY SCURRIERS	Cancelled	28	1,855,289	Toymax Inc. (NY Corp.)	
POPPIN' PESTS	Cancelled	28	1,860,456	Toymax Inc. (NY Corp.)	
COLOSSAL CRAWLERS	Cancelled	28	1,825,887	Toymax Inc. (NY Corp.)	
GLAMOUR GOOP	Cancelled	28	1,843,773	Toymax Inc. (NY Corp.)	
PURSE PRETTIES	Cancelled	28	1,860,458	Toymax Inc. (NY Corp.)	
GOOP-A-SAURUS	Registered	28	1,883,676	Toymax Inc. (NY Corp.)	
LOVELY LOOKS	Registered	28	1,889,367	Toymax Inc. (NY Corp.)	
CREEPLY CRAWLERS and Design	Registered	41	2,010,400	Toymax Inc. (NY Corp.)	
MEAN 'N TOUGH 4X4'S	Registered	28	1,941,504	Toymax Inc. (NY Corp.)	
INCREDIBLE CAR FACTORY	Registered	28	1,912,646	Toymax Inc. (NY Corp.)	
CREEPLY CRAWLERS and Design	Registered	28	1,876,727	Toymax Inc. (NY Corp.)	
CREEPLY CRAWLERS	Cancelled	30	1,833,444	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
UCKY YUCKY UPDATE	Registered	16	1,930,601	Toymax Inc. (NY Corp.)	
TOOLMASTER WORKSHOP	Registered	28	1,988,882	Toymax Inc. (NY Corp.)	
JOIN 'EMS	Registered	28	1,926,569	Toymax Inc. (NY Corp.)	

**TOYMAX
UNITED STATES TRADEMARK PORTFOLIO**

MARK	STATUS	INT'L./U.S. CLASS(ES)	REG./ SERIAL NO.	APPLICANT/REGISTRANT	COMMENTS
CREEPY CRAWLERS and Design	Registered	30	1,905,817	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
POCKETOOL	Registered	28	1,941,619	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
BIGGER BADDER BUGS	Registered	28	1,912,668	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
BIG BAD BUZZERS	Registered	28	1,951,820	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
POWER MITES	Registered	28	1,986,041	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
MY FANTASTIC FRAGRANCES	Registered	28	1,934,068	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
GROSS-ERIES	Registered	28	1,930,707	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
PRODIGIOUS PESTS	Registered	28	1,934,088	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
CREATE A CREATURE	Registered	28	1,918,931	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
EEEEKS	Registered	28	1,927,127	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.

**TOYMAX
UNITED STATES TRADEMARK PORTFOLIO**

<u>MARK</u>	<u>STATUS</u>	<u>INT'L./U.S. CLASS(ES)</u>	<u>REG./L. SERIAL NO.</u>	<u>APPLICANT/REGISTRANT</u>	<u>COMMENTS</u>
STRANGE CHANGE	Registered	28	1,879,924	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
INCREDI-MIX	Registered	28	1,934,170	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
MEGA MOLDS	Registered	28	1,949,547	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
BUG-EYED BRIGADE	Registered	28	1,941,680	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
MAKE 'N STRETCH	Registered	28	1,934,175	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
BENDEROIDS	Registered	28	1,934,176	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
OCTOPOIDS	Registered	28	1,936,073	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
PEG A LITE	Registered	28	1,947,466	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
DEEP CREEPERS	Registered	28	1,944,636	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
MIGHTY MEGAPESTS	Registered	28	1,980,069	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
MAGIC MAKER (Stylized)	Registered	28	1,885,101	Toymax (H.K.) Ltd. (Hong Kong Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.

**TOYMAX
UNITED STATES TRADEMARK PORTFOLIO**

MARK	STATUS	INT'L./U.S. CLASS(ES)	REG./ SERIAL NO.	APPLICANT/REGISTRANT	COMMENTS
GLOW PLASTI-GOOP	Registered	28	1,911,549	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
COLOR CHANGE PLASTI-GOOP	Registered	28	1,911,550	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
GLITTER GLAMOUR GOOP	Registered	28	1,911,551	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
SCENTED GLAMOUR-GOOP	Registered	28	1,929,327	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
MAGIC MAKER (Stylized)	Registered	28	1,929,348	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
CREATOR PAK	Registered	28	1,919,936	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
STRETCH PLASTI-GOOP	Registered	28	1,987,588	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
FLEX'EMS	Registered	28	1,990,392	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
MAKERY BAKERY	Registered	28	2,007,018	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
SCREAMIN' DEMONS	Abandoned	28	74-638979	Toymax Inc. (NY Corp.) 200 Hicks Street	

**TOYMAX
UNITED STATES TRADEMARK PORTFOLIO**

MARK	STATUS	INT'L./U.S. CLASS(ES)	REG./SERIAL NO.	APPLICANT/REGISTRANT	COMMENTS
SUPERELASTICBUBBLEPLASTIC	Abandoned	28	74-688864	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
CREATURE CREATOR	Registered	28	2,019,972	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
ICK	Registered	28	2,047,267	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
B.A.R.T.	Registered	28	2,120,379	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
CLOWNY	Abandoned	16	75-235252	Toymax Inc. (NY Corp.) 200 Hicks Street	Security interest assigned to CIT Group/Commercial Services, Inc.
CYBERSPLASH	Registered	28	2,267,640	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
MINI MO'S	Registered	28	2,352,401	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
SPEED BURNERS	Abandoned	28	75-393446	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
ROBO FORCE	Abandoned	28	75-393448	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
SLAM SHIFTERS	Abandoned	28	75-393450	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.

**TOYMAX
UNITED STATES TRADEMARK PORTFOLIO**

MARK	STATUS	INT'L./U.S. CLASS(ES)	REG./SERIAL NO.	APPLICANT/REGISTRANT	COMMENTS
MICRO MO'S	Abandoned	28	75-393469	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
ELS	Registered	28	2,279,998	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
LIGHTNING RODS	Registered	28	2,243,885	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
BUDDY TALES	Abandoned	28	75-427298	Toymax Inc. (NY Corp.)	
JILLIONS OF JEWELS	Abandoned	28	75-440966	Toymax Inc. (NY Corp.)	
MINI MITES	Abandoned	28	75-441247	Toymax Inc. (NY Corp.)	
KIDDIE MO'S	Abandoned	28	75-441249	Toymax Inc. (NY Corp.)	
TASTYBAKE	Abandoned	28	75-444707	Toymax Inc. (NY Corp.)	
ZOOFY GOFFIES	Abandoned	28	75-446994	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
ARCADIA	Registered	28	2,261,712	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
SPIN ART	Abandoned	28	75-471500	Toymax Inc. (NY Corp.)	
LITE WORLD	Abandoned	28	75-475847	Toymax Inc. (NY Corp.)	

**TOYMAX
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MARK	STATUS	INT'L./U.S. CLASS(ES)	REG./SERIAL NO.	APPLICANT/REGISTRANT	COMMENTS
ZAP IT	Abandoned	28	75-498908	Toymax Inc. (NY Corp.)	
CANDY-RAMA	Abandoned	30	75-537462	Toymax Inc. (NY Corp.)	
CANDY-RAMA	Abandoned	28	75-537463	Toymax Inc. (NY Corp.)	
MUTANT BUG REACTOR	Abandoned	28	75-577681	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
THINKWORKS	Abandoned	28	75-577682	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
CANDY PLANET	Registered	28	2,470,159	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
WUZITS	Abandoned	28	75-595467	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
CANDY PLANET	Pending	30	75-596667	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
MIGHTY MO'S	Allowed	28	75-605886	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
GIRLS BEST FRIENDS CLUB	Abandoned	16	75-643220	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
GIRLS BEST FRIENDS CLUB	Abandoned	28	75-643221	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.

**TOYMAX
UNITED STATES TRADEMARK PORTFOLIO**

<u>MARK</u>	<u>INT'L/U.S. CLASS(ES)</u>	<u>REG./ SERIAL NO.</u>	<u>APPLICANT/REGISTRANT</u>	<u>COMMENTS</u>
TRIK-TRAK	28	75-706406	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
GOTCHA	28	75-709113	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
RAD PUP	28	75-741370	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
ZIPCORD	28	75-741371	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
RAD DOG	28	75-741372	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
PHOTOSLAM	9	75-734995	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
JAM ROPE	28	75-790704	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
PHOTOSLAM	9	75-791436	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
HOOT 'N HOWLERS	28	75-791437	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
BABY LET'S DANCE	28	75-791438	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
YUK	32	75-791439	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
YUK	30	75-791440	Toymax Inc. (NY Corp.)	Security interest assigned to

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MARK	STATUS	INT'L./U.S. CLASS(ES)	REG./SERIAL NO.	APPLICANT/REGISTRANT	COMMENTS
SERIOUS HARDWARE	Abandoned	28	75-804027	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
KILLER TREES	Abandoned	28	75-804028	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
KILLER ANTS	Abandoned	28	75-804030	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
CREATIVE CORNER	Abandoned	28	75-825905	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
SUPERELASTICBUBBLEPLASTIC	Allowed	28	75-840100	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
WRIST MIXER	Abandoned	28	75-848239	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
MUSCLE MACHINE	Abandoned	28	75-849237	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
GENIUS	Abandoned	9	75-867350	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
GENIUS	Abandoned	28	75-867353	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
DOUGIE-CHUG-A-LONG	Allowed	28	75-869606	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.

**TOYMAX
UNITED STATES TRADEMARK PORTFOLIO**

MARK	STATUS	INT'L./U.S. CLASS(ES)	REG. SERIAL NO.	APPLICANT/REGISTRANT	COMMENTS
JIMI JUMBO JET	Abandoned	28	75-869607	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
CREEPY CRAWLERS	Abandoned	32	75-861941	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
CREEPY CRAWLERS	Abandoned	30	75-861942	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
CREEPY CRAWLERS	Allowed	28	75-861943	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
FRIGHT FACTORY	Allowed	30	75-901558	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
FRIGHT FACTORY	Pending	28	75-901559	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
CREEPY CRAWLERS	Allowed	30	76-048952	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
SPY TECH	Allowed	28	76-068679	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
SPY TECH	Allowed	28	76-068680	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
SUCKERMAN	Pending (Suspended)	28	76-068696	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.

**TOYMAX
UNITED STATES TRADEMARK PORTFOLIO**

MARK	STATUS	INT'L./U.S. CLASS(ES)	REG./SERIAL NO.	APPLICANT/REGISTRANT	COMMENTS
JIMMY THE JUMBO JET	Allowed	28	76-083534	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
SWEET STATION	Allowed	16	76-102958	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
SOUR SWIRLS	Abandoned	30	76-102959	Toymax Inc. (NY Corp.)	Security interest assigned to CIT Group/Commercial Services, Inc.
VIRTUAL PAINTBALL	Abandoned	9	76-200781	Toymax Inc. (NY Corp.)	
VIRTUAL PAINTBALL	Pending	28	76-201227	Toymax Inc. (NY Corp.)	
HEARTFELD FELINES	Pending	28	78-088070	Toymax Inc. (NY Corp.)	
WHIRLY BIRD	Pending	28	78-089320	Toymax Inc. (NY Corp.)	
SPINJAS	Pending	28	78-090033	Toymax Inc. (NY Corp.)	

**TOYMAX
INTERNATIONAL TRADEMARK PORTFOLIO**

<u>MARK</u>	<u>COUNTRY</u>	<u>STATUS</u>	<u>INT'L./U.S. CLASS(ES)</u>	<u>REG./SERIAL NO.</u>	<u>APPLICANT/REGISTRANT</u>
LASER CHALLENGE	Canada	Registered	28	TMA515115	Toymax Inc. (NY Corp.) 200 Hicks Street
CREEPIY CRAWLERS	Canada	Registered	28	TMA452667	Toymax Inc. (NY Corp.) 200 Hicks Street
PLASTI-GEM	Canada	Abandoned	28	TMA000000	Toymax Inc. (NY Corp.) 200 Hicks Street
TREASURES 'N TRINKETS	Canada	Abandoned	17, 28	TMA000000	Toymax Inc. (NY Corp.) 200 Hicks Street
EVERGLO	Canada	Abandoned	28	TMA000000	Toymax Inc. (NY Corp.) 200 Hicks Street
TOYMAX	Canada	Registered	9, 28	TMA468903	Toymax Inc. (NY Corp.) 200 Hicks Street
SNAP SHOTS	Canada	Registered	28	TMA425922	Toymax Inc. (NY Corp.) 200 Hicks Street
MAGIC MAKER	Canada	Registered	17, 28	TMA444263	Toymax Inc. (NY Corp.) 200 Hicks Street
PLASTI-GOOP	Canada	Registered	17	TMA446915	Toymax Inc. (NY Corp.) 200 Hicks Street
TOYMAX	Benelux	Registered	16, 28	531373	Toymax Inc. (NY Corp.) 200 Hicks Street
PLASTI-GEM	Benelux	Registered	28	531371	Toymax Inc. (NY Corp.)

TOYMAX
INTERNATIONAL TRADEMARK PORTFOLIO

MARK	COUNTRY	STATUS	INT'L./U.S. CLASS(ES)	REG./SERIAL NO.	APPLICANT/REGISTRANT
TREASURES 'N TRINKETS	Benelux	Registered	28	530425	Toymax Inc. (NY Corp.) 200 Hicks Street
LASER CHALLENGE	Benelux	Registered	28	616066	Toymax Inc. (NY Corp.) 200 Hicks Street
PLASTI-GOOP	Benelux	Registered	28	531372	Toymax Inc. (NY Corp.) 200 Hicks Street
MAGIC MAKER	Benelux	Registered	28	531370	Toymax Inc. (NY Corp.) 200 Hicks Street
CREEPY CRAWLERS	Benelux	Registered	28	530424	Toymax Inc. (NY Corp.) 200 Hicks Street
SNAP SHOTS	Benelux	Registered	28	529513	Toymax Inc. (NY Corp.) 200 Hicks Street
CREEPY CRAWLERS	France	Registered	28	45740793	Toymax Inc. (NY Corp.) 200 Hicks Street
PLASTI GEM	France	Registered	28	45740393	Toymax Inc. (NY Corp.) 200 Hicks Street
LASER CHALLENGE	France	Registered	28	67101797	Toymax Inc. (NY Corp.) 200 Hicks Street
TOYMAX	France	Registered	28	51374994	Toymax Inc. (NY Corp.) 200 Hicks Street

TOYMAX
INTERNATIONAL TRADEMARK PORTFOLIO

MARK	COUNTRY	STATUS	INT'L./U.S. CLASS(ES)	REG./SERIAL NO.	APPLICANT/REGISTRANT
CREEPY CRAWLERS (Stylized)	France	Registered	28, 41	50335294	Toymax Inc. (NY Corp.) 200 Hicks Street
MAGIC MAKER	France	Registered	28	45740693	Toymax Inc. (NY Corp.) 200 Hicks Street
TREASURES N TRINKETS	France	Registered	28	45740493	Toymax Inc. (NY Corp.) 200 Hicks Street
SNAP SHOTS	France	Registered	28	45740293	Toymax Inc. (NY Corp.) 200 Hicks Street
MAGIC MAKER	Germany	Registered	28	2068231	Toymax Inc. (NY Corp.)
SNAP SHOTS	Germany	Registered	28	2068229	Toymax Inc. (NY Corp.)
PLASTI-GOOP	Germany	Registered	28	2068227	Toymax Inc. (NY Corp.)
TOYMAX	Germany	Registered	28	2059296	Toymax Inc. (NY Corp.)
LASER CHALLENGE	Germany	Registered	9, 25, 28	39717124	Toymax Inc. (NY Corp.)
CREEPY CRAWLERS	Germany	Registered	28	2068230	Toymax Inc. (NY Corp.)
TREASURES 'N TRINKETS	Germany	Registered	28	2068228	Toymax Inc. (NY Corp.)
TREASURES 'N TRINKETS	Italy	Unpublished Registration	28	66776	Toymax Inc.
PLASTI-GEM	Italy	Pending	28	1562 93 MI	Toymax Inc.

TOYMAX
INTERNATIONAL TRADEMARK PORTFOLIO

**INT'L./U.S. REG./SERIAL
CLASS(ES) NO.**

COUNTRY STATUS

MARK

APPLICANT/REGISTRANT

MARK	COUNTRY	STATUS	CLASS(ES)	NO.	APPLICANT/REGISTRANT
CREEPLY CRAWLERS	Italy	Unpublished Registration	28	667773	Toymax Inc.
TOYMAX	Italy	Unpublished Registration	28	668093	Toymax Inc.
SNAP SHOTS	Italy	Pending	28	1563 93 MI	Toymax Inc.
PLASTI-GOOP	Italy	Unpublished Registration	28	667775	Toymax Inc.
MAGIC MAKER	Italy	Unpublished Registration	28	667774	Toymax Inc.
TOYMAX	Spain	Registered	28	1755277MX	Toymax Inc.
MAGIC MAKER	Spain	Registered	28	1746808M6	Toymax Inc.
PLASTI-GOOP	Spain	Registered	28	1744772M0	Toymax Inc.
TOYMAX	Spain	Registered	16	1755276M1	Toymax Inc.
TREASURES'N TRINKETS	Spain	Cancelled	28	1746810M8	Toymax Inc.
CREEPLY CRAWLERS	Spain	Registered	28	1746809M4	Toymax Inc.
ZAP IT	United Kingdom	Pending	28	2192205	Toymax (H.K.) Limited
EVERGLO	United Kingdom	Registered	28	2029499	Toymax Inc. 200 Hicks Street
TOYMAX	United Kingdom	Subject of a Merger	16	1515146	Toymax Inc.

TOYMAX
INTERNATIONAL TRADEMARK PORTFOLIO

APPLICANT/REGISTRANT
 200 Hicks Street

INT'L./U.S. REG./SERIAL
CLASS(ES) NO.

COUNTRY **STATUS**

MARK

MAGIC MAKER	United Kingdom	Subject of a Merger	16	B1515144	Toymax Inc. 200 Hicks Street
TREASURES N TRINKETS	United Kingdom	Expired Registration	16	1514857	Toymax Inc. 200 Hicks Street
CREEPY CRAWLERS	United Kingdom	Subject of a Merger	16	B1514849	Toymax Inc. 200 Hicks Street
PLASTIC GOOP	United Kingdom	Registered	16	1514610	Toymax Inc. 200 Hicks Street
SNAP SHOTS	United Kingdom	Expired Registration	28	1514342	Toymax Inc. 200 Hicks Street
LASER CHALLENGE	United Kingdom	Registered	28	2128610	Toymax Inc. 200 Hicks Street
ACTION HEROES	United Kingdom	Registered	28	2002288	Toymax Inc. (H.K.) Limited
TOYMAX	United Kingdom	Registered	16, 28	1515147	Toymax Inc. 200 Hicks Street
MAGIC MAKER	United Kingdom	Registered	16, 28	B1515145	Toymax Inc. 200 Hicks Street
TREASURES N TRINKETS	United Kingdom	Expired Registration	28	1514858	Toymax Inc. 200 Hicks Street
CREEPY CRAWLERS	United Kingdom	Registration	16, 28	B1514850	Toymax Inc. 200 Hicks Street

TOYMAX INC.
 200 HICKS STREET
 WESTBURY, NEW YORK 11590

AUSTRALIA¹

MARK	STATUS	SERIAL NO./REG. NO.	CLASSES
CREEPY CRAWLERS	Registered	596644	28
CREEPY CRAWLERS WORKSHOP	Registered	596645	28
MAGIC MAKER	Not Renewed	596646	28
PLASTI-GOOP	Registered	596647	28
TOYMAX	Registered	613493	28
EVERGLO	Withdrawn	669069	28

¹ See Exhibit A for Australian search results.