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S. DEPARTMENT OF COMMERCE
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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 5-28-03
CEI-Kids, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State New Jersey
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Assignment for Security
Execution Date: April 23, 2003

2. Name and address of receiving party(ies)
Name: JPMorgan Chase Bank
Internal Address: _____
Street Address: 1166 Avenue of the Americas
City: New York State: NY Zip: 10036
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other a New York banking corporation as agent
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) 78/240,679
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lauren Bernstein, Esq.
Internal Address: Kaye Scholer LLP
Street Address: 425 Park Avenue
City: New York State: NY Zip: 10022

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

05/30/2003 DBYRNE 00000140 78240679

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DO NOT USE THIS SPACE

9. Statement and signature 40.00 UP
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
Johanne R. Rémy [Signature] May 27, 2003
Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT FOR SECURITY

WHEREAS, CEI-Kids, LLC, a New Jersey limited liability company (herein referred to as "Assignor"), has adopted, used and is using the service marks listed on the annexed Schedule 1 annexed hereto as part hereof, which applications for such service marks have been filed in the United States Patent and Trade Office (the "Service Marks");

WHEREAS, Assignor is obligated to JP Morgan Chase Bank (f/k/a The Chase Manhattan Bank), a New York banking corporation, as administrative and collateral agent and arranger (referred to herein as the "Assignee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of March 30, 2001 (the "Security Agreement") among Assignor, the other Pledgors named therein and the Assignee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Service Marks, together with the goodwill of the business symbolized by the Service Marks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;


NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 1166 Avenue of the Americas, 16th Floor, New York, New York 10036.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 23rd day of April, 2003.

CEI-KIDS, LLC
a New Jersey limited liability company

By: 
Richard J. Wandoff
Vice President

SCHEDULE I TO ASSIGNMENT FOR SECURITY

SERVICE MARKS

Service Mark

Filing Date

Serial No. / Class

**The Fun Kids Want. The
Quality Parents Demand**

April 23, 2003

78/240,679
International Classes: 3/5/18/21