

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):

BNP Paribas

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other

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

2. Name and Address of receiving party(ies)

Name: ZS Cayman Holdings L.P. (and its subsidiary Life-Like Products, LLC)

Address: 75 Fort Street, George Town,
Grand Cayman, Cayman Islands

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Cayman Islands
 Corporation
 Other

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

3. Nature of conveyance:

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

Execution Date: April 26, 2004

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s) See Attached Schedule

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

Hayley M. Smith
Senior Legal Assistant
Kirkland & Ellis
153 East 53rd Street
New York, NY 10022-4675
Phone (212) 446-4727, Facsimile (212) 446-490

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41)..... \$ 265

Enclosed
 Authorized to be charged to Deposit Account

8. Deposit Account No. 111098
 (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.

Hayley Smith Hayley Smith 5/4/04
 Name of Person Signing Signature Date

CH \$265.00 111098 0761104

SCHEDULE A**SCHEDULE TO RECORDATION COVER SHEET**

MARK	SERIAL/REG. NO.	FILING/REG. DATE
LIFOAM & DESIGN	751,104	6/18/83
AN AMERICAN TRADITION FOR OVER 40 YEARS LIFE-LIKE TRAINS & DESIGN	1,892,219	5/2/95
LIFE-LIKE & LOGO	1,836,926	5/17/94
PROTO 2000 SERIES & DESIGN	2,064,793	5/27/97
TRAC-LOC FOR FAST & EASY SET UP & DESIGN	2,090,690	8/26/97
POWER LOC & DESIGN	2,022,020	12/10/96
PRO PAK & DESIGN	2,289,583	10/26/99
CUBIES	2,537,562	2/12/02
DARDA	1,581,719	2/6/90
PAINT-ON	1,311,812	1/1/85

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

THIS RELEASE OF SECURITY INTERESTS IN PATENTS, TRADEMARKS AND COPYRIGHTS (this "Release") is made as of the ____ day of April 2004. ("Effective Date") by and between ZS Cayman Holdings L.P. a limited partnership organized under the laws of the Cayman Islands, and its various subsidiaries, with a principal office at 75 Fort Street, George Town, Grand Cayman, Cayman Islands ("Grantor"), and BNP Paribas, with its registered office at 787 Seventh Avenue, New York, New York 10019 ("Grantee").

WHEREAS, pursuant to the terms and conditions of that certain Security Agreement by and between Grantor and Grantee dated June 15, 2000 (the "Security Agreement"), Grantor granted to Grantee (on its own behalf, and on behalf of certain of its subsidiaries, including, but not limited to Life-Like Products, LLC), a continuing security interest in and to (i) all of Grantor's right, title and interest in and to the U.S. and Foreign trademark applications and registrations owned by Grantor (collectively, the "Trademarks"), including, without limitation, the United States Trademarks set forth on Schedule A attached hereto and the Foreign Trademarks set forth on Schedule B attached hereto in each case, together with the goodwill associated therewith; (b) all of the right, title and interest in and to the U.S. and foreign patents and applications for patent owned by Grantor (collectively, the "Patents"), including, without limitation, the United States Patents set forth on Schedule C attached hereto and the Foreign Patents set forth on Schedule D attached hereto; and (iii) all of the all of the right, title and interest in and to the U.S. copyrights and applications for copyright owned by Grantor (collectively, the "Copyrights"), including, without limitation, the Copyrights set forth on Schedule E attached hereto

WHEREAS, Life-Like Products LLC a subsidiary of Grantor and owner of the U.S. Trademarks and Patents and Grantee entered into the Grant of Security Interest in United States Trademarks and Patents and the Grant of Security Interest in United States Copyrights pursuant to the terms and conditions of that certain Security Agreement by and between Grantor and Grantee on June 15, 2000;

WHEREAS, the Grant of Security Interest in United States Trademark and Patents was recorded with the United States Patent and Trademark Office ("PTO") on July 18, 2000, at Reel/Frame 2120/0460 and Reel/Frame 10984/0340;

WHEREAS, the Grant of Security Interest in Copyrights was recorded with the U.S. Copyright Office on July 19, 2000 at Volume 3455, Page 523.

WHEREAS, Grantor has paid all of its outstanding indebtedness to Grantee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantee hereby terminates the Security Agreement and hereby terminates, reassigns, cancels and releases any and all security interests it has against the Trademarks, Patents and Copyrights.

SCHEDULE A

U.S. TRADEMARK APPLICATIONS AND REGISTRATIONS

MARK	SERIAL/REG. NO.	FILING/REG. DATE
LIFOAM & DESIGN	0,751,104	6/18/83
AN AMERICAN TRADITION FOR OVER 40 YEARS LIFE-LIKE TRAINS & DESIGN	1,892,219	5/2/95
LIFE-LIKE & LOGO	1,836,926	5/17/94
SPEED WHEELERS & DESIGN	1,839,498	6/14/94
PROTO 2000 SERIES & DESIGN	2,064,793	5/27/97
TRAC-LOC FOR FAST & EASY SET UP & DESIGN	2,090,690	8/26/97
POWER LOC & DESIGN	2,022,020	12/10/96
PRO PAK & DESIGN	2,289,583	10/26/99
CUBIES	2,537,562 (f/k/a App. No. 75/613,691)	2/12/02
DARDA	1,581,719	2/6/90
PAINT-ON	1,311,812	1/1/85
THE FRIDGE	1,639,765	4/2/91

SCHEDULE B**FOREIGN TRADEMARK REGISTRATIONS AND APPLICATIONS**

MARK	COUNTRY	SERIAL/REG. NO.	FILING/REG. DATE
LIFE-LIKE CANADA	Canada	TMA 466948	1/1/90
LIFOAM	Canada	526,960	4/25/2000
LIFE-LIKE	Canada	TMA 205053	11/24/72
THE FRIDGE	Canada	TMA 369909	6/29/90
DARDA	Canada	TMA 184,574	7/28/72
LIFE-LIKE & DESIGN	European Community	455758	12/13/99
LIFE-LIKE & DESIGN	Australia	724,350	12/5/97
DARDA & DESIGN	United Kingdom	B962,480	7/14/70
DARDA	Mexico	385,999	11/6/90

SCHEDULE C

U.S. PATENTS AND PATENT APPLICATIONS

DESCRIPTION	PATENT NO.	ISSUANCE DATE
Model Aircraft Glider	4,332,103	6/1/82
Model Aircraft	4,494,940	1/22/85
Slot Car Racing Set with Intermittent Obstruction	5,403,004	4/4/95
Track Systems for Model Railroads	5,690,278	11/25/97
Spring Motor	4,832,156	5/23/89
Coupler For Model Railroad	D421280	2/29/00
Heat Treatment Cup	4,768,354	9/6/88
Self Venting Straw Tip	5,462,194	10/31/95

SCHEDULE D

FOREIGN PATENTS AND PATENT APPLICATIONS

DESCRIPTION	COUNTRY	PATENT NO.	ISSUANCE DATE
Power Loc Track	Australia	708,009	11/11/99
Power Loc Track	Canada	2,176,624	2/15/96
Heat Treatment Cup	Canada	1,234,375	2/2/87
Heat Treatment Cup	Canada	1,294,581	1/15/88
6300 Glider Clip	Canada	1,188,892	8/19/82
Power Loc Track	Europe	App. 96,250,142.5	6/28/96
Power Loc Track	New Zealand	286,587	4/17/98
Spring Motor	Germany	34 03 296	5/2/85

SCHEDULE E**U.S. COPYRIGHTS**

DESCRIPTION	REG. NO.	REG. DATE
Life-Like Racing NASCAR Talladego Electric Race Set	VA 526480	5/4/92
Life-Like Racing NASCAR Watkins Glen Electric Race Set	VA 526479	5/4/92
Life-Like Racing NASCAR Daytona Electric Race Set	VA 526478	5/4/92
Life-Like Racing NASCAR Darlington Electric Race Set	VA 526477	5/4/92
Darda: World Class Racing Sets Cars & Accessories	TX 3321507	3/11/92
High Adventure at a Low Price: Cannonball Climb Race Set	TX 3321508	3/11/92
Life-Like Racing 1992 NASCAR Catalog	TX 3334162	5/4/92
Life-Like Trains Catalog 1992	TX 3334161	5/4/92
LIFOAM Leisure Products Catalog	TX 3202891	11/12/91
Darda Demon Launch Pad, No. 0118	VA 137789	2/23/83
Speed Turbos high performance motor Turbo Loops, No. 0049	VA 137394	7/1/83