

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Midwest Mezzanine Fund II, L.P.		10/31/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Poof-Slinky, Inc.
Street Address:	45400 Helm Street
City:	Plymouth
State/Country:	MICHIGAN
Postal Code:	48170
Entity Type:	CORPORATION: MICHIGAN

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1705191	POOF
Registration Number:	1705192	POOF
Registration Number:	1873978	SORT-A-SHAPE
Registration Number:	1947745	SOFT RACER
Registration Number:	1934336	AQUA-BOMB
Registration Number:	2050029	POCKET PLANE
Registration Number:	2021797	CONNECT-O-FOAM

CORRESPONDENCE DATA

Fax Number: (202)659-1559
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (202) 659 - 6944
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CH \$190.00 1705191

Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER: 00007-04024

NAME OF SUBMITTER: Marc A. Bergsman

Signature: /Marc A. Bergsman/

Date: 11/19/2005

Total Attachments: 2
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MIDWEST MEZZANINE
FUNDS
TERMINATION OF SECURITY AGREEMENT

(TRADEMARKS)

WHEREAS, Poof-Slinky, Inc., a Michigan corporation, with an address at 45400 Helm Street, Plymouth, Michigan 48170 (herein referred to as "Assignor"), and successor-in-interest to Poof Products, Inc., owns trademark registrations and applications pending in the United States Patent and Trademark Office (hereinafter the "Trademarks" attached as Exhibit A);

WHEREAS, Assignor had pledged the Trademarks as security for a credit agreement (the "Security Agreement") to Midwest Mezzanine Fund II, L.P., a Delaware corporation, as agent for the lenders (herein referred to as "Assignee") and granted to Assignee a security interest in all right, title and interest of Assignor in and to the Trademarks (the "Collateral") to secure the prompt payment, performance and observance of certain obligations of Assignor to Assignee (the "Obligations");

WHEREAS, the Obligations have been discharged; and

WHEREAS, Assignee desires to terminate the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignee does hereby terminate the Security Agreement dated July 17, 1998, recorded in the U.S. Patent and Trademark Office on July 27, 1998, at reel 1759, frame 0417, and hereby terminates, cancels and releases any and all security interests in and to the Trademarks.

Assignee does hereby agree to take all further actions, and to execute and deliver, and to provide Assignor, its successors, assigns or other legal representatives, any and all such documents or other instruments, reasonably requested by Assignor to more fully and effectively effectuate the purposes of this termination.

IN WITNESS WHEREOF, Assignee has caused this assignment to be duly executed by its officer thereunto duly authorized as of the 31 day of October, 2005.

MIDWEST MEZZANINE FUND II, L.P.

By: Michael Foster

Name: Michael Foster

Title: Senior Vice President

EXHIBIT A

Mark	Registration No.
STRING-A-BEAD	1,795,965 (canceled)
RAINBOW PUZZLE PETS	1,802,842 (canceled)
POOF	1,705,191
POOF	1,705,192
SORT-A-SHAPE	1,873,978
SOFT RACER	1,947,745
AQUA-BOMB	1,934,336
POCKET PLANE	2,050,029
CONNECT-O-FOAM	2,021,797
PREHISTORIC PALS	1,795,976 (canceled)
TUB-O-SAURUS	1,836,940 (canceled)
BACKYARD KICKER	1,961,486 (canceled)
TIC-TOC	1,999,155 (canceled)
PUZZLE PAL	1,995,741 (canceled)
FOAM FARM	2,015,313 (canceled)
RCL	2,017,482 (canceled)

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