

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Back Bay Capital Funding, LLC

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other Limited Liability Company
- Association
- Limited Partnership

Citizenship (see guidelines) _____
Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)
Additional names, addresses, or citizenship attached? Yes No

Name: KB Holdings, LLC
Internal
Address: _____
Street Address: 2835 South Jones Boulevard, Suite 8
City: Las Vegas
State: NV
Country: US Zip: 89146

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other LLC Citizenship NV

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)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) October 18, 2005
 Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

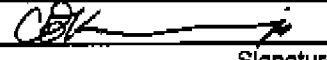
5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Christopher E. Kondracki
Internal Address: _____
Street Address: 2001 Jefferson Davis Hwy
Suite 1007
City: Arlington
State: VA Zip: 22202
Phone Number: 703-415-1555
Fax Number: 703-415-1557
Email Address: _____

6. Total number of applications and registrations involved: 54

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1365.00
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:
a. Credit Card Last 4 Numbers _____
Expiration Date _____
b. Deposit Account Number 19-3545
Authorized User Name Christopher E. Kondracki

9. Signature:  11/18/05 Date
Signature
Christopher E. Kondracki
Name of Person Signing
Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CIH \$1365.00 193545 75787168

Trademark Registration and Application Number (s)

Continuation of Items 4A & 4B

Trademark	Application No.	Registration No.
KAY-BEE TOY & HOBBY	73/504,580	1,341,681
MISCELLANEOUS DESIGN (LITTLE TOY SOLDIER)	73/501,812	1,366,022
PLAY THINGS (AND WHIMSICAL DESIGN)	73/708,703	1,527,480
KAY-BEE AMERICA'S TOY STORE	74/084,912	1,651,141
KAY-BEE TOY STORES	74/084,911	1,652,713
KB TOY	74/377,836	1,863,363
KAY TOYS BEE (IN DESIGN ELEMENT)	75/085,721	2,035,542
TOYWORKS & DESIGN	75/016,116	2,104,833
TOY WORKS (STYLIZED)	74/566,900	2,161,162
ETOYS	75/293,816	2,191,558
K*B TOY WORKS	75/223,850	2,203,538
TOYSEARCH	75/496,076	2,239,000
K*B TOY EXPRESS (STYLIZED)	75/224,192	2,256,262
WATER COMBAT	75/414,982	2,280,020
KAY-BEE TOYS	75/363,574	2,300,569
KARAOKE DANCE PARTY MACHINE	75/307,963	2,301,007
WE BRING THE TOY STORE TO YOU	75/496,185	2,304,854
E-KIDZ	75/476,311	2,327,805
GEOGENIOUS INTERACTIVE USA	75/716,008	2,341,203
MISCELLANEOUS DESIGN (MAGNIFYING GLASS)	75/644,821	2,364,147
KAY-BEE TOY OUTLET	75/383,599	2,364,972
K*BKIDS.COM	75/771,932	2,368,339
SURPRISE OF THE DAY	75/788,079	2,368,677
WEEKEND SPOTLIGHT	75/854,324	2,397,905
TODAY'S SPOTLIGHT	75/854,645	2,397,916
K*B BLITZ DELIVERY (STYLIZED)	75/735,770	2,417,079
WHERE GREAT IDEAS COME TO YOU	75/812,233	2,435,960
EKIDS	75/745,838	2,436,417
THE SOFTWARE LOUNGE	75/861,138	2,436,709
WE GET TOYS	75/790,954	2,458,457
THE TOY MOM	75/008,084	2,485,084
TINA THE TOY MOM	75/008,085	2,487,175
EKID	75/823,627	2,590,410
BE-BOPPIN' BOOGIE LIGHTS	75/308,150	2,674,290
ETOYS	75/611,845	2,606,036
SURE SHIP	75/787,168	
ETOYS	75/642,089	
PLAY AT ETOYS	75/842,090	
THE PLACE TO PLAY ONLINE	75/842,091	
PLAY@ETOYS	75/842,092	
HYPERZONE	75/844,572	
HYPERNATION	75/896,973	
EKIDS	76/037,050	
EKIDS	76/037,229	
EKIDS	76/037,234	
EKIDS	76/037,237	
K B TOYS CLEARANCE	76/212,547	
CRITTER CORNER	76/218,253	
VICTORIAN TREASURES	74/703,382	2070497
HOPS	75/566,900	
EKIDS	75/708,414	
EKTRAVEL	76/038,361	
K B TOYS	75/223,826	2185412
KB TOY LIQUIDATORS	75/381855	2369727

SECURITY INTEREST TERMINATION

WHEREAS, KB HOLDINGS, LLC (the "Debtor"), granted a security interest to BACK BAY CAPITAL FUNDING, LLC (the "Secured Party") in Debtor's trademarks (the "Trademarks") pursuant to a certain trademark security agreement filed at the United States Patent Office on September 12, 2003 and recorded on Reel 2716 and Frame 0701; and

WHEREAS, the obligations of the Debtor to Secured Party have been terminated, including the security interests of the Debtor to Secured Party under the foregoing Security Agreement.

NOW, THEREFORE, Secured Party releases its security interest in, and reassigns to the Debtor, any and all interest in the Trademarks, including, but not limited to, those listed on Schedule A attached hereto. Secured Party agrees that, upon the request of the Debtor or any successor in interest or assignee thereof, and at the expense of the Debtor, Secured Party will execute any document, cause to be made any filing or take any other action deemed reasonably necessary or advisable by the Debtor, or any successor in interest or assignee thereof, to effectuate the release of interests contemplated herein.

IN WITNESS WHEREOF, Secured Party, by the signature below of its duly authorized representative, agrees to be bound by the provisions of this Security Interest Termination as of this 18 day of October, 2005.

BACK BAY CAPITAL FUNDING LLC

By: [Signature]
Name: William Chan
Title: Vice President

COUNTY OF Middlesex, SS

Then personally appeared before me the above-named William Chan of Back Bay Capital Funding LLC and acknowledged the foregoing to be his/her free act and deed this 18 day of October, 2005.

Notary Public: [Signature]
My commission expires: 2/2/11

Schedule A

To Security Interest Termination executed by Back Bay Capital Funding, LLC

OCTOBER 18, 2005

Trademark	Country	Filing Date	Application No.	Registration Date	Registration No.
KAY-BEE TOY & HOBBY	UNITED STATES	19-Oct-84	73/504,580	11-Jun-85	1,341,681
MISCELLANEOUS DESIGN (LITTLE TOY SOLDIER)	UNITED STATES	1-Oct-84	73/501,812	15-Oct-85	1,368,022
PLAY THINGS (AND WHIMSICAL DESIGN)	UNITED STATES	1-Feb-88	73/708,709	28-Feb-89	1,527,480
KAY-BEE AMERICA'S TOY STORE	UNITED STATES	6-Aug-80	74/084,912	18-Jul-91	1,651,141
KAY-BEE TOY STORES	UNITED STATES	6-Aug-90	74/084,911	30-Jul-91	1,652,713
KB TOY	UNITED STATES	12-Apr-93	74/377,836	15-Nov-94	1,863,369
KAY TOYS BEE (IN DESIGN ELEMENT)	UNITED STATES	29-Feb-96	75/065,721	4-Feb-97	2,035,542
TOYWORKS & DESIGN	UNITED STATES	23-Oct-95	75/016,116	14-Oct-97	2,104,633
TOY WORKS (STYLIZED)	UNITED STATES	28-Aug-94	74/566,900	2-Jun-96	2,161,182
ETOYS	UNITED STATES	19-May-97	75/293,818	22-Sep-98	2,191,558
K*B TOY WORKS	UNITED STATES	10-Jan-97	75/223,850	17-Nov-98	2,203,538
TOYSEARCH	UNITED STATES	4-Jun-98	75/496,078	13-Apr-99	2,239,000
K*B TOY EXPRESS (STYLIZED)	UNITED STATES	10-Jan-97	75/224,192	29-Jun-99	2,256,262
WATER COMBAT	UNITED STATES	7-Jan-98	75/414,982	21-Sep-99	2,280,020
KAY-BEE TOYS	UNITED STATES	3-Nov-97	75/383,574	14-Dec-99	2,300,669
KARAOKE DANCE PARTY MACHINE	UNITED STATES	12-Jun-97	75/307,963	14-Dec-99	2,301,007
WE BRING THE TOY STORE TO YOU	UNITED STATES	4-Jun-98	75/496,185	28-Dec-99	2,304,854
E-KIDZ	UNITED STATES	29-Apr-98	75/476,311	14-Mar-00	2,327,905
GEOGENIOUS INTERACTIVE USA	UNITED STATES	25-May-99	75/718,008	11-Apr-00	2,341,203
MISCELLANEOUS DESIGN (MAGNIFYING GLASS)	UNITED STATES	22-Feb-99	75/644,821	4-Jul-00	2,364,147
KAY-BEE TOY OUTLET	UNITED STATES	3-Nov-97	75/383,599	4-Jul-00	2,364,972
K*BKIDS.COM	UNITED STATES	9-Aug-99	75/771,932	11-Jul-00	2,366,339
SURPRISE OF THE DAY	UNITED STATES	30-Aug-99	75/788,073	18-Jul-00	2,368,677
WEEKEND SPOTLIGHT	UNITED STATES	22-Nov-99	75/854,324	24-Oct-00	2,397,905
TODAY'S SPOTLIGHT	UNITED STATES	22-Nov-99	75/854,646	24-Oct-00	2,397,916
K*B BLITZ DELIVERY (STYLIZED)	UNITED STATES	23-Jun-99	75/735,770	2-Jan-01	2,417,079
WHERE GREAT IDEAS COME TO YOU	UNITED STATES	30-Sep-99	75/812,233	13-Mar-01	2,435,960
EKIDS	UNITED STATES	7-Jul-99	75/745,638	20-Mar-01	2,436,417
THE SOFTWARE LOUNGE	UNITED STATES	30-Nov-99	75/861,138	20-Mar-01	2,436,709
WE GET TOYS	UNITED STATES	2-Sep-99	75/790,954	5-Jun-01	2,458,457
THE TOY MOM	UNITED STATES	23-Mar-00	76/008,084	2-Oct-01	2,495,094
TINA-THE TOY MOM	UNITED STATES	23-Mar-00	76/008,085	9-Oct-01	2,497,175
EKID	UNITED STATES	22-Feb-00	75/923,627	9-Jul-02	2,590,410
BE-BOPPIN' BOOGIE LIGHTS	UNITED STATES	5-Sep-01	76/309,150	14-Jan-03	2,674,290
ETOYS	UNITED STATES	24-Dec-98	75/811,845	20-Jan-04	2,806,038
SURE SHIP	UNITED STATES	3-Aug-99	75/787,168		
ETOYS	UNITED STATES	5-Nov-99	75/842,089		
PLAY AT ETOYS	UNITED STATES	5-Nov-99	75/842,090		
THE PLACE TO PLAY ONLINE	UNITED STATES	5-Nov-99	75/842,091		
PLAY@ETOYS	UNITED STATES	5-Nov-99	75/842,092		
HYPERZONE	UNITED STATES	8-Nov-99	75/844,572		
HYPERNATION	UNITED STATES	14-Jan-00	75/896,973		
EKIDS	UNITED STATES	20-Nov-00	76/037,050		
EKIDS	UNITED STATES	28-Apr-00	76/037,229		
EKIDS	UNITED STATES	28-Apr-00	76/037,234		
EKIDS	UNITED STATES	28-Apr-00	76/037,237		
K B TOYS CLEARANCE	UNITED STATES	20-Feb-01	76/212,647		
CRITTER CORNER	UNITED STATES	26-Feb-03	78/219,253		
VICTORIAN TREASURES	UNITED STATES	19-Jul-95	74/703,362	10-Jun-98	2070497
HOPS	UNITED STATES	8-Oct-98	75/566,900	NONE	
EKIDS	UNITED STATES	15-May-99	75/708,414	NONE	
EKTRAVEL	UNITED STATES	2-May-00	76/038,361	NONE	
KB TOYS	UNITED STATES	1-Jan-97	75/223,826	1-Sep-98	2185412
KB TOY LIQUIDATORS	UNITED STATES	30-Oct-97	75/381855	25-Jul-00	2389727