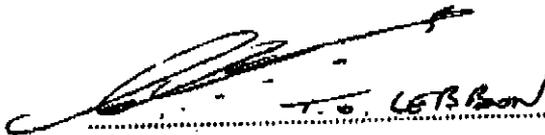


**BRAINYTOYS LTD
ACN 001 894 033**

INSTRUMENT OF APPOINTMENT OF ADMINISTRATOR

Noble Investments Pty Ltd ACN 007 998 914 ("the Secured Creditor") holds a registered fixed and floating charge dated 13 March 2007 ("the Charge") over all or substantially all of the assets of Brainytoys Ltd ACN 001 894 033 ("the Company"). In accordance with the terms of the Charge, the Secured Creditor hereby appoints Bryan Kevin Hughes of Pitcher Partners, Level 1, 914 Hay Street, Perth, 6000 as the Company's Administrator pursuant to section 436C of the Corporations Act 2001 ("the Act") and to exercise all or any of the powers conferred upon an Administrator by the Act.

DATED this ^{1st} day of December 2009.



Director
Noble Investments Pty Ltd

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