

TRADEMARK RECORDATION COVER SHEET

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02-12-2001



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ASSIGNMENT SERVICES
DIVISION

2-12-01

Please record the attached original documents or copy thereof.

| | |
|---|--|
| <p>1. Name of conveying party(ies): WHAM-O, INC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) conveying party(ies) attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Congress Financial Corporation</u> Street Address: <u>251 South Lake Avenue,</u> <u>Suite 900</u> City <u>Pasadena</u> State <u>CA</u> Zip <u>91101</u></p> <p><input type="checkbox"/> Individual(s) _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, A domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional name(s) and address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Amendment to Collateral Assignment</u></p> <p>Execution Date: <u>January 26, 2001</u></p> | |
| <p>4. Application number(s) or registration number(s)</p> <p>A. Trademark Application No(s): Please see attached Exhibit A-1.</p> | <p>B. Trademark Registration No(s): Please see attached Exhibit A-1.</p> |
| <p>5. Name and address of party to whom correspondence concerning documents should be mailed:</p> <p>Name: <u>Terry Luu</u> Street Address: <u>Kelley Drye & Warren LLP</u> <u>777 South Figueroa Street, Suite 2700</u> City: <u>Los Angeles</u> State: <u>CA</u> Zip: <u>90017-5825</u></p> | <p>6. Total number of applications and registrations involved: <u>13</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$340</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p> |

76187917

Handwritten scribbles and marks on the left side of the form.

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.

Terry Luu
Name of Person Signing

Signature

February 8, 2001
Date

**COLLATERAL ASSIGNMENT OF TRADEMARKS (SECURITY AGREEMENT) –
AMENDMENT NO. 1**

This COLLATERAL ASSIGNMENT OF TRADEMARKS (SECURITY AGREEMENT) – AMENDMENT NO. 1 dated January 26, 2001 between WHAM-O, INC., a Delaware corporation (“Pledgor”) and CONGRESS FINANCIAL CORPORATION (WESTERN), a California corporation (“Pledgee”).

WHEREAS, Pledgor and Pledgee are parties to that certain Collateral Assignment of Trademarks (Security Agreement) dated January 10, 2001 (the “Agreement”) whereby Pledgor granted to Pledgee security interest in all current and future Trademarks (as defined in the Agreement);

WHEREAS, the Agreement gives Pledgee the right to amend Exhibit A to the Agreement (“Exhibit A”) to include all future acquired and discovered trademark registrations; and

WHEREAS, Pledgor has discovered additional trademark registrations and applications and wishes to amend Exhibit A to include these additional trademark registrations and applications;

NOW THEREFORE, Pledgor and Pledgee hereby amend Exhibit A to include the additional trademark registrations and applications listed on Exhibit A-1 attached hereto and incorporated herein by this reference. Pledgor and Pledgee hereby acknowledge that said additional trademark registrations and applications shall be deemed to be included in the definition of “Trademarks” as set forth in the Agreement. Except as specifically amended herein, the Agreement shall remain in full force and effect as originally written.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first written above.

WHAM-O, INC.

By: 
Name: John J. Archer
Title: Chief Financial Officer

CONGRESS FINANCIAL CORPORATION (WESTERN)

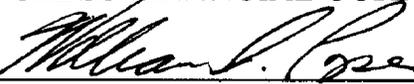
By: 
Name: William A. Pope
Title: Vice President

EXHIBIT A-1

| Mark | Reg. #/Status | Serial # | Reg. Date | File Date |
|--|----------------------|-----------------|------------------|------------------|
| (Double spiral design on hoop) | (pending) | 76-187917 | | 12/29/00 |
| Moonlighter | (pending) | 76-187916 | | 12/29/00 |
| Toppings & Treats Center | (pending) | 76-040386 | | 5/1/00 |
| Berrylicious | (pending) | 76-037315 | | 4/28/00 |
| Far Out Fudge | (pending) | 75-801518 | | 9/17/99 |
| Vanilla Delight | (pending) | 75-801519 | | 9/17/99 |
| Mint Madness | (pending) | 75-761959 | | 7/27/99 |
| Orange Cream Supreme | (pending) | 75-761957 | | 7/27/99 |
| Ice Cream Bar Factory | (pending) | 75-761956 | | 7/27/99 |
| Pizza Factory | (pending) | 75-592755 | | 11/20/98 |
| Big Shot Bungee Pool | 1891769 | 74-395965 | 4/25/95 | 5/28/93 |
| (Swirl around sinuous-seamed footbag design) | 1228589 | 73-268834 | 2/22/83 | |
| Tube-N-It | 1164789 | 73-254635 | 8/11/81 | |

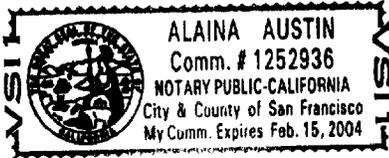
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On 1/26/01 before me, Alaina Austin
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared John J. Archer
Name of Signer(s)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Signature of Notary Public (Handwritten signature of Alaina Austin)

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

DESCRIPTION OF ATTACHED DOCUMENT

- Individual
Corporate Officer

Collateral Assignment of Trademarks- Amendment No. 1

- Partner(s) Limited
Attorney-In-Fact General
Trustee(s)
Guardian/Conservator
Other:

Title or Type of Document
Number of Pages (1)

Signer is Representing: Name of Person(s) or Entity(ies)

Date of Document
Signer(s) Other Than Named Above

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA

COUNTY OF CONTRA COSTA) SS.

On February 6, 2001, before me, A. HARDSTONE

personally appeared WILLIAM A. POPE
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")
Name of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

A. Hardstone

Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

- Individual
- Corporate Officer

DESCRIPTION OF ATTACHED DOCUMENT

Collateral Assignment of Trademarks – Amendment No. 1

Title or Type of Document

1

Number of Pages

Date of Document

- Title(s)
- Partner(s) Limited
 - Attorney-In-Fact General
 - Trustee(s)
 - Guardian/Conservator
 - Other: _____

Signer is Representing:
Name of Person(s) or Entity(ies)

Signer(s) Other Than Named Above