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

1. Name of conveying party(ies):

Alpha International, Inc.

11-7003

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation - Iowa
☐ Other _____

Add'l name(s) of conveying party(ies) attached? Yes ☒ No

3. Nature of conveyance:

☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: July 25, 2002

2. Name and address of receiving party(ies):

Name: Imperial Toy Corporation

Internal Address: _____

Street Address: 2060 East 7th StreetCity: Los Angeles State: CA ZIP: 90021☐ Individual(s) citizenship _____☐ Association _____☐ Limited Partnership _____☒ Corporation - California☐ 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

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

A. Trademark Application No.

B. Trademark Registration No.(s) 1,336,899Additional numbers attached? XXX Yes ☐ No

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

Name: Norman Zafman, Esq.

Internal Address:

BLAKELY, SOKOLOFF, TAYLOR & ZAFMANStreet Address: 12400 Wilshire BoulevardSeventh FloorCity: Los Angeles State: CA ZIP: 90025

6. Total number of applications and

registrations involved: Twenty-four (24)7. Total fee (37 CFR 3.41)\$ 615.00☒ Enclosed☒ Authorized to be charged to deposit account

8. Deposit account number:

02-2666

11/21/2003 BYRME 00000043 1336899

DO NOT USE THIS SPACE

01 FC:8321 40.00 DP
02 FC:90522 575.00 DP

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.

Norman Zafman, Esq.

Name of Person Signing

Signature

11/17/03

Date

Total number of pages including cover sheet, attachments, and document: 7

SCHEDULE D-1

Mark	Reg. Date	Reg. No.
BIG BRUISER (STYLIZED)	Reg. Date 05/21/85	Reg. No. 1,336,899
BIG BRUTE (STYLIZED)	Reg. Date 04/09/85	Reg. No. 1,329,799
BITSY BUDDYS	Reg. Date 03/02/93	Reg. No. 1,755,511
BRUTE	Reg. Date 03/11/69	Reg. No. 866,228
BUDDY L	Reg. Date 03/01/77	Reg. No. 1,060,393
BUDDY L AND DESIGN	Reg. Date 03/28/67	Reg. No. 826,380
BUDDY L (STYLIZED)	Reg. Date 02/09/82	Reg. No. 1,189,450
BUDDY (STYLIZED)	Reg. Date 07/02/85	Reg. No. 1,346,483
CAR COME BACK AND DESIGN	Reg. Date 09/18/84	Reg. No. 1,296,455
CRASH EM-UPS (STYLIZED)	Reg. Date 10/08/85	Reg. No. 1,364,658
EASY-WRITER	Reg. Date 12/13/88	Reg. No. 1,516,521
M FORCE	Reg. Date 08/12/86	Reg. No. 1,405,131
MILITARY FORCE	Reg. Date 08/09/94	Reg. No. 1,849,462
MY BUDDY (STYLIZED)	Reg. Date 07/30/85	Reg. No. 1,351,905
MY FIRST BUDDYS (STYLIZED)	Reg. Date 07/21/87	Reg. No. 1,448,706
POWER DRIVERS AND DESIGN	Reg. Date 01/15/85	Reg. No. 1,314,851
SIT-N-RIDE	Reg. Date 06/22/65	Reg. No. 791332

SCHEDULE D-1

Mark	Reg. Date	Reg. No.
SONIC HAULER	Reg. Date 10/20/92	Reg. No. 1,725,951
SPINAROO (STYLIZED)	Reg. Date 06/25/85	Reg. No. 1,344,789
SUPER BRUTE (STYLIZED)	Reg. Date 04/09/85	Reg. No. 1,329,798
TERRIFIERS (STYLIZED)	Reg. Date 07/09/85	Reg. No. 1,348,293
TOUGHEST TOYS ON WHEELS	Reg. Date 09/16/97	Reg. No. 2,097,159
TOW TEAM (STYLIZED)	Reg. Date 05/28/85	Reg. No. 1,338,173
ZIP WHEELS AND DESIGN	Reg. Date 05/15/84	Reg. No. 1,278,130

Assignment

WHEREAS Alpha International, Inc. ("Assignor"), an Iowa corporation, believes that it is the owner, by way of acquisition, of the trademarks listed on Schedule D-1 hereto; and

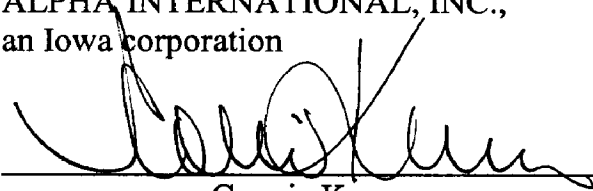
WHEREAS Imperial Toy Corporation ("Assignee"), a California corporation, desires to acquire said trademarks from Assignor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the trademarks listed on Schedule D-1 hereto, together with the good will of the business symbolized by these trademarks.

IN WITNESS WHEREOF, the undersigned authorized representative of Alpha has executed this Assignment on the 25th day of July, 2002.

ALPHA INTERNATIONAL, INC.,
an Iowa corporation

By:



Connie Keener

Title:

PRESIDENT & CEO