

10-26-2004

RECORDS
TRIAL



102867227

10/22/04

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)/Execution Date(s):

Playing Mantis, Inc./June 7, 2004

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Execution Date(s)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: RC2 Brands, Inc.

Internal

Address:

Street Address: 1111 West 22nd St., Ste. 320

City: Oak Brook

State: IL

Country: USA Zip: 60523

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship
Citizenship
Citizenship
Citizenship Delaware
Citizenship

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)

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

A. Trademark Application No.(s)
78131840
78327206
78323568

B. Trademark Registration No.(s) 1804610
1843781
2006960

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
78131840 Heat Lightning 78221757 Military Muscle 2006960 Polar Lights
78327206 Hollywood RC 1804610 Playing Mantis
78323568 Lightning Strike 1843781 Johnny Lightning

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

Name: Richard W. Snyder

Internal Address:

Street Address: 105 E. Jefferson Blvd., Suite 800

City: South Bend

State: IN Zip: 46601

Phone Number:

Fax Number:

Email Address:

6. Total number of applications and registrations involved:

28

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 715.00

- 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 _____ Authorized User Name _____

9. Signature: Richard W. Snyder
Signature
Name of Person Signing

10-19-04
Date

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

10/25/2004 ECDOPER 00000050 78131840

01 FC:8521
02 FC:8522

40.00 OP
675.00 OP

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

CONTINUATION OF 4.A. Trademark Application Nos.

78327289
78119826
78202964

CONTINUATION OF 4.B. Trademark Registration Nos.

2091890
2098017
2111189
2116927
2116935
2285991
2290604
2317143
2322302
2512551
2557167
2568384
2645507
2645506
2762434
2760596
2805803
2825774

CONTINUATION OF 4.C. Identification or Description of Trademarks

Applications: 78327289 PLAYING MANTIS (BLOCK LETTERS)
78119826 RACING GOLD
78202964 SCRAPIN

Registrations: 2091890 THUNDERJETS
2098017 MUMMY MACHINE
2111189 WHITE LIGHTNING
2116927 SPOILERS
2116935 STREET FREAKS
2285991 SPEED KING
2290604 HOLLYWOOD ON WHEELS
2317143 CLASSIC GOLD
2322302 SHOW RODS
2512551 TOPPER
2557167 LIGHTNING SPEED
2568384 HOLIDAY MUSCLE
2645507 MODERN MUSCLE
2645506 JL COLLECTION (AND DESIGN)
2762434 PRO COLLECTOR
2760596 MONKEE MOBILE
2805803 RETRO RODS
2825774 FLICKERS

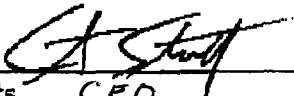
TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Agreement") dated June 17, 2004, by and between RC2 BRANDS, INC., a Delaware corporation ("Assignee") and Playing Mantis, Inc., an Indiana corporation (the "Assignor").

Assignor hereby sells, assigns, and transfers to Assignee, its successors, and assigns Assignor's entire right, title, and interest in and to the Assigned Trademarks (as defined below) along with all goodwill associated with the Assigned Trademarks. The above assignment is granted free and clear of all security interests, liens, encumbrances, claims, or interests of any kind or nature. The above assignment is made as part of the transfer of substantially all of Assignor's business assets and properties pursuant to other agreements being executed concurrently herewith, the transferred assets including the portion of Assignor's business with which the Trademarks are associated. As used herein, term "Assigned Trademarks" shall mean those trademark registrations, trademark applications, and/or common law trademarks listed in Exhibit A attached hereto and made a part hereof, as well as: (a) all common law rights therein; (b) all goodwill associated therewith; (c) all renewals thereof; (d) all rights of action, powers, and benefits accrued thereto, including the right to sue for and collect damages and payments for past or future infringements thereof.

IN WITNESS WHEREOF, this Assignment has been duly executed by the parties hereto as of the date first written above.

ASSIGNEE: RC2 BRANDS, INC. (a Delaware Corporation)

By 
Its CEO

ASSIGNOR: PLAYING MANTIS, INC. (an Indiana corporation)

By _____
Its _____

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") dated June 7, 2004, by and between RC2 BRANDS, INC., a Delaware corporation ("Assignee") and Playing Mantis, Inc., an Indiana corporation (the "Assignor").

Assignor hereby sells, assigns, and transfers to Assignee, its successors, and assigns Assignor's entire right, title, and interest in and to the Assigned Trademarks (as defined below) along with all goodwill associated with the Assigned Trademarks. The above assignment is made as part of the transfer of substantially all of Assignor's business assets and properties pursuant to other agreements being executed concurrently herewith, the transferred assets including the portion of Assignor's business with which the Trademarks are associated. As used herein, term "Assigned Trademarks" shall mean those trademark registrations, trademark applications, and/or common law trademarks listed in Exhibit A attached hereto and made a part hereof, as well as: (a) all common law rights therein; (b) all goodwill associated therewith; (c) all renewals thereof; (d) all rights of action, powers, and benefits accrued thereto, including the right to sue for and collect damages and payments for past or future infringements thereof.

IN WITNESS WHEREOF, this Assignment has been duly executed by the parties hereto as of the date first written above.

ASSIGNEE: RC2 BRANDS, INC. (a Delaware Corporation)

By _____
Its _____

ASSIGNOR: PLAYING MANTIS, INC. (an Indiana corporation)


By 
Its President

EXHIBIT A
ASSIGNED TRADEMARKS

Registered Trademarks

Regis Date	Regis No.	Regis. Trademark	Class/Goods	Affidavit of Use Due	File Renewal
11/16/93	1,804,610	Playing Mantis NOTE: See "Pray With Me Mantis" agreement	28/Toys	Filed	Filed 11/21/03
07/05/94	1,843,781	Johnny Lightning (US)	28/Vehicles	Filed	7/5/04
8/11/95	446,091	Johnny Lightning (Canada)	28/Vehicles	N/A	8/11/10
11/7/96	893,166	Johnny Lightning (China)	28/Vehicles	N/A	11/6/06
7/8/96	39,542,228	Johnny Lightning (Germany)	28/Vehicles	N/A	10/17/05
4/11/97	3,279,127	Johnny Lightning (Japan)	28/Vehicles	N/A	4/11/07
5/16/96	2,100,321	Johnny Lightning (UK)	28/Vehicles	Filed	5/16/06
7/16/96	1,987,568	News Flash	16/Company newsletter	Filed	7/16/06
7/23/96	1,989,040	Fright'ning Lightnings	28/Vehicles	Filed	7/23/06
10/08/96	2,006,960	Polar Lights	28/Model kits	Filed	10/08/06
11/12/96	2,016,457	Mummy's Chariot	28/Vehicles & model kits	Filed	11/01/06
12/10/96	2,022,559	Christine	28/Vehicles	Filed	12/10/06
12/31/96	2,027,735	Blue Max	28/Vehicles	Filed	12/31/06
1/21/97	2,033,006	Wacky Winners	28/Vehicles	Filed	1/21/07
3/11/97	2,044,584	Dragon Lady	28/Vehicles	Filed	3/11/07
3/18/97	2,046,451	Hawaiian	28/Vehicles	Filed	3/18/07
4/22/97	2,055,998	Snowman	28/Vehicles	Filed	4/22/07
6/10/97	2,070,784	Magmas	28/Vehicles	Filed	6/10/07
6/17/97	2,072,358	Haulin Hearse	28/Vehicles & model kits	Filed	6/17/07
7/01/97	2,075,981	Gran Toros	28/Vehicles	Filed	7/01/07
8/19/97	2,089,616	Heavenly Hearse	28/Vehicles	Filed	8/19/07
8/26/97	2,091,890	Thunderjets	28/Vehicles	Filed	8/26/07
9/16/97	2,098,017	Mummy Machine	28/Vehicles & model kits	Filed	9/16/07
11/04/97	2,111,189	White Lightning	28/Vehicles	Filed	11/04/07

11/25/97	2,116,927	Spoilers	28/Vehicles	Filed	11/25/07
11/25/97	2,116,935	Street Freaks	28/Vehicles	Filed	11/25/07
2/17/98	2,137,077	Rocket 500	28/Race sets & vehicles	Filed	2/17/08
10/13/98	2,196,705	Mach 500	28/Vehicles	10/13/04	10/13/08
4/13/99	2,239,782	Racing Dreams	28/Vehicles	4/13/05	4/13/09
4/20/99	2,241,213	Green Elephant	28/Vehicles & model kits	4/20/05	4/20/09
4/20/99	2,241,214	Holy Smokes	28/Vehicles & model kits	4/20/05	4/20/09
5/25/99	2,248,197	Chain Lightning	28/Vehicles & model kits	5/25/05	5/25/09
8/3/99	2,267,630	White Bear	28/Vehicles & model kits	8/3/05	8/3/09
8/27/99	2,241,699	Rambunctious	28/Vehicles	8/27/05	8/27/09
9/28/99	2,281,860	Sea Devils	28/Action figures	9/28/05	9/28/09
10/12/99	2,285,991	Speed King	28/Vehicles	10/12/05	10/12/09
11/2/99	2,290,604	Hollywood on Wheels	28/Vehicles	11/02/05	11/02/09
11/30/99	2,296,532	Flying Dutchman	28/Vehicles & model kits	11/30/05	11/30/09
11/30/99	2,296,369	Action Jackson	28/Vehicles & action figures	11/30/05	11/30/09
1/18/00	2,309,401	Show Card	28/Package insert	1/18/06	1/18/10
1/25/00	2,312,443	53	28/Vehicles	1/25/06	1/25/10
1/25/00	2,312,442	76	28/Vehicles	1/25/06	1/25/10
2/8/00	2,317,151	39	28/Vehicles	2/8/06	2/8/10
2/8/00	2,317,143	Classic Gold	28/Vehicles	2/8/06	2/8/10
2/22/00	2,322,310	15	28/Vehicles	2/22/06	2/22/10
2/22/00	2,322,311	84	28/Vehicles	2/22/06	2/22/10
2/22/00	2,322,302	Show Rods	28/Vehicles	2/22/06	2/22/10
11/21/00	2,407,236	British Invasion	28/Vehicles	11/21/06	11/21/10
12/12/00	2,413,286	Racing Machines	28/Vehicles	12/12/06	12/12/10
1/9/01	2,419,522	69	28/Vehicles	1/9/07	1/9/11
3/6/01	2,434,007	Surf Rods	28/Vehicles	3/6/07	3/6/11
10/23/01	2,499,816	American Blue!	28/Vehicles	10/23/07	10/23/11
10/23/01	2,500,065	True Grit	28/Vehicles	10/23/07	10/23/11
11/27/01	2,512,551	Topper	28/Vehicles	11/27/07	11/27/11
12/11/01	2,516,860	American Chrome	28/Vehicles	12/11/07	12/11/11
12/25/01	2,522,065	Lightning Brigade	28/Vehicles	12/25/07	12/25/11

1/8/02	2,528,466	Hyper Action!	28/Action figures & accessories	1/8/08	1/8/12
1/15/02	2,530,624	Sicktrix	28/Snowboard replicas	1/15/08	1/15/12
2/19/02	2,541,476	Luv Bus	28/Vehicles	2/19/08	2/19/12
3/12/02	2,546,201	Bumongous	28/Vehicles	3/12/08	3/12/12
4/2/02	2,557,167	Lightning Speed	28/Vehicles	4/2/08	4/2/12
5/7/02	2,568,384	Holiday Muscle	28/Vehicles	5/7/08	5/7/12
6/11/02	2,580,105	Bassin' U.S.A.	28/Vehicles	6/11/08	6/11/12
7/16/02	2,594,346	Thunder Wagons	28/Vehicles	7/16/08	7/16/12
9/3/02	2,615,596	Luv Thing	28/Vehicles	9/3/08	9/3/12
9/5/02	2,645,507	Modern Muscle	28/Vehicles	9/5/08	9/5/12
9/5/02	2,645,506	JL Collection (and design)	28/Vehicles	9/5/08	9/5/12
4/8/03	2,703,840	Xlerators	28/Vehicles	4/8/09	4/8/13
4/22/03	2,709,902	Pearl Harbor Day of Infamy	28/Vehicles	4/22/09	4/22/13
5/13/03	2,716,129	Boogie Vans	28/Vehicles	5/13/09	5/13/13
9/9/03	2,762,434	Pro Collector	20/Carrying & display cases	9/9/09	9/9/13
9/9/03	2,760,596	Monkee Mobile	28/Vehicles	9/9/09	9/9/13
12/23/03	2,799,169	Classic Plastic	28/Vehicles	12/23/09	12/23/13
1/13/04	2,805,803	Retro Rods	28/Vehicles	1/13/10	1/13/14
3/23/04	2,825,774	Flickers	28/Toy rings, bracelets & necklaces	3/23/10	3/23/14

Pending Trademark Applications

<u>NAME OF TRADEMARK</u>	<u>Serial Number</u>	<u>App. Date</u>	<u>Publ. Date</u>	<u>Notice Allowance</u>	<u>Status</u>	<u>Class/Goods</u>
Build Sheet	78221766	3/5/03	11/4/03	1/27/04		28/Vehicles
Butch Cassidy	76287317	7/18/01	8/20/02	11/12/02	3rd extension	28/Playing cards & board games
Carzooms	78202019	1/10/03	8/26/03	11/18/03	1st extension	28/Vehicles
Chameleons	78149167	7/31/02				16/Printed stickers
Chamelcons (design)	78181645	11/5/02	2/17/04			16/Printed stickers

Curve Hugger	78221758	3/5/03	11/4/03	1/27/04		28/Vehicles
Evergleam	78101729	1/9/02	9/3/02	11/26/02	3rd extension	28/Christmas trees
Heat Lightning	78131840	5/29/02	12/3/02	2/25/03	3rd extension	28/Vehicles
Hollywood RC	78327206	11/13/03				28/RC Vehicles
Lightning Strike	78323568	11/5/03				28/Vehicles
Military Muscle	78221757	3/5/03	11/11/03	2/3/04		28/Vehicles
Nutty Mads	76211931	2/16/01	9/18/01	12/11/01	5th extension. Expires 6-11-04	28/Toy figures
Playing Mantis (block letters)	78327289	11/13/03				16, 25 & 28/Newspapers, clothing & toys
Project Series	78131827	5/29/02	5/27/03	8/19/03	1st extension	28/Vehicles
Racing Gold	78119826	4/5/02	11/5/02	1/28/03	2nd extension	28/Vehicles
Rodfather	78323488	11/5/03				28/Vehicles
Scrapin'	78202964	1/14/03	3/17/04			28/Vehicles
Silver Streak	78202024	1/10/03	8/26/03	11/18/03	1st extension	28/Vehicles
Skyline	78323472	11/5/03				28/Toy construction blocks
Super II	78323554	11/5/03				28/Vehicles & accessories
Thanks for the gumball...	78327203	11/13/03				28/Toy gumball machines
White Boots	78221770	3/5/03	11/4/03	1/27/04		28/Vehicles
White Thunder	78323522	11/5/03				28/Vehicles & accessories
Xtraction	78225291	3/13/03	11/18/03	2/10/04		28/Vehicles
Zeroids	75789957	9/1/99	4/8/00	1/15/02		28/Toy robots & accessories
Zingers	76211927	2/16/01	5/13/03	8/5/03		28/Vehicles