

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Hedstrom Corporation		07/08/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Bedford Acquisition Corp.
<b>Street Address:</b>	2 St. Clair Avenue W.
<b>Internal Address:</b>	Suite 1002
<b>City:</b>	Toronto
<b>State/Country:</b>	CANADA
<b>Entity Type:</b>	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 48**

Property Type	Number	Word Mark
Registration Number:	2768995	(A)SE
Registration Number:	2602755	ARCADE BALL
Registration Number:	2731614	BLUE ICE
Registration Number:	1980232	BUMP-N-GLIDE
Registration Number:	2309632	CHAMPIONSHIP SPORTS
Registration Number:	876934	CHEYENNE
Registration Number:	1536514	CLIP-CLOP
Registration Number:	1338176	CLIPPETY CLOP
Registration Number:	1382466	COMANCHE
Registration Number:	1987654	CONTROL TOWER
Registration Number:	2610649	CORKSCREW
Registration Number:	1440542	COTTON CANDY
Registration Number:	1905087	COUNTRY CLUBHOUSE
Registration Number:	2631380	CUDDLE BEAR

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Registration Number:	1852494	DANIEL BOONE
Registration Number:	2485171	FACTOR X
Registration Number:	1521982	GABBY GALLOP
Registration Number:	1326124	GALLOPING FURY
Registration Number:	2600602	GAME ZONE
Registration Number:	2761327	HYDRO STABILIZER
Registration Number:	2716488	INSTA-LOCK
Registration Number:	787086	KIDDIE
Registration Number:	1851576	LUMBERJACK
Registration Number:	2688266	MAGIC MIST
Registration Number:	1472155	MISS LILAC
Registration Number:	1845759	MOUNTAINEER
Registration Number:	2173961	MY FIRST SWING SET
Registration Number:	2540112	NBF
Registration Number:	2401014	OUTTALINE EXTREME SPORTS
Registration Number:	2242149	RACE 'N RIDE
Registration Number:	876441	RAWHIDE
Registration Number:	1764670	ROCKET RIDER
Registration Number:	2078160	SAFE-T
Registration Number:	2255188	SCOOTRIKE
Registration Number:	1604839	SHADOW
Registration Number:	1974346	STAR CRUISER
Registration Number:	1442013	STAR MISS
Registration Number:	1428568	SUPER ARCH
Registration Number:	2411582	TEETER TWIRL
Registration Number:	606674	THE WONDER PONY
Registration Number:	2198409	TRAMPOLINE
Registration Number:	2103997	ULTRABOUNCE
Registration Number:	1021750	WALK-R-RIDE
Registration Number:	2557329	WHIRLY TWIRL
Registration Number:	876932	WHITE STAR
Registration Number:	1062348	WONDER
Registration Number:	1569973	WONDER
Registration Number:	2338585	ZOOM 'N SLIDE

CORRESPONDENCE DATA

Fax Number: (206)359-9000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (206) 359-8000  
Email: pctrademarks@perkinscoie.com  
Correspondent Name: Ruth L. Walters  
Address Line 1: 1201 Third Avenue  
Address Line 2: Suite 4800  
Address Line 4: Seattle, WASHINGTON 98101

DOMESTIC REPRESENTATIVE

Name:  
Address Line 1:  
Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER:	Ruth L. Walters
Signature:	/Ruth L. Walters/
Date:	07/28/2005

Total Attachments: 5  
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## ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, Hedstrom Corporation ("Assignor"), a Delaware corporation with its principal place of business at 432 Sunnyside Road, Bedford, Pennsylvania 15522, is the owner of record at the United States Patent & Trademark Office or the Canadian Intellectual Property Office of the trademark registrations (the "Marks") set forth in the attached Exhibit and incorporated herein by reference;

WHEREAS Assignor has common law rights in the Marks that are the subject of this assignment;

WHEREAS, Bedford Acquisition Corp. ("Assignee"), an Ontario corporation with its principal place of business at 2 St. Clair Avenue W., Suite 1002, Toronto, Canada, is desirous of acquiring said common law rights, registrations and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the Marks set forth in the attached Exhibit together with that portion of its business relating to the Marks and the goodwill appurtenant thereto.

Assignor agrees to execute and deliver, at the written request of Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all right, title, and interest in and to the Marks to the Assignee and/or provide evidence to support any of the foregoing in the event such evidence is necessary to effectuate the assignment, to the extent such evidence is in the possession or control of Assignor.

It is the intention of Assignor to assign the Marks and the appurtenant goodwill to Assignee. To the extent that Assignor possess rights in certain common-law trademarks that were sold to Assignee pursuant to that certain Asset Purchase Agreement between Assignor and Assignee, dated January 11, 2005, and that have been inadvertently excluded from the attached Exhibit, Assignor and Assignee understand and agree that such marks and appurtenant goodwill are considered to be included in this assignment and therefore assigned to Assignee.

Signed this 8 day of July, 2005.

Hedstrom Corporation

By B. B. Tuley  
Name: B. B. Tuley  
Title: Pres. & CEO

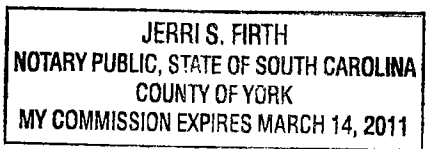
STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF YORK )

ss.

On the 8<sup>TH</sup> day of JULY, 2005, before me personally appeared B. B. TULEY, the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he/she is the PRES. & CEO of

HEDESTROM CORPORATION the corporation described in and which executed the foregoing instrument, that he/she has signed said instrument as a free act on behalf of said corporation, and that he/she has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me on the date stated above.



Jerry S Firth  
NOTARY PUBLIC in and for the State of SOUTH CAROLINA, residing at YORK COUNTY  
My Appointment Expires: MARCH 14, 2011

EXHIBIT 1

TRADEMARK REGISTRATIONS

Hedstrom Corporation to Bedford Acquisition Corp.

<b>Trademark</b>	<b>Registration No.</b>	<b>Country</b>	<b>Registration Date</b>
(A)SE	2,768,995	USA	09/30/03
ARCADE BALL	2,602,755	USA	07/30/02
BLUE ICE	2,731,614	USA	07/01/03
BUMP N GLIDE	1,980,232	USA	06/11/96
CHAMPIONSHIP SPORTS	2,309,632	USA	01/18/00
CHEYENNE	876,934	USA	8/22/69
CLIP CLOP	1,536,514	USA	11/16/94
CLIPPETY CLOP	1,338,176	USA	05/28/85
COMANCHE	1,382,466	USA	02/11/86
CONTROL TOWER	1,987,654	USA	07/16/96
CORKSCREW	2,610,649	USA	08/20/02
COTTON CANDY	1,440,542	USA	5/26/87
COUNTRY CLUBHOUSE	1,905,087	USA	07/11/95
CUDDLE BEAR BABY SWING	2,631,380	USA	10/08/02
DANIEL BOONE	1,852,494	USA	09/06/94
FACTOR X (OR X FACTOR)	2,485,171	USA	09/04/01
GABBY GALLOP	1,521,982	USA	01/24/89
GALLOPING FURY	1,326,124	USA	03/19/85
GAME ZONE	2,600,602	USA	07/30/02
HYDROSTABILIZER	2,761,327	USA	09/09/03
INSTA-LOCK	2,716,488	USA	05/13/03

KIDDIE	787,086	USA	3/23/85
LUMBERJACK	1,851,576	USA	08/30/94
MAGIC MIST PAINT SYSTEM	2,688,266	USA	02/18/03
MISS LILAC	1,472,155	USA	01/12/88
MOUNTAINEER	1,845,759	USA	07/19/94
MY FIRST SWING SET	2,173,961	USA	07/14/98
NBF (NOTHING BUT FITNESS)	2,540,112	USA	02/19/02
OUTTALINE EXTREME SPORTS	2,401,014	USA	10/31/00
RACE N RIDE SLIDE	2,242,149	USA	04/27/99
RAWHIDE	876,441	USA	8/29/69
ROCKET RIDER	1,764,670	USA	04/13/93
SAFE-T	2,078,160	USA	07/08/97
SCOOTRIKE	2,255,188	USA	06/22/99
SHADOW	1,604,839	USA	07/03/90
STAR CRUISER	1,974,346	USA	05/14/96
STAR MISS	1,442,013	USA	06/09/87
SUPER ARCH	1,428,568	USA	02/10/87
TEETER TWIRL	2,411,582	USA	12/05/00
THE WONDER PONY	606,674	USA	06/20/95
TRAMPOLINE & DES.	2,198,409	USA	10/20/98
ULTRABOUNCE	2103997	USA	10/7/97
WALK-R-RIDE	1,021,750	USA	9/30/75
WHIRLY TWIRL	2,557,329	USA	04/02/02
WHITE STAR	876,932	USA	9/16/69
WONDER	1,062,348	USA	03/29/77
WONDER	1,569,973	USA	12/05/89

ZOOM-N-SLIDE	2,338,585	USA	04/04/00
AMUSEMENT CENTER	487,856	CANADA	01/20/98
BUMP N GLIDE	460,548	CANADA	07/26/96
CUDDLE BEAR BABY SWING	592,127	CANADA	10/10/03
GLIDE GUARD	486,650	CANADA	12/09/97
INSTA-LOCK	595,552	CANADA	11/24/03
KIDDY CABBY	421,917	CANADA	01/07/94
MAGIC MIST PAINT SYSTEM	590,378	CANADA	09/22/03
MIAMI MISS	359,569	CANADA	08/18/89
NBF (NOTHING BUT FITNESS)	590,368	CANADA	09/19/03
RACE N RIDE SLIDE	539,569	CANADA	01/12/01
ROCKET RIDER	437,639	CANADA	12/30/94
SAFE-T	774,826	CANADA	04/26/96
SKY SURFER	413,444	CANADA	06/11/93
SPECTRACOAT PAINT SYSTEM	590,682	CANADA	09/24/03
STAR CRUISER	460,547	CANADA	07/26/96