

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
THE STEP2 COMPANY, LLC		04/12/2006	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	ALLIED CAPITAL CORPORATION
Street Address:	1919 Pennsylvania Avenue NW
City:	Washington
State/Country:	DISTRICT OF COLUMBIA
Postal Code:	20006
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	2159112	A STEP BEYOND
Registration Number:	2264072	A STEP BEYOND
Registration Number:	2587731	BOOT BENCH
Registration Number:	2587730	GARDEN KNEELER
Registration Number:	2831220	
Registration Number:	2873136	
Registration Number:	2732991	MAILMASTER
Registration Number:	2753886	NATURALLY PLAYFUL
Registration Number:	2741295	POP & WHIRL
Registration Number:	1892697	STEP 2
Registration Number:	1705038	STEP 2
Registration Number:	1756878	STEP 2
Registration Number:	1877170	STEP 2

OP \$390.00 2159112

Registration Number:	2665621	THUNDERVOLTZ
Registration Number:	2667401	WICKER WEAVE

**CORRESPONDENCE DATA**

Fax Number: (704)339-3425  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 704-377-8125  
Email: jhunter@rbh.com  
Correspondent Name: Jayne C. Hunter  
Address Line 1: 101 North Tryon Street  
Address Line 2: Suite 1900  
Address Line 4: Charlotte, NORTH CAROLINA 28246

ATTORNEY DOCKET NUMBER:	12714.01034
NAME OF SUBMITTER:	Jayne C. Hunter
Signature:	/Jayne C. Hunter/
Date:	04/19/2006

Total Attachments: 5  
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**GRANT OF SECURITY INTEREST  
IN PATENTS AND TRADEMARKS**

**WHEREAS, THE STEP2 COMPANY, LLC** (the "Pledgor") is the owner of the trademark and service mark registrations and applications in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademark and service mark registrations and applications, collectively, the "Trademarks") and is the owner of the patents and patent applications listed on Schedule A attached hereto (all such patents and patent applications, collectively, the "Patents"); and

**WHEREAS**, the Pledgor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of April 13, 2006, in which the Pledgor has agreed with Allied Capital Corporation, as Administrative Agent (the "Administrative Agent"), with offices at 1919 Pennsylvania Avenue N.W., Washington, D.C. 20006, to execute this Security Grant;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks and the Patents to the extent such Patents and Trademarks constitute Collateral (as defined in the Security Agreement), together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Security Grant has been given in conjunction with security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Security Grant are not intended to limit, restrict, supplement or amplify the provisions of the Security Agreement, which are incorporated herein by this reference.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

THE STEP2 COMPANY, LLC

By: James R. Miller  
Title: Chief Financial officer

State of Ohio

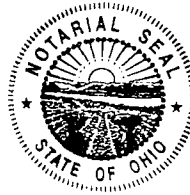
County of Summit

Before me appeared James R. Miller, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf or on behalf of the identified corporation or other juristic entity with authority to do so.

This 12<sup>th</sup> day of April, 2006.

Heather R. Bedillion  
Notary Public

(Seal)







Heather R. Bedillion  
Resident Summit County  
Notary Public, State of Ohio  
My Commission Expires: 05/03/10

My Commission Expires: 5/3/10

**SCHEDULE A**

**TRADEMARK REGISTRATIONS AND APPLICATIONS**

<b>Mark</b>	<b>Jurisdiction</b>	<b>Serial No./ Filing Date</b>	<b>Reg. No./ Reg. Date</b>
A STEP BEYOND	U.S.	75/333,727 7/31/97	2,159,112 5/19/98
A STEP BEYOND	U.S.	75/333,544 7/31/97	2,264,072 7/27/99
BOOT BENCH	U.S.	76/166,103 11/15/00	2,587,731 7/2/02
GARDEN KNEELER	U.S.	76/166,102 11/15/00	2,587,730 7/2/02
Mailbox Design 	U.S.	76/300,137 8/14/01	2,831,220 4/13/04
Mailbox Design 	U.S.	76/299,414 8/14/01	2,873,136 8/17/04
MAILMASTER	U.S.	76/281,024 7/6/01	2,732,991 7/1/03
NATURALLY PLAYFUL	U.S.	76/277,862 6/28/01	2,753,886 8/19/03
POP & WHIRL	U.S.	76/394,858 4/12/02	2,741,295 7/29/03
STEP 2	U.S.	74/200,699 9/4/91	1,892,697 5/2/95
STEP 2	U.S.	74/202,161 9/6/91	1,705,038 8/4/92
STEP 2 	U.S.	74/202,164 9/6/91	1,756,878 3/9/93

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date
STEP 2 	U.S.	74/200,633 9/4/91	1,877,170 1/31/95
THUNDERVOLTZ	U.S.	76/257,400 5/15/01	2,665,621 12/24/02
WICKER WEAVE	U.S.	76/254,963 5/10/01	2,667,401 12/24/02
STEP 2	Canada	0756864 6/7/94	TMA515367 8/5/99
STEP 2	France	93 482341 9/3/93	93 482341 9/3/93
STEP2	Germany	399773851 12/7/99	39977385 8/1/00
STEP 2	Italy	4900 2003 RM 9/18/03	

### PATENTS

Title	Patent No. Issue Date
Plastic mailbox	D497,465
Toy kitchen	D492,741
Toy kitchen	D492,369
Toy kitchen	D490,862
Toy kitchen	D490,124
Toy kitchen	D490,123
Toy kitchen	D489,775
Toy kitchen	D489,774
Plastic mailbox	D489,160
Plastic mailbox	D489,159
Plastic mailbox	D488,908
Caution device	D466,825

<b>Title</b>	<b>Patent No. Issue Date</b>
Container	D463,123
Toy tugboat	D337,136