

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
University Games Corporation		11/08/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Comerica Bank
Street Address:	2321 Rosecrans Ave
Internal Address:	Commerical Loan Services Division
City:	El Segundo
State/Country:	CALIFORNIA
Postal Code:	90245
Entity Type:	A Michigan Banking Corporation: MICHIGAN

PROPERTY NUMBERS Total: 93

Property Type	Number	Word Mark
Registration Number:	642270	
Registration Number:	655337	SCOTS' GOLD
Registration Number:	0761272	COLORFORMS
Registration Number:	0761273	C
Registration Number:	957069	POND'S SUMMERDAY
Registration Number:	957071	FLOWER FANCY
Registration Number:	1498165	TWENTY QUESTIONS
Registration Number:	1503469	MURDER MYSTERY PARTY
Registration Number:	1514707	BEPUZZLED
Registration Number:	1668611	COLOR MY WORLD
Registration Number:	1740006	STICKS LIKE MAGIC
Registration Number:	1780434	PHRACTURED PHRASES
Registration Number:	1878715	MURDER MYSTERY PARTY

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Registration Number:	1925594	SNAKE PUZZLE
Registration Number:	1925595	ESCAPING JAIL
Registration Number:	1929518	SAMURAI CROSSING
Registration Number:	1934465	STAR PUZZLE
Registration Number:	1980615	UNIVERSITY GAMES
Registration Number:	1980616	TOWER OF LONDON
Registration Number:	1996428	LOST MARBLE
Registration Number:	2005089	TAKE A HIKE
Registration Number:	2005437	NATIONAL YOUNG GAME INVENTORS CONTEST
Registration Number:	2062808	STACK A DERM
Registration Number:	2084318	BEPUZZLED
Registration Number:	2090727	BERMUDA TRIANGLE
Registration Number:	2111510	FIVE ALIVE
Registration Number:	2134738	SPIDER TALES
Registration Number:	2157424	STUMPERS
Registration Number:	2191492	FREE THROW
Registration Number:	2191493	ATOMIC CHAOS
Registration Number:	2191494	TANGAMES
Registration Number:	2194283	QUARTERBACK SNEAK
Registration Number:	2209191	WILD ONES
Registration Number:	2223354	SPORTS PACK
Registration Number:	2249718	THROW IN THE DARK
Registration Number:	2267090	TWINKLE STARS
Registration Number:	2268892	MILKY WAY
Registration Number:	2275927	GLITTER STARS
Registration Number:	2277775	SHIMMER STARS
Registration Number:	2277776	LUNAR LETTERS
Registration Number:	2291716	
Registration Number:	2294828	
Registration Number:	2308069	THE LIFECYCLE OF A STAR
Registration Number:	2325429	STAR CITY
Registration Number:	2328023	INSTANT CONSTELLATION CREATIONS
Registration Number:	2328055	GREAT EXPLORATIONS
Registration Number:	2398973	SPECTACULAR STARRY SKY
Registration Number:	2504549	DOODLETOP

Registration Number:	2585276	FUN POCKETS
Registration Number:	2628378	CG CONNECTION
Registration Number:	2635131	EVEN MORE FUN TODAY THAN WHEN WE WERE KIDS!
Registration Number:	2655130	COLORFELTS
Registration Number:	2657668	COLORFORMS
Registration Number:	2660493	THE BIG BANG
Registration Number:	2694967	NATIONAL YOUNG GAME INVENTORS CONTEST
Registration Number:	2719190	ASAP
Registration Number:	2721256	KIDS BATTLE THE GROWN-UPS
Registration Number:	2721257	
Registration Number:	2721258	THE BOOK YOU CAN PLAY
Registration Number:	2736578	MOUSE ROUND UP
Registration Number:	2821570	STICKTRONICS
Registration Number:	2827069	TOTALLY GROSS
Registration Number:	2840923	SILLY NOISES
Registration Number:	2847945	GALACTIC ASTROS
Registration Number:	2868413	TRUTH OR DARE
Registration Number:	2986759	10 X MORE FUN
Registration Number:	3016633	GREAT X
Serial Number:	75513603	WAY TO GLOW!
Serial Number:	76327687	AMERICA'S SPIRIT
Serial Number:	76433069	SPINNER BOOKS
Serial Number:	76486649	
Serial Number:	76596963	SOCCER LOCKER
Serial Number:	78521361	TOY CREATOR
Serial Number:	78597627	MEN BATTLE THE WOMEN
Serial Number:	78597629	MEN VS. WOMEN
Serial Number:	78597633	BATTLE OF THE MEN VS. THE WOMEN
Serial Number:	78598464	IMPOSSIBLES
Serial Number:	78613026	
Serial Number:	78616330	SCIENCE FAIR FUN A SERIOUSLY FUNNY SET OF SCIENCE BOOKS
Serial Number:	78616339	MADE YOU LAUGH!
Serial Number:	78616341	I-BALLERS
Serial Number:	78616348	BALL BUSTERS

Serial Number:	78616403	
Serial Number:	78667923	
Serial Number:	78681984	DO YOU SUDOKU?
Serial Number:	78681985	SUDOKU WORLD
Serial Number:	78691987	FLIP FAZE
Serial Number:	78723730	FACE-OFF CHICKS BATTLE THE DUDES
Serial Number:	78771702	SPINNER BOOKS
Serial Number:	78793386	CHICKS BATTLE THE DUDES
Serial Number:	78800198	THE LIFECYCLE OF A STAR
Serial Number:	78872344	MAGNETIC ADVENTURES
Serial Number:	78897521	

CORRESPONDENCE DATA

Fax Number: (313)496-8454
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 313-963-6420
Email: schultz@millercanfield.com
Correspondent Name: Joni M. Thrower
Address Line 1: 150 West Jefferson Ave
Address Line 2: Suite 2500
Address Line 4: Detroit, MICHIGAN 48226

ATTORNEY DOCKET NUMBER:	125055-378
NAME OF SUBMITTER:	Joni M. Thrower
Signature:	/jonimthrower/
Date:	12/29/2006

Total Attachments: 5
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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of November 8, 2006 by and between COMERICA BANK, a Michigan banking corporation ("Bank") and UNIVERSITY GAMES CORPORATION, a California corporation ("Grantor").

RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodations to Grantor (the "Loans") in the amounts and manner set forth in that certain Loan and Security Agreement by and between Bank and Grantor dated of even date herewith (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement).

B. Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Loan Agreement.

C. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement and all other agreements now existing or hereafter arising between Grantor and Bank, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Loan Agreement and under any other agreement now existing or hereafter arising between Bank and Grantor, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

Grantor represents and warrants that Exhibits A, B, and C attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.


GRANTOR:

Address of Grantor:

2030 Harrison Street
San Francisco, California 94110

Attn: CRIS LEHMAN

UNIVERSITY GAMES CORPORATION

By: 

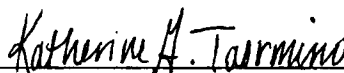
Title: CFO

BANK:

Address of Bank:

Comerica Bank
75 East Trimble Road
San Jose, California 95131
Attn: Loan Documentation

COMERICA BANK

By: 

Katherine G. Taormino
Title: Assistant Vice President

	Title	Serial No.
1.	DESIGN MISC. (WAY TO GLOW Trade Dress)	78897521
2.	MAGNETIC ADVENTURES	78872344
3.	THE LIFECYCLE OF A STAR	78800198
4.	CHICKS BATTLE THE DUDES	78793386
5.	SPINNER BOOKS	78771702
6.	FACE-OFF CHICKS BATTLE THE DUDES	78723730
7.	FLIPFAZE	78691987
8.	SUDOKU WORLD	78681985
9.	DO YOU SUDOKU?	78681984
10.	DESIGN MISC. (Package Trade Dress for Great Explorations)	78667923
11.	DESIGN MISC. (WAY TO GLOW Trade Dress)	78616403
12.	BALL BUSTERS	78616348
13.	I-BALLERS	78616341
14.	MADE YOU LAUGH!	78616339
15.	SCIENCE FAIR FUN: A SERIOUSLY FUNNY SET OF	78616330
16.	DESIGN MISC. (Hand Holding Play Piece (Colorforms))	78613026
17.	SOCCER LOCKER	76596963
18.	IMPOSSIBLES	78598464
19.	BATTLE OF THE MEN VS. THE WOMEN	78597633
20.	MEN VS. WOMEN	78597629
21.	MEN BATTLE THE WOMEN	78597627
22.	WAY TO GLOW!	75513603
23.	TOY CREATOR	78521361
24.	DESIGN MISC. (Hand Holding Play Piece (Colorforms))	76486649
25.	SPINNER BOOKS	76433069
26.	AMERICA'S SPIRIT	76327687
27.	TOTALLY GROSS (Canada)	642270
28.	KIDS BATTLE THE GROWN-UPS (Canada)	655337
29.	COLORFORMS & DESIGN	0761272
30.	"C" & Design (Clown Face)	0761273
31.	TOTALLY GROSS (Australia)	957069
32.	KIDS BATTLE THE GROWN-UPS (Australia)	957071
33.	TWENTY QUESTIONS	1498165
34.	MURDER MYSTERY PARTY	1503469
35.	BEPUZZLED	1514707
36.	COLOR MY WORLD	1668611
37.	STICKS LIKE MAGIC	1740006
38.	PHRACTURED PHRASES	1780434
39.	MURDER MYSTERY PARTY	1878715
40.	AKE PUZZLE	1925594
41.	ESCAPING JAIL	1925595
42.	SAMURAI CROSSING	1929518
43.	STAR PUZZLE	1934465
44.	UNIVERSITY GAMES	1980615
45.	TOWER OF LONDON	1980616
46.	LOST MARBLE	1996428

47.	TAKE A HIKE	2005089
48.	NATIONAL YOUNG GAME INVENTORS CONTEST	2005437
49.	STACK-A-DERM	2062808
50.	BEPUZZLED	2084318
51.	BERMUDA TRIANGLE	2090727
52.	FIVE ALIVE	2111510
53.	SPIDER TALES	2134738
54.	STUMPERS	2157424
55.	FREE THROW	2191492
56.	ATOMIC CHAOS	2191493
57.	TANGAMES	2191494
58.	QUARTERBACK EAK	2194283
59.	WILD ONES	2209191
60.	SPORTS PACK	2223354
61.	THROW IN THE DARK	2249718
62.	TWINKLE STARS	2267090
63.	MILKY WAY	2268892
64.	GLITTER STARS	2275927
65.	SHIMMER STARS	2277775
66.	LUNAR LETTERS	2277776
67.	DESIGN MISC. (GLOW IN THE DARK DISPLAY CARD)	2291716
68.	DESIGN MISC. (WAY TO GLOW TRADE DRESS)	2294828
69.	THE LIFECYCLE OF A STAR	2308069
70.	STAR CITY	2325429
71.	INSTANT CONSTELLATION CREATIONS	2328023
72.	GREAT EXPLORATIONS & Design	2328055
73.	SPECTACULAR STARRY SKY	2398973
74.	DOODLETOP	2504549
75.	FUN POCKETS	2585276
76.	FUN POCKETS (CTM)	2628378
77.	EVEN MORE FUN TODAY THAN WHEN WE WERE KIDS!	2635131
78.	COLORFELTS	2655130
79.	COLORFORMS	2657668
80.	THE BIG BANG	2660493
81.	NATIONAL YOUNG GAME INVENTOR'S CONTEST	2694967
82.	ASAP	2719190
83.	KIDS BATTLE THE GROWN-UPS	2721256
84.	REEL CLUES	2721257
85.	THE BOOK YOU CAN PLAY	2721258
86.	MOUSE ROUND UP	2736578
87.	STICKTRONICS	2821570
88.	TOTALLY GROSS	2827069
89.	SILLY NOISES	2840923
90.	GALACTIC ASTROS	2847945
91.	TRUTH OR DARE	2868413
92.	10 X MORE FUN	2986759
93.	10 X MORE FUN	2986759
94.	GREAT X	3016633

