

Record as of 8/10/10

TRADEMARK ASSIGNMENT

09-09-2010

Electronic Version v1.1  
Stylesheet Version v1.1

08/10/2010  
900169053



103606486

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SCG Power Rangers LLC		05/10/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bandel America Incorporated
Street Address:	5551 Katella Avenue
City:	Cypress
State/Country:	CALIFORNIA
Postal Code:	90630
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 78

Property Type	Number	Word Mark
Registration Number:	2894525	BLACK SPIN-MORHPIN POWER RANGER
Registration Number:	2883784	BLACK TALKING WILD WARRIOR POWER RANGER
Registration Number:	2894524	BLUE SPIN-MORPHIN POWER RANGER
Registration Number:	2883785	BLUE TALKING WILD WARRIOR POWER RANGER
Registration Number:	3473798	CENTAURUS WOLF MEGAZORD
Registration Number:	3319542	COMMANDER "DOGGY" CRUGER
Registration Number:	3340913	DELTA MORPH ATV
Registration Number:	2816874	DELUXE ANIMUS MEGAZORD
Registration Number:	2883786	DELUXE RED LION WILD ZORD
Registration Number:	2818875	DELUXE ULTIMUS MEGAZORD
Registration Number:	3340912	KRYBOT
Registration Number:	2818873	LUNAR WOLF TALKING WILD WARRIOR POWER RANGER
Registration Number:	1982805	MEGAZORD
Registration Number:	1891642	MIGHTY MORPHIN POWER RANGERS

OP \$1905.00 2894525

Registration Number:	3413470	MORPHIN' HEROES
Registration Number:	3514114	MYSTIC SPEEDER
Registration Number:	3131286	POWER RANGERS DINO THUNDER
Registration Number:	3728986	POWER RANGERS JUNGLE FURY
Registration Number:	3485868	POWER RANGERS JUNGLE FURY
Registration Number:	3481689	POWER RANGERS JUNGLE FURY
Registration Number:	3477602	POWER RANGERS JUNGLE FURY
Registration Number:	2506133	POWER RANGERS LIGHTSPEED RESCUE
Registration Number:	2540851	POWER RANGERS LOST GALAXY
Registration Number:	3490214	POWER RANGERS MYSTIC FORGE
Registration Number:	3502984	POWER RANGERS MYSTIC FORGE
Registration Number:	3395861	POWER RANGERS MYSTIC FORGE
Registration Number:	3319841	POWER RANGERS MYSTIC FORGE
Registration Number:	3326040	POWER RANGERS MYSTIC FORGE
Registration Number:	3319842	POWER RANGERS MYSTIC FORGE
Registration Number:	3319843	POWER RANGERS MYSTIC FORGE
Registration Number:	3490215	POWER RANGERS MYSTIC FORGE
Registration Number:	3367118	POWER RANGERS OPERATION OVERDRIVE
Registration Number:	3367119	POWER RANGERS OPERATION OVERDRIVE
Registration Number:	3367117	POWER RANGERS OPERATION OVERDRIVE
Registration Number:	3390146	POWER RANGERS OPERATION OVERDRIVE
Registration Number:	3409893	POWER RANGERS OPERATION OVERDRIVE
Registration Number:	3367116	POWER RANGERS OPERATION OVERDRIVE
Registration Number:	3775556	POWER RANGERS RPM
Registration Number:	3758494	POWER RANGERS RPM
Registration Number:	3484519	POWER RANGERS SUPER LEGENDS
Registration Number:	2508350	POWER RANGERS
Registration Number:	2449339	POWER RANGERS
Registration Number:	2506456	POWER RANGERS
Registration Number:	2211937	POWER RANGERS
Registration Number:	2314807	POWER RANGERS
Registration Number:	2610411	POWER RANGERS
Registration Number:	2506458	POWER RANGERS
Registration Number:	2288081	POWER RANGERS
Registration Number:	1893768	POWER RANGERS

Registration Number:	2508454	POWER RANGERS
Registration Number:	2765802	POWER RANGERS: WILD FORCE
Registration Number:	2807393	POWER RANGERS: WILD FORCE
Registration Number:	2796014	POWER RANGERS: WILD FORCE
Registration Number:	2861206	POWER RANGERS: WILD FORCE
Registration Number:	3261818	RED POWER RANGER ACTION BUDDY
Registration Number:	2755366	RED POWER RANGER PLAYSET
Registration Number:	2894522	RED SPIN-MORPHIN POWER RANGER
Registration Number:	2894528	RED TALKING WILD WARRIOR POWER RANGER
Registration Number:	3340909	RIC
Registration Number:	3551936	SOLAR CELL MORPHER
Registration Number:	2814185	STORM POWER MEGAZORD
Registration Number:	2861340	THUNDER POWER MEGAZORD
Registration Number:	2894521	WHITE SPIN-MORPHIN POWER RANGER
Registration Number:	2748406	WILD FORCE DELUXE BLACK SAVAGE BATTLE POWER RANGER
Registration Number:	2755370	WILD FORCE DELUXE BLUE SAVAGE BATTLE POWER RANGER
Registration Number:	2821026	WILD FORCE DELUXE ISIS MEGAZORD
Registration Number:	2755371	WILD FORCE DELUXE RED SAVAGE BATTLE POWER RANGER
Registration Number:	2894520	YELLOW SPIN-MORPHIN POWER RANGER
Registration Number:	2894523	ZEN-AKU SPIN-MORPHIN POWER RANGER
Serial Number:	77738042	MIGHTY MORPHIN POWER RANGERS
Serial Number:	77738049	MIGHTY MORPHIN POWER RANGERS
Serial Number:	77738056	MIGHTY MORPHIN POWER RANGERS
Serial Number:	77738067	MIGHTY MORPHIN POWER RANGERS
Serial Number:	77738087	MIGHTY MORPHIN POWER RANGERS
Serial Number:	77738088	MIGHTY MORPHIN POWER RANGERS
Serial Number:	77520226	POWER RANGERS RPM
Serial Number:	77520208	POWER RANGERS RPM
Serial Number:	77520200	POWER RANGERS RPM

CORRESPONDENCE DATA

Fax Number: (415)434-0882  
 Correspondence will be sent via US Mail when the fax attempt is unsuccessful.  
 Phone: 4152626562

Email: haus@bbelaw.com  
Correspondent Name: Alan J. Haus  
Address Line 1: 1 Sansome Street  
Address Line 2: Suite 1400  
Address Line 4: San Francisco, CALIFORNIA 94104

ATTORNEY DOCKET NUMBER: 24312-36

NAME OF SUBMITTER: Alan J. Haus

Signature: /AH/

Date: 08/10/2010

Total Attachments: 5

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**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)  
**Cynthia Nishimoto**

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**Bandai America Incorporated  
 5551 Katella Avenue  
 Cypress, CA 90630**

DELAWARE DEPARTMENT OF STATE  
 U.C.C. FILING SECTION  
 FILED 05:27 PM 08/06/2010  
 INITIAL FILING # 2010 2755621

SRV: 100809747

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names**

1a. ORGANIZATION'S NAME <b>SCG Power Rangers LLC</b>					
OR	1b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS <b>10100 Santa Monica Blvd., Ste 2600</b>		CITY <b>Los Angeles</b>	STATE <b>CA</b>	POSTAL CODE <b>90067</b>	COUNTRY <b>USA</b>
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION <b>LLC</b>	1f. JURISDICTION OF ORGANIZATION <b>Delaware</b>	1g. ORGANIZATIONAL ID #, if any <b>DE4818586</b>	<input type="checkbox"/> NONE

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names**

2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE

**3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR B/P) - insert only one secured party name (3a or 3b)**

3a. ORGANIZATION'S NAME <b>Bandai America Incorporated</b>					
OR	3b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS <b>5551 Katella Avenue</b>		CITY <b>Cypress</b>	STATE <b>CA</b>	POSTAL CODE <b>90630</b>	COUNTRY <b>USA</b>

**4. This FINANCING STATEMENT covers the following collateral:**

Pursuant to that certain Loan and Security Agreement dated May 10, 2010, as the same may hereafter be amended, supplemented, restated or otherwise modified (the "Agreement"), Debtor confirms that under the Agreement it has irrevocably pledged, assigned to and granted Secured Party a security interest with power of sale to the extent permitted by law in the Collateral (as defined in Exhibit "A", attached hereto and incorporated herein as if fully set forth below) to secure payment of the Secured Obligations (as defined in the Agreement).

5. ALTERNATIVE DESIGNATION (if applicable):	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	DALEO/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. THIS FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS (Attach Addendum if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (Additional Fee)	All Debtors	Debtor 1	Debtor 2		

**EXHIBIT A TO UCC-1**

The term "Collateral" shall include all of Debtor's right, title and interest in, to and under each of the following, whether now owned or hereafter acquired by Debtor or in which Debtor has held since the date of the Agreement, now holds or hereafter acquires any interest:

- (i) the Power Rangers® property and related rights which Debtor acquires from the Walt Disney Company and its affiliates from time to time, and all Trademarks related thereto and all materials and associated therewith;
- (ii) all of the following property to the extent that the same is directly or indirectly related to or associated with the property described in clause (i): accounts, cash, inventory, equipment, tangible media, goods, trade fixtures, contracts, contract rights, general intangibles, goodwill, chattel paper, instruments, documents, investment property and software; and,
- (iii) all of the products and proceeds of the foregoing, and any replacements, additions, accessions, or substitutions thereof, all after acquired property, all accounts or proceeds arising from the sale or disposition of the foregoing and including, where applicable, the proceeds of insurance covering said Collateral.

The term "Trademark" or "Trademarks" means all of Debtor's right, title and interest in and to those certain trademarks (and all associated goodwill) and applications for registration thereof that are stated on Schedule 1 to this Exhibit A. This definition is not in derogation of Secured Party's rights under the Agreement, any common law rights of the same or similar marks, or rights in the same or similar marks in any other jurisdiction which are expressly reserved.

SCHEDULE 1 TO EXHIBIT A

Registered Marks	Trademark	Int. Class	App. Number	File Date	Reg. Number	Reg. Date
BLACK SPIN-MORPHIN POWER RANGER		28	76,510,258	4/28/2003	2,894,525	10/19/2004
BLACK TALKING WILD WARRIOR POWER RANGER		28	76,510,260	4/28/2003	2,883,784	9/14/2004
BLUE SPIN-MORPHIN POWER RANGER		28	76,510,257	4/28/2003	2,894,524	10/19/2004
BLUE TALKING WILD WARRIOR POWER RANGER		28	76,510,261	4/28/2003	2,883,785	9/14/2004
CENTAURUS WOLF MEGAZORD		28	78,756,582	11/17/2005	3,473,798	7/22/2008
COMMANDER "DOGGY" CRUGER		28	78,468,293	8/16/2004	3,319,542	10/23/2007
DELTA MORPH ATV		28	78,477,991	9/22/2004	3,340,913	11/20/2007
DELUKE ANIMUS MEGAZORD		28	76,510,263	4/28/2003	2,816,874	2/24/2004
DELUKE RED LION WILD ZORD		28	76,510,264	4/28/2003	2,883,786	9/14/2004
DELUKE ULTIMUS MEGAZORD		28	76,510,265	4/28/2003	2,816,875	2/24/2004
KRYBOT		28	78,477,988	9/22/2004	3,340,912	11/20/2007
LUNAR WOLF TALKING WILD WARRIOR POWER RANGER		28	76,510,262	4/24/2003	2,816,873	2/24/2004
MEGAZORD		28	74,382,068	4/26/1993	1,982,905	6/25/1995
MIGHTY MORPHIN POWER RANGERS		9	74,328,511	11/5/1992	1,891,642	4/25/1995
MORPHIN' HEROES		41	78,962,302	8/28/2006	3,413,470	4/15/2008
MYSTIC SPEEDER		28	78,695,676	8/18/2005	3,514,114	10/7/2008
POWER RANGERS DINO THUNDER		9, 16, 25	78,977,026	4/25/2003	3,131,286	8/15/2006
POWER RANGERS JUNGLE FURY		9, 16, 18	76,697,868	6/11/2009	3,726,996	12/22/2009
POWER RANGERS JUNGLE FURY		25	77,170,460	5/1/2007	3,465,868	8/12/2008
POWER RANGERS JUNGLE FURY		28	77,170,454	5/1/2007	3,461,669	8/5/2008
POWER RANGERS LIGHTSPEED RESCUE		41	77,170,460	5/1/2007	3,477,602	7/29/2008
POWER RANGERS LOST GALAXY		9	76,096,240	7/24/2000	2,506,133	11/13/2001
POWER RANGERS MYSTIC FORCE		9	75,539,850	6/20/1998	2,540,851	2/19/2002
POWER RANGERS MYSTIC FORCE		9	78,594,705	3/24/2005	3,490,214	8/19/2008
POWER RANGERS MYSTIC FORCE		14	78,594,709	3/24/2005	3,502,984	9/16/2008
POWER RANGERS MYSTIC FORCE		16	78,594,712	3/24/2005	3,395,861	3/11/2008
POWER RANGERS MYSTIC FORCE		18	78,594,714	3/24/2005	3,319,841	10/23/2007
POWER RANGERS MYSTIC FORCE		25	78,594,717	3/24/2005	3,326,040	10/30/2007
POWER RANGERS MYSTIC FORCE		28	78,594,719	3/24/2005	3,319,842	10/23/2007
POWER RANGERS MYSTIC FORCE		30	78,594,724	3/24/2005	3,319,843	10/23/2007
POWER RANGERS MYSTIC FORCE		41	78,594,726	3/24/2005	3,490,215	8/19/2008
POWER RANGERS OPERATION OVERDRIVE		9	78,915,426	6/23/2006	3,367,118	1/8/2008

SCHEDULE 1 TO EXHIBIT A

POWER RANGERS OPERATION OVERDRIVE	16	78,915,438	6/23/2006	3,367,119	1/8/2008
POWER RANGERS OPERATION OVERDRIVE	18	78,915,422	6/23/2006	3,367,117	1/8/2008
POWER RANGERS OPERATION OVERDRIVE	25	78,915,418	6/23/2006	3,390,146	2/26/2008
POWER RANGERS OPERATION OVERDRIVE	28	77,052,362	11/28/2006	3,409,893	4/8/2008
POWER RANGERS OPERATION OVERDRIVE	41	78,915,415	6/23/2006	3,367,118	1/8/2008
POWER RANGERS RPM	25	77,520,213	7/11/2008	3,775,556	4/13/2010
POWER RANGERS RPM	28	77,521,066	7/11/2008	3,758,494	3/9/2010
POWER RANGERS SUPER LEGENDS	9	78,947,271	8/8/2006	3,464,519	7/8/2008
POWER RANGERS	9	78,153,856	10/25/2000	2,506,350	11/13/2001
POWER RANGERS	9	74,436,553	9/17/1993	2,449,339	5/6/2001
POWER RANGERS	16	76,165,049	11/14/2000	2,596,456	11/13/2001
POWER RANGERS	18	75,977,768	9/17/1993	2,211,937	12/15/1998
POWER RANGERS	18	74,436,555	9/17/1993	2,314,807	2/11/2000
POWER RANGERS	25	76,231,950	11/15/2000	2,510,411	11/20/2001
POWER RANGERS	28	76,165,049	11/14/2000	2,506,458	11/13/2001
POWER RANGERS	28	74,436,552	9/17/1993	2,288,081	10/19/1999
POWER RANGERS	41	74,436,551	9/17/1993	1,893,768	5/9/1995
POWER RANGERS: WILD FORCE	41	76,164,975	11/14/2000	2,506,454	11/13/2001
POWER RANGERS: WILD FORCE	28	78,064,828	5/21/2001	2,785,602	9/16/2003
POWER RANGERS: WILD FORCE	16	76,064,823	5/21/2001	2,807,393	2/20/2004
POWER RANGERS: WILD FORCE	18	78,064,825	5/21/2001	2,796,014	12/16/2003
POWER RANGERS: WILD FORCE	25	78,064,826	5/21/2001	2,861,206	7/6/2004
RED POWER RANGER ACTION BUDDY	28	78,295,658	9/3/2003	3,261,818	7/10/2007
RED POWER RANGER PLAYSET	28	76,389,763	4/2/2002	2,755,366	8/28/2003
RED SPIN-MORPHIN POWER RANGER	28	76,510,255	4/28/2003	2,894,522	10/19/2004
RED TALKING WILD WARRIOR POWER RANGER	28	76,510,259	4/28/2003	2,894,528	10/19/2004
RIC	28	78,468,290	8/16/2004	3,340,909	11/20/2007
SOLAR CELL MORPHER	28	78,756,583	11/17/2005	3,551,936	12/23/2008
STORM POWER MEGAZORD	28	78,148,327	7/29/2002	2,814,185	2/10/2004
THUNDER POWER MEGAZORD	28	78,148,331	7/29/2002	2,861,340	7/6/2004
WHITE SPIN-MORPHIN POWER RANGER	28	76,510,254	4/28/2003	2,894,521	10/19/2004
WILD FORCE DELUXE BLACK SAVAGE BATTLE POWER RANGER	28	76,389,757	4/2/2002	2,746,406	6/5/2003
WILD FORCE DELUXE BLUE SAVAGE BATTLE POWER RANGER	28	76,389,898	4/2/2002	2,755,370	8/26/2003
WILD FORCE DELUXE ISIS MEGAZORD	28	76,510,266	4/28/2003	2,821,026	3/9/2004



SCHEDULE 1 TO EXHIBIT A

Trademark	Int. Class	App. Number	File Date		
WILD FORCE DELUXE RED SAVAGE BATTLE POWER RANGER	28	76,389,899	4/2/2002	2,755,371	8/26/2003
YELLOW SPIN-MORPHIN POWER RANGER	28	76,510,253	4/28/2003	2,894,520	10/19/2004
ZEN-AKU SPIN-MORPHIN POWER RANGER	28	76,510,256	4/28/2003	2,894,523	10/19/2004
<b>APPLICATIONS FOR REGISTRATION</b>					
MIGHTY MORPHIN POWER RANGERS					
MIGHTY MORPHIN POWER RANGERS	9	77,738,042	5/15/2009		
MIGHTY MORPHIN POWER RANGERS	16	77,738,049	5/16/2009		
MIGHTY MORPHIN POWER RANGERS	18	77,738,056	5/17/2009		
MIGHTY MORPHIN POWER RANGERS	25	77,738,067	5/18/2009		
MIGHTY MORPHIN POWER RANGERS	28	77,738,087	5/19/2009		
MIGHTY MORPHIN POWER RANGERS	41	77,738,088	5/20/2009		
POWER RANGERS RPM	9	77,520,228	7/11/2008		
POWER RANGERS RPM	16	77,520,208	7/11/2008		
POWER RANGERS RPM	41	77,520,200	7/11/2008		