

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amendment to IP Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
From To Subject Received In Folder Size		04/13/2011	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Union Bank, N.A.		
Street Address:	445 South Figueroa Street, 13th floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90017		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 24			
Property Type	Number	Word Mark	
Registration Number:	3826521	IMPERIAL	
Registration Number:	3721935	TEAM TUBEZ	
Registration Number:	3820138	EARTH'S BEST BUBBLES SUPER MIRACLE BUBBLES	
Registration Number:	3778861	BUBBLE BELLIE	
Registration Number:	3601146	BUBBLE BELLIES	
Registration Number:	3415048	RUNWAY PINK	
Registration Number:	3493147	HOPSPLASH	
Registration Number:	2488861	ENDLESS BUBBLES	
Serial Number:	85215435	QLOOPS	
Serial Number:	85215425	CLIX	
Serial Number:	85032272	SMB PREMIUM PLUS	
Serial Number:	85032270	SMB	
Serial Number:	85018877	COSMIC BUBBLES	
Serial Number:	85008884	KAOS	

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Serial Number:	77853158	3-D TIVITIES
Serial Number:	77853157	3-D GLAM
Serial Number:	77853151	3-D ADVENTURES
Serial Number:	77841454	3-DX
Serial Number:	77840177	BUDDY L
Serial Number:	77840136	3-D BUBBLES
Serial Number:	77840119	OPTRIX
Serial Number:	77593597	0-60 IN A FLASH
Serial Number:	85252039	MO
Serial Number:	85242155	PHOTONS

CORRESPONDENCE DATA

Fax Number: (949)720-0182
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ATTORNEY DOCKET NUMBER:	U2310-0243
NAME OF SUBMITTER:	Farah P. Bhatti, Esq.
Signature:	/Farah Bhatti/
Date:	04/27/2011

Total Attachments: 3
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**AMENDMENT TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Amendment") amends and shall be considered a part of that certain Intellectual Property Security Agreement (the "Agreement"), dated as of December 20, 2005, entered into between IMPERIAL TOY LLC, a California limited liability company ("Assignor") and UNION BANK, N.A. formerly known as UNION BANK OF CALIFORNIA, N.A. ("Assignee"), which was filed and recorded with the United States Patent and Trademark Office on March 15, 2006, and was designated Reel 3269 Frame 0667 as a reference number. Assignor and Assignee agree as follows:

1. Schedule A is hereby amended by adding the trademarks, trademark registrations, and trademark applications described on Schedule A-I attached hereto to the list of trademarks set forth in that schedule.

2. Except as expressly amended or modified pursuant to this Amendment, the Agreement shall remain otherwise unchanged and in full force and effect.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Amendment as of the 13 day of APRIL, 2011.

IMPERIAL TOY LLC
(Assignor)

By: _____
Name: _____
Title: President


UNION BANK, N.A.
(Assignee)

By: _____
Name: Jeffrey Crisler
Title: Vice Pres

Schedule A-I

TRADEMARKS

U.S. Marks

No	Status/Liens	Trademark	Reg. No./ Serial No.	Reg. Date/ File Date
1	Pending Application	QLOOPS	85-215,435	01/11/2011
2	Pending Application	CLIX	85-215,425	01/11/2011
3	Pending Application	SMB PREMIUM PLUS	85-032,272	05/06/2010
4	Pending Application	SMB	85-032,270	05/06/2010
5	Pending Application	COSMIC BUBBLES	85-018,877	04/20/2010
6	Pending Application	KAOS	85-008,884	04/07/2010
7	Registered		3,826,521	07/27/2010
8	Pending Application	3-DTIVITIES	77-853,158	10/20/09
9	Pending Application	3-D GLAM	77-853,157	10/20/2009
10	Pending Application	3-D ADVENTURES	77-853,151	10/20/2009
11	Pending Application	3-DX	77-841,454	10/05/2009

No	Status/Liens	Trademark	Reg. No./ Serial No.	Reg. Date/ File Date
12	Pending Application		77-840,177	10/02/2009
13	Pending Application	3-D BUBBLES	77-840,136	10/02/2009
14	Pending Application	OPTRIX	77-840,119	10/02/2009
15	Registered	TEAM TUBEZ	3,721,935	12/08/2009
16	Pending Application	0-60 In A Flash	77-593,597	10/15/2008
17	Registered		3,820,138	07/20/2010
18	Registered	Bubble Belle	3,778,861	04/20/2010
19	Registered	BUBBLE BELLIES	3,601,146	04/07/2009
20	Registered	RUNWAY PINK	3,415,048	04/22/2008
21	Registered	HOPSPLASH	3,493,147	08/26/2008
22	Registered	ENDLESS BUBBLES	2,488,861	09/11/2001
23	Pending Application	MO	85-252,039	02/25/2011
24	Pending Application	PHOTONS	85-242,155	02/14/2011