

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
Alpha International, Inc.		10/23/2007	CORPORATION: IOWA

RECEIVING PARTY DATA

Name:	Panda Investments, Inc.
Street Address:	2155 Jacolyn Drive SE, Suite 6
City:	Cedar Rapids
State/Country:	IOWA
Postal Code:	52404
Entity Type:	CORPORATION: IOWA

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	2017786	GC
Registration Number:	2027095	
Registration Number:	2312588	ANOTHER FINE QUALITY GEARBOX COLLECTIBLE
Registration Number:	2319887	ANOTHER FINE QUALITY GEARBOX TOY
Registration Number:	2049111	BIG WHEEL
Serial Number:	78874218	
Registration Number:	2858047	BIG WHEEL
Serial Number:	78352022	BIG WHEEL KIDS
Registration Number:	1521121	BOOMERANG BUMP
Registration Number:	1638498	CROCODILE MILE
Registration Number:	1479774	CROCODILE MILE
Registration Number:	1491328	ENCHANTED KINGDOM
Registration Number:	2110008	FEED 'N NUZZLE
Serial Number:	78515568	FLOOR FLYER

OP \$640.00 2017786

Registration Number:	2312106	GEARBOX
Registration Number:	2541428	GEARBOX PEDAL CAR COMPANY
Registration Number:	2583183	GEARBOX PEDAL CAR COMPANY CEDAR RAPIDS, IOWA
Serial Number:	78724993	GEARBOX TOYS & COLLECTIBLES CEDAR RAPIDS, IOWA
Registration Number:	1706986	GRAND CHAMPIONS
Serial Number:	78572376	HORSE COUNTRY
Registration Number:	2175591	QUALITY ISN'T SOMETHING WE TOY AROUND WITH
Registration Number:	3097303	THE MOST BEAUTIFUL HORSES IN THE WORLD
Registration Number:	2714424	THE WORLD KNOWS NO BETTER QUALITY
Registration Number:	2312580	WAVE JET
Registration Number:	1474292	WET'N WACKY

CORRESPONDENCE DATA

Fax Number: (319)365-8443
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 319-365-9461
Email: deanna@shuttleworthlaw.com
Correspondent Name: Robert W. Hoke
Address Line 1: 115 3rd Street SE, Suite 500
Address Line 4: Cedar Rapids, IOWA 52401

NAME OF SUBMITTER:	Robert W. Hoke
Signature:	/Robert W. Hoke/
Date:	10/23/2007

Total Attachments: 7
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GRANT OF SECURITY INTEREST IN AND MORTGAGE OF UNITED STATES
TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Alpha International, Inc, an Iowa corporation (the "Grantor") with principal offices at 4520 20th Ave. SW, Cedar Rapids, Iowa 52404, hereby assigns, grants and mortgages to Panda Investments, Inc, with principal offices at 2155 Jacolyn Dr. SE, Suite 6, Cedar Rapids, Iowa 52404 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto together with (ii) all Proceeds (as such term is defined in the Security Agreements referred to below) and products of the Marks, (iii) the goodwill of the businesses symbolized by the Marks, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS AGREEMENT is entered into to secure the full and prompt performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreements among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 7, 2003, March 27, 2006 and June 26, 2007 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor such statements, documents or other instruments in writing as may be reasonably requested by Grantor releasing the security interest and mortgage in the Marks and Patents granted under this Agreement.

This Agreement has been entered into in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

The undersigned have executed this Agreement as of this 23 day of October 2007.

Alpha International, Inc.

By 

Jody Keener

Title: President

Panda Investments, Inc.

By 

Jody Keener

Title: President

TRADEMARK

REEL: 003644 FRAME: 0652

SCHEDULE A
TRADEMARKS

United States:

1. GC stylized mark:
Registration No.: 2,017,786
Registration Date: Nov. 19, 1996
International Class: 028 – Toy horses
2. Running Horse design:
Registration No.: 2,027,095
Registration Date: Dec. 31, 1996
International Class: 028 – Toy horses
3. Another Fine Quality Gearbox Collectible design:
Registration No.: 2,312,588
Registration Date: Jan. 25, 2000
International Class: 028 – Collectibles, namely scale toy replicas of aircraft, cars, trucks, farm tractors, farm implements, and canned goods; toys, namely play figurines, aircraft, cars, trucks, and dolls
4. Another Fine Gearbox Toy design:
Registration No.: 2,319,887
Registration Date: Feb. 15, 2000
International Class: 028 – Collectibles, namely, scale toy replicas of aircraft, cars, trucks, farm tractors, farm implements, and canned goods; toys, namely, play figurines, aircraft, cars, trucks, and dolls
5. Mark: BIG WHEEL
Registration No.: 2,049,111
Registration Date: April 1, 1997
International Class: 028 – Child's ride-on toy
6. Big Wheel design:
Serial No.: 78/874,218
Filing Date: May 2, 2006
International Class: 028 – Toys, namely ride-on toy vehicle





7. **Big Wheel design:**
Registration No.: 2,858,047
Registration Date: June 29, 2004
International Class: 028 – Toys, namely ride-on toy vehicle
8. **Mark: BIG WHEEL KIDS**
Serial No.: 78/352,022
Filing Date: Jan. 14, 2004
International Class: 028 -- Toys and novelty items
9. **Mark: BOOMERANG BUMP**
Reg. No.: 1,521,121
Reg. Date: Jan. 17, 1989
International Class: 028 - Toy water slides
10. **Mark: CROCODILE MILE**
Reg. No.: 1,638,498
Reg. Date: March 19, 1991
International Class: 028 - Waterslides, play swimming pools and inflatable wading pools, some containing attached inflatable toys in the nature of ride-on and inflatable animals and figures
11. **Mark: CROCODILE MILE**
Registration No.: 1,479,774
Registration Date: March 8, 1988
International Class: 028 – Toy water slides
12. **Mark: ENCHANTED KINGDOM**
Registration No.: 1,491,328
Registration Date: June 7, 1988
International Class: 028 – Toy animals, dolls, and accessories for them

13. **Mark: FEED 'N NUZZLE**
Registration No.: 2,110,008
Registration Date: October 28, 1997
International Class: 028 – Toy animals and toy playsets including toy animals and accessories therefor
14. **Mark: FLOOR FLYER**
Serial No.: 78/515,568
Filing Date: November 11, 2004
International Class: 028 – Toys, namely air, land, and sea vehicles of all types and accessories therefor
15. **Mark: GEARBOX**
Registration No.: 2,312,106
Registration Date: Jan. 25, 2000
International Class: 028 – Collectibles, namely, scale toy replicas of aircraft, cars, trucks, farm tractors, farm implements, and canned goods; toys, namely, play figurines, aircraft, cars, trucks, and dolls
16. **Mark: GEARBOX PEDAL CAR COMPANY**
Registration No.: 2,541,428
Registration Date: Feb. 19, 2002
International Class: 012 – children's pedal cars, tricycles and wagons
17. **Gearbox Pedal Car Company Cedar Rapids, Iowa design:**
Registration No.: 2,583,183
Registration Date: June 18, 2002
International Class: 012 – children's pedal cars, tricycles and wagons
18. **Gearbox Toys & Collectibles Cedar Rapids, Iowa design:**
Serial No.: 78/724,993
Filing Date: Oct. 3, 2005
International Class: 028 – Collectibles, namely, scale toy replicas of aircraft, cars, trucks, farm tractors, and farm implements; and toys, namely, play figurines, aircraft, cars and trucks
19. **Mark: GRAND CHAMPIONS**
Registration No.: 1,706,986
Registration Date: Aug. 11, 1992
International Class: 028 – toy horses

20. Mark: HORSE COUNTRY
Serial No.: 78/572,376
Filing Date: Feb. 22, 2005
International Class: 028 – Toys and playthings, namely toy horses and riders, and accessories for toy horses namely saddles, toy grooming kits, brushes and combs; toy buildings for horses, namely stables, pen and playhouses; and toy foodstuffs, namely apples and carrots
22. Mark: QUALITY ISN'T SOMETHING WE TOY AROUND WITH
Registration No.: 2,175,591
Registration Date: July 21, 1998
International Class: 028 – Collectibles, namely, scale toy replicas of aircraft, cars, trucks, farm tractors, farm implements, and canned goods; toys, namely, play figurines, aircraft, cars, trucks, and dolls
23. Mark: THE MOST BEAUTIFUL HORSES IN THE WORLD
Registration No.: 3,097,303
Registration Date: May 30, 2006
International Class: 028 – Toy human figures sold alone; toy human figures with accessories therefor sold as a unit; toy animal figures sold alone; toy animal figures with accessories therefor sold as a unit; toy human and animal figures sold as a unit; toy human and animal figures and accessories therefor sold as a unit
24. Mark: THE WORLD KNOWS NO BETTER QUALITY
Registration No.: 2,714,424
Registration Date: May 6, 2003
International Class: 028 – Collectibles, namely scale toy replicas of aircraft, cars, trucks, farm tractors, farm implements and canned goods; toys, namely play figurines, aircraft, cars, trucks and dolls
25. Mark: WAVE JET
Registration No.: 2,312,580
Registration Date: Jan. 25, 2000
International Class: 028 – Toy water slides
26. Mark: WET 'N WACKY
Registration No.: 1,474,292
Registration Date: Jan. 26, 1988
International Class: 028 – Toy water slides

Australia

1. Mark: CROCODILE MILE
Registration No.: 518,147
Registration Date: Aug. 30, 1989
International Class: Toys, games and playthings including toy water slides, none being toy crocodiles, bicycles, tricycles part or accessories thereof

Canada

1. Mark: BIG WHEEL KIDS
Registration No.: 1,207,821
Registration Date: Feb. 27, 2004
International Class: toys and novelty items
2. Mark: BIG WHEEL
Registration No.: 1,207,819
Registration Date: Feb. 27, 2004
International Class: ride on toy
3. Mark: GRAND CHAMPIONS
Registration No.: TMA632,808
Registration Date: Feb. 15, 2005
International Class: toy horses, riders and accessories

Germany

1. Grand Champions Die schönsten Pferde der Welt! design:
Registration No.: 003129541
Registration Date: July 7, 2004
International Class: 028 -- toy horses, models of horses for collectors
2. Mark: GRAND CHAMPIONS
Registration No.: 003055084
Registration Date: April 4, 2004
International Class: 028 -- toys and playthings
3. Grand Champions design:
Registration No.: 002572535
Registration Date: March 12, 2003
International Class: 028 -- toy horses, models of horses for collectors