

12-17-2003

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PTO-1594

U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings



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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

WHAM-O, INC., a Delaware corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12/02/03

2. Name and address of receiving party(ies)

Name: CONGRESS FINANCIAL CORPORATION (WESTERN)

Internal Address: Suite 900

Street Address: 251 South Lake Avenue

City: Pasadena State: CA Zip: 91101

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) \_\_\_\_\_  
Please see Exhibit A-1

B. Trademark Registration No.(s) \_\_\_\_\_  
Please see Exhibit A-1

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: FEDERAL RESEARCH CO., L.L.C.

Internal Address: Attention: Penelope Agodoa  
Suite 920

Street Address: 1030 15th Street, NW

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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9. Signature.

Kimberley A. Lathrop  
Name of Person Signing

*Kimberley A. Lathrop*  
Signature

December 16, 2003  
Date

Total number of pages including cover sheet, attachments, and document: 5

12/18/2003 LMDLELLER 00000083 1902087

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

01 FC:8521  
02 FC:8522

40.00 OP  
100.00 OP

TRADEMARK  
REEL: 002880 FRAME: 0535

**EXHIBIT A-1**  
**(New Trademarks)**

**Registered Trademarks**

<b><u>Name</u></b>	<b><u>Registration Date</u></b>	<b><u>Registration No.</u></b>
<b>Hydrotech</b>	<b>6/27/95</b>	<b>1,902,087</b>
<b>Hydrotech</b>	<b>7/4/95</b>	<b>1,903,284</b>
<b>Hydrotech</b>	<b>1/28/97</b>	<b>2,034,143</b>
<b>Splash Island</b>	<b>1/8/02</b>	<b>2,537,459</b>

**Trademark Application**

<b><u>Name</u></b>	<b><u>Registration Date</u></b>	<b><u>Registration No.</u></b>
<b>Hydrotech</b>	<b>8/11/03</b>	<b>76,536,341</b>

**SECOND AMENDMENT TO COLLATERAL ASSIGNMENT  
OF TRADEMARKS (SECURITY AGREEMENT)**

THIS SECOND AMENDMENT TO COLLATERAL ASSIGNMENT OF TRADEMARKS (SECURITY AGREEMENT) (this "Amendment") is entered into by and between Wham-O, Inc., a Delaware corporation ("Pledgor"), with offices at 5903 Christie Avenue, Emeryville, California 94608, and Congress Financial Corporation (Western), a California corporation ("Pledgee"), with offices at 251 South Lake Avenue, Suite 900, Pasadena, California 91101. Initially capitalized terms used herein shall have the meanings ascribed thereto in the Agreement (as defined below).

RECITALS

WHEREAS Pledgor and Pledgee are parties to that certain Collateral Assignment of Trademarks (Security Agreement) dated January 10, 2001 and recorded with the U.S. Patent and Trademark Office on January 22, 2001 at Reel 002218, Frame 0475, as amended (the "Agreement"), pursuant to which Pledgor granted to Pledgee a security interest in all current and future Trademarks;

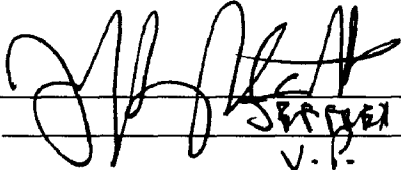
WHEREAS the Agreement allows Pledgee to amend Exhibit A to the Agreement (which listed all of Pledgor's then known trademark registrations and trademark applications) ("Exhibit A") to include all future acquired and discovered trademark registrations and trademark applications ("New Trademarks"); and

WHEREAS Pledgor has acquired New Trademarks and Pledgee has been made aware of the presence of the New Trademarks;

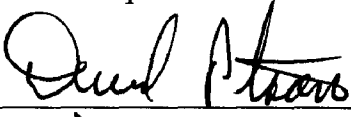
NOW THEREFORE, Pledgee and Pledgor hereby amend Exhibit A to include the New Trademarks as listed on Exhibit A-1 attached hereto and incorporated herein by this reference. Pledgee and Pledgor hereby acknowledge that the New Trademarks shall be deemed to be included in the definition of "Trademarks" as set forth in the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the 2<sup>nd</sup> day of December 2003.

CONGRESS FINANCIAL CORPORATION (WESTERN),  
a California corporation

By:   
Name: STEPHEN K. SCOTT  
Title: V.P.

WHAM-O, INC.,  
a Delaware corporation

By:   
Name: DAVID P. PISON  
Title: CFO

**EXHIBIT A-1**  
**(New Trademarks)**

**Registered Trademarks**

<b><u>Name</u></b>	<b><u>Registration Date</u></b>	<b><u>Registration No.</u></b>
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Hydrotech	7/4/95	1,903,284
Hydrotech	1/28/97	2,034,143
Splash Island	1/8/02	2,537,459

**Trademark Application**

<b><u>Name</u></b>	<b><u>Registration Date</u></b>	<b><u>Registration No.</u></b>
Hydrotech	8/11/03	76,536,341