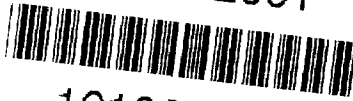


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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
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Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Empire of Carolina, Inc.

09-21-01

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization North Carolina

Receiving Party

Mark if additional names of receiving parties attached

Name Alpha International, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 4515 20th Avenue SW

Address (line 2) _____

Address (line 3) Cedar Rapids Iowa 52404
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Iowa

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached
All marks listed on attached
numbers for the same property.
Exhibit A

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

David E. Mullin

Name of Person Signing Signature Date Signed

ADDITIONAL NAMES OF CONVEYING PARTIES

2. Empire Industries, Inc.
Corporation, incorporated in the state of North Carolina

EXHIBIT A

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
ALLIGATOR ALLEY	2,234,326	3/23/99
BIG WHEEL	2,049,111	4/1/97
BIG WHEELIE	1,989,223	7/23/96
"BIG BRUTE"	1,329,799	4/9/85
BIG RIGS	2,012,941	10/29/96
BIG BRUISER	1,336,899	5/21/85
BIG BUDDYS	1,982,855	6/25/96
BITSY BUDDYS	1,755,511	3/2/93
BLUE RIBBON CHAMPIONS	1,890,608	4/18/95
BOOMERANG BUMP	1,521,121	1/17/89
BRAIN SWELLERS	2,168,577	6/23/98
BREAKOUT FROM BAD CITY	2,034,427	1/28/97
BRUTE	866,228	3/11/69
BUDDY	1,346,483	7/2/85
BUDDY L	826,380	3/28/67
BUDDY L	1,862,973	9/15/94
BUDDY L	1,060,393	3/1/77
BUDDY L	1,189,450	2/9/82
CANYON OF DOOM	1,623,125	11/13/90
CAR COME BACK	1,296,455	9/18/84
COBRA	1,162,074	7/21/81
CRASH EM-UPS	1,364,658	10/8/85
CROCODILE MILE	1,618,895	10/23/90
CROCODILE MILE	1,479,774	3/8/88
CROCODILE MILE	1,638,498	3/19/91
DINO CATCHER	2,143,521	3/10/98
DINO SPLASH	1,986,002	7/9/96
DUMPIN' DIGGER	1,855,313	9/20/94

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
EASY-WRITER	1,516,521	12/13/88
EMPIRE (DESIGN)	2,041,264	2/25/97
EMPIRE	1,946,386	1/9/96
EMPIRE BUILT AMERICAN TOUGH	2,044,237	3/11/97
EMPIRE	958,099	5/1/73
EMPIRE	1,139,675	9/16/80
EMPIRE TOYS KIDS LOVE	1,111,842	1/23/79
EMPIRE TOYS GIRLS LOVE	1,202,871	7/27/82
ENCHANTED KINGDOM	1,491,328	6/7/88
FANTASY FILLIES	2,070,832	6/10/97
FEED 'N NUZZLE	2,110,008	10/28/97
FILL-R-UP	822,317	1/17/67
FIREBALL	2,004,120	10/1/96
GATOR TRAPPER	2,102,312	9/30/97
GC	2,017,786	11/19/96
GORILLA GRABBER	2,113,068	11/11/97
GRAND CHAMPIONS	1,706,986	8/11/92
GRAND CHAMPIONS (design)	2,027,095	12/31/96
GRASS GOBBLERS	1,190,121	2/16/82
HOT CYCLE	1,005,381	2/25/75
HOT TRAX	1,518,121	12/27/88
HOT TRAX	2,027,024	12/31/96
HUG A PUP	1,398,665	6/24/86
LIL' TRACTOR	2,027,023	12/31/96
LIL' SUNFLOWER	2,067,999	6/3/97
M FORCE	1,405,131	8/12/86
MARCHON	1,926,804	10/17/95
MILITARY FORCE	1,849,462	8/9/94

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
MINI BIG WHEEL	1,873,963	1/17/95
MOTHER GOOSE	1,190,103	2/16/82
MR-1	1,559,149	10/3/89
MY BUDDY	1,351,905	7/30/85
MY FIRST BUDDYS	1,448,706	7/21/87
O.R.V.	1,327,251	3/26/85
POWER DRIVERS	1,314,851	1/15/85
PRECISION ENGINEERED TO BE THE BEST	1,601,673	6/12/90
REAL BUGS	2,141,492	3/3/98
REAL BUGS	2,145,397	3/17/98
RESCUE FORCE	1,704,296	7/28/92
REV'EM UP RACER	1,208,646	9/14/82
RUMBLER	1,717,145	9/15/92
SHARK STALKER	2,092,295	8/26/97
SHOW CHAMPIONS	2,232,997	3/16/99
SIT-N-RIDE	791,332	6/22/65
SLAP SHOT	1,896,315	5/30/95
SLICKS	1,503,646	9/13/88
SMARTEST ARTIST	1,486,972	5/3/88
SONIC HAULER	1,725,951	10/20/92
SOUND 'N ACTION STALLION	2,097,663	9/16/97
SPINAROO	1,344,789	6/25/85
SUN DREAM	2,098,382	9/16/97
SUN SLICKS	1,475,770	2/9/88
"SUPER BRUTE"	1,329,798	4/9/85
SUPER QUAD	1,870,652	12/27/94
SURE HIT	1,987,607	7/16/96
TALK 'N' GO	1,924,732	10/3/95

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
TALKIN' CAMERA	1,859,327	10/18/94
TERRIFIERS	1,348,293	7/9/85
THE WHEELIE POPPIN BIG WHEEL!	2,056,170	4/22/97
TIC TAC TOSS	1,896,313	5/30/95
TOUGHEST TOYS ON WHEELS	2,097,159	9/16/97
TOW TEAM	1,338,173	5/28/85
TRAIL TRACKER	2,046,014	3/18/97
TRIPLE TRIXTERS	2,237,737	4/6/99
TUGGSY-TUG	1,461,119	10/13/87
TURBO WHEELS	2,067,627	6/3/97
TURBO WHEELS	2,105,951	10/14/97
TURBO RACER	1,873,971	1/17/95
WATER WORKS	2,109,580	10/28/97
WAVE JET	2,312,580	1/25/00
WAVE BREAKER	1,971,750	4/30/96
WET 'N WACKY	1,474,292	1/26/88
YO-YO BALL	1,836,448	5/10/94
ZIG ZAG ZOOM	1,858,224	10/11/94
ZIP WHEELS	1,278,130	5/15/84
ZUGLY	1,445,322	6/30/87

Assignment of Registration

WHEREAS, Empire of Carolina, Inc. and Empire Industries, Inc. ("Assignors"), (the successors in interest to Marchon, Inc., Buddy L Corporation, Buddy L, Inc., Carolina Enterprises, Inc., and SLM, Inc.), with an address of 4731 West Atlantic Avenue, Delray Beach, FL 33445, have adopted, used and are using the marks referenced in Exhibit A attached hereto, which are registered in the United States Patent and Trademark Office; and

WHEREAS, Alpha International, Inc., ("Assignee"), with an address of 4515 20th Avenue SW, Cedar Rapids, IA 52404, is desirous of acquiring said marks and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignors do hereby assign to Assignee all right, title, and interest in and to said marks, together with the good will of the business symbolized by the marks, and the above-identified registration thereof, subject to the security interest held by LaSalle Business Credit, Inc., as agent, whose address is 135 South LaSalle St., Chicago, Illinois 60603-4105.

9/21/01
Date

Empire of Carolina, Inc. ("Assignor")
By: [Signature]
Title: VICE PRESIDENT

9/21/01
Date

Empire Industries, Inc. ("Assignor")
By: [Signature]
Title: VICE PRESIDENT

9/25/01
Date

LaSalle Business Credit, Inc., as agent
By: [Signature]
Title: Vice President