

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SPORTIME, LLC		04/11/2003	limited liability company: DELAWARE

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A., as Administrative Agent
Street Address:	1455 Market Street
Internal Address:	CA5-701-05-19
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 7

Property Type	Number
Registration Number:	2541166
Registration Number:	2498193
Registration Number:	1551112
Registration Number:	1306216
Serial Number:	78154693
Serial Number:	78134349
Serial Number:	76338171

CORRESPONDENCE DATA

Fax Number: (919)286-8199

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (919) 286-8122  
Email: PTO\_TMconfirmation@mvalaw.com  
Correspondent Name: Moore & Van Allen PLLC  
Address Line 1: 2200 W. Main Street  
Address Line 2: Suite 800  
Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:

327000/010393

NAME OF SUBMITTER:

Steven D. Thomas

Total Attachments: 2

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W6316 Design Drive  
Greenville, WI 54942  
P.O. Box 1579  
Appleton, WI 54912-1579

920-734-5712  
920-734-5112 fax  
888-388-3224  
888-388-6344 fax

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of April 11, 2003 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

SPORTIME, LLC,  
a Delaware limited liability company

By: Mary M. Kabacinski  
Name: Mary M. Kabacinski  
Title: Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Cathy Casgrove  
Name: Cathy Casgrove  
Title: Vice President

Schedule I  
Notice of Grant of Security Interest in Trademarks

Sportime, LLC  
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Registered Marks		
GRAB BALL	2541166	2/19/02
SPORTIME (Stylized letters)	2498193	10/16/01
LEARNING OBSTACLES	1551112	8/8/89
YELLER	1306216	11/20/84

Pending Applications

Pending Applications		
INTEGRATIONS	78154693	8/15/02
CELL-U-LAR RUBBER TECHNOLOGY and Design	78134349	6/10/02
RAGBALL	76338171	11/15/01