

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		08/31/2005	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	1455 Market Street
Internal Address:	CA5-701-05-19
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	2541166	GRAB BALL
Registration Number:	2498193	SPORTIME
Registration Number:	1766015	PHYSIO-ROLL
Registration Number:	1955231	SPORDAS
Registration Number:	1836922	CATCH BALL
Registration Number:	1737386	CHIME TIME
Registration Number:	1741976	ABILITATIONS
Registration Number:	1665914	SPORTIME
Registration Number:	1617767	JUGGLEBUG
Registration Number:	1551112	LEARNING OBSTACLES
Registration Number:	1551111	VB-TRAINER
Registration Number:	1444279	ALPHA-BALL
Registration Number:	1442285	GRADEBALLS

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Registration Number:	1442284	SUPER-SAFE
Registration Number:	1455484	UTILITY/SEQUENCING
Registration Number:	1308168	YELLER
Registration Number:	1306216	YELLER
Registration Number:	1270038	DUCK WALKER
Registration Number:	1270035	DUCK WALKER
Registration Number:	1085148	SPORTIME
Serial Number:	78154693	INTEGRATIONS
Serial Number:	78134349	CELL-U-LAR RUBBER TECHNOLOGY
Serial Number:	76338171	RAGBALL

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 286-8049
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.10393NTSPORTIMEJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	11/16/2005

Total Attachments: 4
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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 August 31, 2005 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral 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 Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Collateral 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.

[SIGNATURES ON FOLLOWING PAGE]

Very truly yours,

SPORTIME, LLC,
a Delaware limited liability company

By: Mary M Kabacinski
Name: Mary M. Kabacinski
Title: Vice President & Treasurer

Acknowledged and Accepted:

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

By: _____
Name:
Title:

Very truly yours,

SPORTIME, LLC,
a Delaware limited liability company

By: _____
Name:
Title:

Acknowledged and Accepted:

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

By: Anthea Del Bianco
Name: **Anthea Del Bianco**
Title: **Vice President**

**Sportime, LLC
(Delaware Limited Liability Company)**

U.S. Trademarks

Registered Marks

MARK	Registration No.	Reg. Date
GRAB BALL	2541166	2/19/02
SPORTIME (Stylized letters)	2498193	10/16/01
PHYSIO-ROLL and Design	1766015	4/20/93
SPORDAS (Stylized letters)	1955231	2/6/96
CATCH BALL and Design	1836922	5/17/94
CHIME TIME	1737386	12/1/92
ABILITATIONS	1741976	12/22/92
SPORTIME	1665914	11/26/91
JUGGLEBUG	1617767	10/16/90
LEARNING OBSTACLES	1551112	8/8/89
VB-TRAINER	1551111	8/8/99
ALPHA-BALL	1444279	6/23/87
GRADEBALLS and Design	1442285	6/9/87
SUPER-SAFE (Stylized)	1442284	6/9/87
UTILITY/SEQUENCING	1455484	9/1/87
YELLER	1308168	12/4/84
YELLER	1306216	11/20/84
DUCK WALKER	1270038	3/13/84
DUCK WALKER and Design	1270035	3/13/84
SPORTIME	1085148	2/7/78

Pending Applications

MARK	Application No.	Filing Date
INTEGRATIONS	78154693	8/15/02
CELL-U-LAR RUBBER TECHNOLOGY and Design	78134349	6/10/02
RAGBALL	76338171	11/15/01