

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Beckwith Associates, Inc.		04/27/2006	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	PlayPower, Inc.		
Street Address:	13620 E. Reese Blvd.		
Internal Address:	Suite 300		
City:	Huntersville		
State/Country:	NORTH CAROLINA		
Postal Code:	28078		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	78249270	ARE YOU GAME?	
Serial Number:	75630130	BOLDR	
Serial Number:	78568272	POLYFIBERCRETE	
Serial Number:	78248724	ROCKR	
Serial Number:	78248728	TRAINR	
CORRESPONDENCE DATA			
Fax Number:	(314)238-2401		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	314-238-2400		
Email:	trademarks@patpro.com		
Correspondent Name:	Jonathan P. Soifer		
Address Line 1:	12412 Powerscourt Drive		
Address Line 2:	Suite 200		
Address Line 4:	St. Louis, MISSOURI 63131		

CH \$140.00 78249270

ATTORNEY DOCKET NUMBER:	PLAY G009
NAME OF SUBMITTER:	Ned W. Randle
Signature:	/Ned W. Randle/
Date:	05/11/2006
Total Attachments: 2 source=PLAY G009 executed assignment#page1.tif source=PLAY G009 executed assignment#page2.tif	

SUBSTITUTE TRADEMARK ASSIGNMENT

WHEREAS, Beckwith Associates, Inc., a California corporation (hereinafter referred to as "BAI"), is the owner of the following trademark registrations

Trademark	Serial No.	Registration No.
ARE YOU GAME?	78/249270	2,931,831
BOLDR	75/630130	2,449,783

and is the owner of and has a *bona fide* intent to use the following marks:

Trademark	Serial No.
POLYFIBERCRETE	78/568272
ROCKR	78/248724
TRAINR	78/248728

All of the above noted registrations and applications relate to its BAI's BOLDR division (collectively, the "Trademarks");

WHEREAS, **Playpower, Inc.**, a Delaware corporation with its principal place of business at 13620 E. Reese Blvd., Suite 300, Huntersville, NC 28078 (hereinafter referred to as "Assignee"), desires to acquire the business of BAI in connection with which BAI has a *bona fide* intent to use the marks of the pending applications as well as the entire right, title, and interest in and to the marks of said registrations; and

WHEREAS, BAI and Assignee previously executed a Trademark Assignment in connection with that certain Intellectual Property Assignment Agreement dated March 10, 2006 (the "IP Agreement") and desire to replace the prior Trademark Assignment with the substitute trademark assignment herein; and

NOW, THEREFORE, for and in consideration of other valuable considerations to BAI paid by said Assignee, including but not limited to consideration paid pursuant to an Intellectual Property Assignment Agreement dated March 10, 2006, receipt of which is hereby acknowledged, BAI does hereby sell, assign and transfer unto Assignee, the entire right, title, and interest in and to the Trademarks and the pending applications, and all logos which incorporate one or more of the Trademarks, together with that portion of BAI's business in connection with which it has a *bona fide* intent to use the marks of the pending applications as required by 15 U.S.C. §1060 and with all BAI's good will associated the Trademarks and symbolized thereby; the same to be held and enjoyed by the Assignee for its own use and benefit, and for its legal representatives

and assigns, including the right to sue for any past infringement, as fully and entirely as the same would have been held by BAI had this assignment and sale not been made.

IN WITNESS WHEREOF, BAI has hereunto caused its authorized representative to set his hand and affix BAI's seal.

BAI

Beckwith Associates, Inc.

Date: 4/27/06

By: Jay Beckwith
Jay Beckwith, President

State of California)
County of Sonoma)

On 4/27/06 before me, Molly Meroney, notary public, personally appeared Jay Beckwith, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Molly Meroney (Seal)



ASSIGNEE

PlayPower, Inc.

Date: May 11, 2006

By: Greg Schreiber
Greg Schreiber, President