OPAP IAP5 JUL 29 2011 PATENT & TRADEMARK OFFICE

D/8

02/07/2012

103640373

Form PTO-1594 (Rev. 11-08)
OMB Collection 0651-0027

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

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

PlayCore Wisconsin, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation- State: Wisconsin
☐ Other

Citizenship (see guidelines)

Additional names of conveying parties attached? ☒ Yes ☐ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: BNP Paribas
Internal Address:
Street Address: 520 Madison Avenue
City: New York
State: New York
Country: USA Zip: 10022

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☒ Other Bank Citizenship France

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)

1-29-11

3. Nature of conveyance /Execution Date(s):

Execution Date(s) June 30, 2011

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Grant of Trademark Security

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See attached.

B. Trademark Registration No.(s)

See attached.

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: CT Lien Solutions
Internal Address:
Street Address: 187 Wolf Rd
City: Albany
State: NY Zip: 12205
Phone Number: 800-342-3676
Fax Number: 800-962-7049
Email Address:

6. Total number of applications and registrations involved: 158

7. Total fee (37 CFR 3.41(b)(6) & 3.41) $ 3,965=

☐ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:

Deposit Account Number e
Authorized User Name AMULLINS 00000017 3521944

01 FC:8521 40.00 OP
02 FC:8522 3925.00 OP

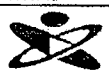
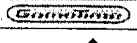
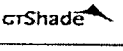
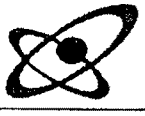
9. Signature: Shawn Wang July 26, 2011
Signature Date

Shawn Wang
Name of Person Signing

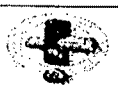
Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK REGISTRATIONS AND APPLICATIONS

Trademark	Country	Status	[Appl. Ser. No.] Registration No.	[Filing Date] Registration Date	Owner Name
GAME TIME	Australia	Registered	313,655	12/1/1977	PlayCore IP Sub, Inc.
GAMETIME	Australia	Registered	544235	10/17/1990	PlayCore IP Sub, Inc.
POWERSCAPE	Australia	Registered	600727	4/21/1993	PlayCore IP Sub, Inc.
SADDLEMATES	Australia	Registered	311961	10/6/1977	PlayCore IP Sub, Inc.
GAME TIME	Benelux	Registered	348,436	10/6/1977	PlayCore IP Sub, Inc.
BIG TOYS	Canada	Registered	387,970	8/23/1991	Playcore Wisconsin, Inc.
GAMETIME	Canada	Registered	TMA384,593	5/17/1991	PlayCore IP Sub, Inc.
GAME-TIME	Canada	Registered	UCA 33245	2/26/1949	PlayCore IP Sub, Inc.
ROCK 'N CROSS	Canada	Registered	TMA670,924	8/23/2006	Playcore Wisconsin, Inc.
TOTTIME	Canada	Registered	TMA375913	11/16/1990	PlayCore, Inc.
GAMETIME	EU	Registered	2026425	7/10/2002	PlayCore IP Sub, Inc.
GAME TIME	Hong Kong	Registered	B1846/84	10/5/1981	Playcore, Inc.
GAMETIME	Hong Kong	Registered	B2289/85	1/14/1982	Playcore, Inc.
GAMETIME	Ireland	Registered	B137243B	11/7/1989	Playcore, Inc.
GAMETIME	Japan	Registered	1467878	6/30/1981	Playcore, Inc.
GAMETIME	Japan	Registered	1516868	5/25/1982	Playcore, Inc.
GAMETIME	Japan	Registered	1566340	2/25/1983	Playcore, Inc.
GAMETIME	Kuwait	Registered	22750	7/25/1992	Playcore, Inc.
SWING-N-SLIDE	Mexico	Registered	490,518	5/21/1995	Playcore Wisconsin, Inc.
GAMETIME	Saudi Arabia	Registered	249/85	6/20/1990	Playcore, Inc.
GAMETIME	Singapore	Registered	7668/89	11/20/1989	Playcore, Inc.
GAMETIME	South Korea	Registered	211,163	3/14/1991	Playcore, Inc.
GAMETIME	Spain	Registered	1688398 M5	4/5/1995	Playcore, Inc.
GAMETIME	Taiwan	Registered	388211	1/1/1988	PlayCore IP Sub, Inc.
GAMETIME	Taiwan	Registered	393345	3/1/1988	PlayCore IP Sub, Inc.
GAMETIME	Taiwan	Registered	393,905	3/1/1988	PlayCore IP Sub, Inc.
GAMETIME	Taiwan	Registered	405,939	7/1/1988	PlayCore IP Sub, Inc.
GAMETIME	Taiwan	Registered	489483	8/1/1990	PlayCore IP Sub, Inc.
GAMETIME	UAE	Registered	21092	5/30/1999	PlayCore IP Sub, Inc.
GAMETIME	UK	Registered	1,084,642	10/4/1984	PlayCore IP Sub, Inc.
GAMETIME	UK	Registered	1,240,729	4/26/1985	PlayCore IP Sub, Inc.
GTJAMS	US	Registered	3,521,944	10/21/2008	PlayCore IP Sub, Inc.
	US	Registered	2,585,243	6/25/2002	PlayCore IP Sub, Inc.
	US	Pending	[85/156387]	[10/19/2010]	PlayCore IP Sub, Inc.
	US	Registered	2,758,530	9/2/2003	PlayCore IP Sub, Inc.
	US	Registered	3,110,303	6/27/2006	PlayCore IP Sub, Inc.
	US	Registered	3,088,623	5/2/2006	PlayCore IP Sub, Inc.

K&E 19206586.11

Trademark	Country	Status	[Appl. Ser. No.] Registration No.	[Filing Date] Registration Date	Owner Name
	US	Registered	2,818,084	2/24/2004	PlayCore IP Sub, Inc.
	US	Registered	2,722,098	6/3/2003	PlayCore IP Sub, Inc.
PLAYWORX	US	Registered	3,069,260	3/14/2006	PlayCore IP Sub, Inc.
XtremePlay	US	Registered	2,653,488	11/26/2002	PlayCore IP Sub, Inc.
	US	Registered	3,601,096	4/7/2009	Everlast Climbing Industries, Inc.
2 PLAY TOGETHER	US	Pending	[85/221,855]	[1/20/2011]	PlayCore IP, Sub, Inc.
ANIMAL TRACKERS	US	Registered	3,967,329	5/24/2011	PlayCore IP Sub, Inc.
ARLINGTON	US	Registered	2,276,558	9/7/1999	PlayCore IP Sub, Inc.
ASTRORAIL	US	Registered	3,473,509	7/22/2008	PlayCore IP Sub, Inc.
BARK PARK	US	Registered	2,586,272	6/25/2002	PlayCore IP Sub, Inc.
BIG TOYS	US	Registered	1,219,236	12/7/1982	Playcore Wisconsin, Inc.
BIGFOOT	US	Registered	2,109,896	10/28/1997	PlayCore IP Sub, Inc.
BIGTOYS & design	US	Registered	1,161,154	7/14/1981	Playcore Wisconsin, Inc.
BRISTOL	US	Registered	2,312,893	2/1/2000	PlayCore IP Sub, Inc.
BUILD AND PLAY IN ONE DAY!	US	Registered	3,231,526	4/17/2007	PlayCore IP Sub, Inc.
BUILDING COMMUNITIES THROUGH PLAY	US	Pending	[85/176661]	[11/15/2010]	PlayCore IP Sub, Inc.
CATERPILLAR CLIMBER	US	Registered	2,664,059	12/17/2002	PlayCore IP Sub, Inc.
CLIMBCO	US	Registered	3,317,797	10/23/2007	Everlast Climbing Industries, Inc.
COSMIX (let expire)	US	Registered	3,022,126	11/29/2005	PlayCore IP Sub, Inc.
DISCOVERY CENTERS	US		[85/150,685]	[10/12/2010]	Playcore IP Sub, Inc.
DISCOVERY MOUNTAIN	US	Registered	2,209,296	12/8/1998	PlayCore IP Sub, Inc.
DISCOVERY SERIES	US	Registered	3,089,532	5/9/2006	PlayCore IP Sub, Inc.
DURA MAX	US	Registered	2,403,690	11/14/2000	PlayCore IP Sub, Inc.
EARLEVILLE	US	Registered	2,276,560	9/7/1999	PlayCore IP Sub, Inc.
EARLYWORKS	US	Registered	1,874,772	1/17/1995	Playcore Wisconsin, Inc.
ENRICHING CHILDHOOD THROUGH PLAY	US	Registered	2,390,471	9/26/2000	PlayCore IP Sub, Inc.
ESCALANTE	US	Registered	2,282,058	9/28/1999	PlayCore IP Sub, Inc.
EVERYBODY PLAYS	US	Registered	3,670,175	8/18/2009	PlayCore IP Sub, Inc.
EVERYBODY PLAYS! 7 PRINCIPLES INCLUSIVE DESIGN 1 BE FAIR 2 BE INCLUDED 3 BE SMART 4 BE INDEPENDENT 5 BE SAFE 6 BE ACTIVE 7 BE COMFORTABLE	US	Pending	[77/845,053]	[10/9/2009]	PlayCore IP Sub, Inc.
EXERCISE WHILE YOU SUPERVISE!	US	Registered	3,897,916	12/28/2010	PlayCore IP Sub, Inc.
F5	US	Registered	2,946,690	5/3/2005	PlayCore IP Sub, Inc.
FISH TAIL ACCESS	US	Registered	2,615,856	9/3/2002	PlayCore IP Sub, Inc.
FITKID	US	Registered	2,499,003	10/16/2001	PlayCore IP Sub, Inc.
FLIP SLIDE	US	Registered	2,116,889	11/25/1997	PlayCore IP Sub, Inc.
GAMETIME	US	Registered	1,541,676	5/30/1989	PlayCore IP Sub, Inc.
GAMETIME	US	Registered	2,006,064	10/8/1996	PlayCore IP Sub, Inc.
GAMETIME	US	Registered	2,030,485	1/14/1997	PlayCore IP Sub, Inc.
GATEWAY TO IMAGINATIVE	US	Registered	3,280,701	8/14/2007	PlayCore IP Sub, Inc.

Trademark	Country	Status	[Appl. Ser. No.] Registration No.	[Filing Date] Registration Date	Owner Name
PLAY					
GIZMO	US	Registered	3,234,463	4/24/2007	PlayCore IP Sub, Inc.
GT	US	Registered	2,557,742	4/9/2002	PlayCore IP Sub, Inc.
GTGRANDSTANDS	US	Registered	3,813,681	7/6/2010	GT Grandstands, Inc.
GT H2O	US	Registered	2,648,995	11/12/2002	PlayCore IP Sub, Inc.
GT XCELERATOR	US	Registered	3,437,820	5/27/2008	PlayCore IP Sub, Inc.
GTIMPAX	US	Registered	2,726,510	6/17/2003	PlayCore IP Sub, Inc.
GULFPORT	US	Registered	2,276,559	9/7/1999	PlayCore IP Sub, Inc.
HELIOCENTRIX	US	Registered	3,473,510	7/22/2008	PlayCore IP Sub, Inc.
INCHWORM (let expire)	US	Registered	2,506,883	11/13/2001	PlayCore IP Sub, Inc.
ITRACK FITNESS	US	Registered	3,967,69	5/24/2011	PlayCore IP Sub, Inc.
KIDCURBS	US	Registered	2,551,006	3/19/2002	PlayCore IP Sub, Inc.
KIDMAGNETS	US	Registered	2,682,666	2/4/2003	PlayCore IP Sub, Inc.
KIDNETIX	US	Pending	[85/196057]	[12/12/2010]	PlayCore IP Sub, Inc.
KIDTIME	US	Registered	3,017,688	11/22/2005	PlayCore IP Sub, Inc.
LITTLEFOOT	US	Registered	2,589,117	7/2/2002	PlayCore IP Sub, Inc.
MAGNA	US	Registered	3,317,798	10/23/2007	Everlast Climbing Industries, Inc.
MAT LOCKING	US	Registered	3,510,275	9/30/2008	Everlast Climbing Industries, Inc.
MAXIMIZING THE POTENTIAL OF PLAY (let expire)	US	Registered	2,995,865	9/13/2005	PlayCore IP Sub, Inc.
ME2	US	Pending	[85/156391]	[10/19/2010]	PlayCore IP Sub, Inc.
MEGA ROCK	US	Registered	2,229,631	3/2/1999	PlayCore IP Sub, Inc.
MEGALOC	US	Registered	1,932,462	11/7/1995	PlayCore IP Sub, Inc.
MISCELLANEOUS DESIGN (Line Color Red) 	US	Registered	3,593,870	3/24/2009	Everlast Climbing Industries, Inc.
MOVING PLAY FORWARD	US	Registered	2,683,267	2/4/2003	PlayCore IP Sub, Inc.
MOVING PLAY FORWARD	US	Registered	3,875,692	11/16/2010	PlayCore IP Sub, Inc.
NATUREGROUNDS	US	Registered	3,681,232	9/8/2009	PlayCore IP Sub, Inc.
NO-CUT	US	Registered	3,411,143	4/8/2008	PlayCore IP Sub, Inc.
OLD FORGE	US	Registered	2,276,557	9/7/1999	PlayCore IP Sub, Inc.
OVER-N-UNDER (let expire)	US	Registered	2,984,060	8/9/2005	PlayCore IP Sub, Inc.
PARK STRUCTURES	US	Registered	2,432,941	11/6/2001	Playcore IP Sub, Inc.
PATHWAYS FOR PLAY	US	Pending	3,955,729	5/3/2011	PlayCore IP Sub, Inc.
PEEK-A-BOO	US	Registered	2,229,632	3/2/1999	PlayCore IP Sub, Inc.
PLAY & PARK STRUCTURES	US	Registered	3,351,140	12/11/2007	PlayCore IP Sub, Inc.
Play Equipment Powered By a Child's Imagination	US		[85/063,562]	[6/15/2010]	PlayCore IP Sub, Inc.
PLAY IS INSTRUMENTAL	US	Registered	3,538,036	11/25/2008	PlayCore IP Sub, Inc.
PLAY ON!	US	Registered	3,609,823	4/21/2009	PlayCore IP Sub, Inc.
PLAY PALETTES	US	Registered	2,357,495	6/13/2000	PlayCore IP Sub, Inc.
PLAY THAT MOVES KIDS	US	Registered	3,088,668	5/2/2006	PlayCore IP Sub, Inc.
PLAYCORE	US	Registered	2,567,406	5/7/2002	PlayCore IP Sub, Inc.
PLAYCORE BUILDING COMMUNITIES THROUGH PLAY	US	Pending	[85176655]	[11/15/2010]	PlayCore IP Sub, Inc.
PLAYGROUND PETS	US	Registered	2,651,652	11/19/2002	PlayCore IP Sub, Inc.
PLAYLAB	US	Registered	1,841,409	6/21/1994	PlayCore IP Sub, Inc.
PLAYTRAILS	US	Registered	3,951,364	4/26/2011	PlayCore IP Sub, Inc.
PLAYWORX	US	Registered	3,069,259	3/14/2006	PlayCore IP Sub, Inc.
PLEXERCISE	US	Registered	3,609,779	4/21/2009	PlayCore IP Sub, Inc.
POD	US	Registered	3,220,586	3/20/2007	PlayCore IP Sub, Inc.
POWERLOCK	US	Registered	2,809,167	1/27/2004	PlayCore IP Sub, Inc.
POWERSCAPE	US	Registered	1,809,357	12/7/1993	PlayCore IP Sub, Inc.

Trademark	Country	Status	[Appl. Ser. No.] Registration No.	[Filing Date] Registration Date	Owner Name
POWERSCAPE	US	Registered	2,738,770	7/15/2003	PlayCore IP Sub, Inc.
PRIMETIME	US	Registered	1,980,181	6/11/1996	PlayCore IP Sub, Inc.
PUTTING NATURE INTO PLAY	US	Registered	3,693,895	10/6/2009	PlayCore IP Sub, Inc.
RAIN WHEEL	US	Registered	2,780,236	11/4/2003	PlayCore IP Sub, Inc.
RED-RELIEF LINE (Design)	US	Registered	3,324,281	10/30/2007	Everlast Climbing Industries, Inc.
ROCK 'N CROSS	US	Registered	3,164,739	10/31/2006	Playcore Wisconsin, Inc.
ROCKSCAPE	US	Pending	[77/562,077]	[9/4/2008]	PlayCore IP Sub, Inc.
SADDLE-MATES	US	Registered	707,172	11/15/1960	PlayCore IP Sub, Inc.
SCOUT	US	Registered	1,764,675	4/13/1993	PlayCore Wisconsin, Inc.
SEDONA	US	Registered	2,282,057	9/28/1999	PlayCore IP Sub, Inc.
SKY RUNNER	US	Registered	3,454,423	6/24/2008	PlayCore IP Sub, Inc.
SKY WHEEL	US	Registered	2,519,898	12/18/2001	PlayCore IP Sub, Inc.
SKYGAME	US	Registered	1,937,483	11/21/1995	Playcore Wisconsin, Inc.
STREETSCAPE	US	Registered	2,283,867	10/5/1999	PlayCore IP Sub, Inc.
SUPER MAX	US	Registered	2,403,691	11/14/2000	PlayCore IP Sub, Inc.
SWING-N-SLIDE	US	Registered	1,780,415	7/6/1993	PlayCore IP Sub, Inc.
THE LEADER IN PLAY	US	Registered	2,931,977	3/8/2005	PlayCore IP Sub, Inc.
THE POWER OF PLAY	US	Registered	2,811,516	2/3/2004	PlayCore IP Sub, Inc.
TOTTURF	US	Registered	2,444,375	4/17/2001	Robertson Industries, Inc.
TOTTURF SYNTHETIC PLUS	US	Registered	3,488,059	8/19/2008	Robertson Industries, Inc.
TRAVERSE WALL	US	Registered	3,344,029	11/27/2007	Everlast Climbing Industries, Inc.
TRITON	US	Registered	3,473,508	7/22/2008	PlayCore IP Sub, Inc.
TUFF KIDS	US	Registered	2,501,514	10/30/2001	PlayCore IP Sub, Inc.
TUFFCLAD	US	Registered	2,679,323	1/28/2003	PlayCore IP Sub, Inc.
TURBO TUBE SLIDE	US	Registered	1,905,747	7/18/1995	PlayCore IP Sub, Inc.
ULTRACOAT	US	Registered	2,864,287	7/20/2004	Ultra Play Systems, Inc.
ULTRAPLAY	US	Registered	3,733,400	1/5/2010	Ultra Play Systems, Inc.
ULTRASITE	US	Pending	[77/880,762]	[11/25/2009]	Ultra Play Systems, Inc.
UPLAY	US	Pending	[77/782,780]	[7/16/2009]	Ultra Play Systems, Inc.
WAIST-III	US	Registered	1,493,020	6/21/1988	PlayCore IP Sub, Inc.
WALLCANO	US	Registered	2,783,025	11/11/2003	Playcore IP Sub, Inc.
WAVE CLIMBER	US	Registered	2,664,058	12/17/2002	PlayCore IP Sub, Inc.
WILDERSLIDE	US	Registered	2,958,538	5/31/2005	PlayCore IP Sub, Inc.
XSCAPE	US	Registered	3,363,536	1/1/2008	PlayCore IP Sub, Inc.
ZERO-G	US	Registered	3,473,545	7/22/2008	Playcore IP Sub, Inc.
ZIP SLIDE	US	Registered	3,382,946	2/12/2008	PlayCore IP Sub, Inc.

GRANT OF TRADEMARK SECURITY INTEREST

June 30, 2011

WHEREAS, the undersigned (each a "**Grantor**" and collectively the "**Grantors**"), own and use in their business, and will in the future adopt and so use, various intangible assets, including the Trademark Collateral (as defined below); and

WHEREAS, Playcore Wisconsin, Inc., a Wisconsin corporation ("**Company**"), has entered into a First Lien Credit Agreement dated as of June 30, 2011 (said Credit Agreement, as it may heretofore have been and as it may hereafter be further amended, restated, supplemented or otherwise modified from time to time, being the "**Credit Agreement**") with the financial institutions named therein (collectively, together with their respective successors and assigns party to the Credit Agreement from time to time, the "**Lenders**"), and BNP Paribas, as Administrative Agent for the Lenders (in such capacity, "**Secured Party**") pursuant to which Lenders have made certain commitments, subject to the terms and conditions set forth in the Credit Agreement, to extend certain credit facilities to Company; and

WHEREAS, Company, Holdings, PCH, the Subsidiary Grantors, BNP Paribas, as First Lien Administrative Agent (as defined in the Intercreditor Agreement), and BNP Paribas, as Second Lien Administrative Agent (as defined in the Intercreditor Agreement) have entered into an Intercreditor Agreement dated as of June 30, 2011 (as it may hereinafter be amended, restated, supplemented or otherwise modified from time to time, the "**Intercreditor Agreement**"); and

WHEREAS, Company may from time to time enter, or may from time to time have entered, into one or more swap agreements (collectively, the "**Lender Hedge Agreements**") with one or more Hedge Agreement Counterparties; and

WHEREAS, certain Grantors have executed and delivered that certain Subsidiary Guaranty dated as of June 30, 2011 (said Subsidiary Guaranty, as it may heretofore have been and as it may hereafter be further amended, restated, supplemented or otherwise modified from time to time, being the "**Guaranty**") in favour of Secured Party for the benefit of each of Lenders and any Hedge Agreement Counterparties, pursuant to which such Grantors have guarantied the prompt payment and performance when due of all obligations of Company under the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement) and all obligations of Company under the Lender Hedge Agreements, including, without limitation, the obligation of Company to make payments thereunder in the event of early termination thereof; and

WHEREAS, pursuant to the terms of a Security Agreement dated as of June 30, 2011 (said Security Agreement, as it may heretofore have been and as it may hereafter be further amended, restated, supplemented or otherwise modified from time to time, being the "**Security Agreement**"), among Grantor, Secured Party and the other grantors named therein, Grantor has created in favor of Secured Party a security interest in, and Secured Party has become a secured creditor with respect to, the Trademark Collateral;

named therein, Grantor has created in favor of Secured Party a security interest in, and Secured Party has become a secured creditor with respect to, the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, subject to the terms and conditions of the Security Agreement, to evidence further the security interest granted by Grantor to Secured Party pursuant to the Security Agreement, Grantor hereby grants to Secured Party a security interest in all of Grantor's right, title and interest in and to the following, in each case whether now or hereafter existing or in which Grantor now has or hereafter acquires an interest and wherever the same may be located (the "**Trademark Collateral**"):

(a) all rights, title and interest (including rights acquired pursuant to a license or otherwise) in and to all trademarks, service marks, designs, logos, trade names, trade dress, corporate names, company names, business names, fictitious business names, trade styles and/or other source and/or business identifiers and applications pertaining thereto, owned by such Grantor, or hereafter adopted and used, in its business (including, without limitation, the trademarks set forth on **Schedule A** annexed hereto) (collectively, the "**Trademarks**"), all registrations that have been or may hereafter be issued or applied for thereon in the United States and any state thereof and in foreign countries (except for any applications for Trademarks filed pursuant to 15 U.S.C. §1051(b)) (including, without limitation, the registrations and applications set forth on **Schedule A** annexed hereto), all common law and other rights (but in no event any of the obligations) in and to the Trademarks in the United States and any state thereof and in foreign countries, and all goodwill of such Grantor's business symbolized by the Trademarks and associated therewith; and

(a) all proceeds of the foregoing Trademark Collateral. For purposes of this Grant of Trademark Security Interest, the term "**proceeds**" shall have the meaning given to such term in the Uniform Commercial Code, as it exists on the date hereof or as it may hereafter be amended, in the State of New York.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, Grantor has caused this Grant of Trademark Security Interest to be duly executed and delivered by its officer thereunto duly authorized as of the 30 day of June, 2011.

PLAYCORE WISCONSIN, INC.

By: _____

Name: RICHARD E. RUEGGER

Title: CHIEF FINANCIAL OFFICER

PLAYCORE IP SUB, INC.

By: _____

Name: RICHARD E. RUEGGER

Title: CHIEF FINANCIAL OFFICER

ULTRA PLAY SYSTEMS, INC.

By: _____

Name: RICHARD E. RUEGGER

Title: CHIEF FINANCIAL OFFICER

EVERLAST CLIMBING INDUSTRIES, INC.

By: _____

Name: RICHARD E. RUEGGER

Title: CHIEF FINANCIAL OFFICER

ROBERTSON INDUSTRIES, INC.

By: _____

Name: RICHARD E. RUEGGER

Title: CHIEF FINANCIAL OFFICER

GT GRANDSTANDS, INC.

By: _____

Name: RICHARD E. RUEGGER

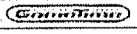
Title: CHIEF FINANCIAL OFFICER

SCHEDULE A
TO
GRANT OF TRADEMARK SECURITY INTEREST

Owner	Trademark	Registration/Appl. Number	Registration/Appl. Date

A13641412

TRADEMARK REGISTRATIONS AND APPLICATIONS

Trademark	Country	Status	[Appl. Ser. No.] Registration No.	[Filing Date] Registration Date	Owner Name
GAME TIME	Australia	Registered	313,655	12/1/1977	PlayCore IP Sub, Inc.
GAMETIME	Australia	Registered	544235	10/17/1990	PlayCore IP Sub, Inc.
POWERSCAPE	Australia	Registered	600727	4/21/1993	PlayCore IP Sub, Inc.
SADDLEMATES	Australia	Registered	311961	10/6/1977	PlayCore IP Sub, Inc.
GAME TIME	Benelux	Registered	348,436	10/6/1977	PlayCore IP Sub, Inc.
BIG TOYS	Canada	Registered	387,970	8/23/1991	Playcore Wisconsin, Inc.
GAMETIME	Canada	Registered	TMA384,593	5/17/1991	PlayCore IP Sub, Inc.
GAME-TIME	Canada	Registered	UCA 33245	2/26/1949	PlayCore IP Sub, Inc.
ROCK 'N CROSS	Canada	Registered	TMA670,924	8/23/2006	Playcore Wisconsin, Inc.
TOTTIME	Canada	Registered	TMA375913	11/16/1990	PlayCore, Inc.
GAMETIME	EU	Registered	2026425	7/10/2002	PlayCore IP Sub, Inc.
GAME TIME	Hong Kong	Registered	B1846/84	10/5/1981	Playcore, Inc.
GAMETIME	Hong Kong	Registered	B2289/85	1/14/1982	Playcore, Inc.
GAMETIME	Ireland	Registered	B137243B	11/7/1989	Playcore, Inc.
GAMETIME	Japan	Registered	1467878	6/30/1981	Playcore, Inc.
GAMETIME	Japan	Registered	1516868	5/25/1982	Playcore, Inc.
GAMETIME	Japan	Registered	1566340	2/25/1983	Playcore, Inc.
GAMETIME	Kuwait	Registered	22750	7/25/1992	Playcore, Inc.
SWING-N-SLIDE	Mexico	Registered	490,518	5/21/1995	Playcore Wisconsin, Inc.
GAMETIME	Saudi Arabia	Registered	249/85	6/20/1990	Playcore, Inc.
GAMETIME	Singapore	Registered	7668/89	11/20/1989	Playcore, Inc.
GAMETIME	South Korea	Registered	211,163	3/14/1991	Playcore, Inc.
GAMETIME	Spain	Registered	1688398 M5	4/5/1995	Playcore, Inc.
GAMETIME	Taiwan	Registered	388211	1/1/1988	PlayCore IP Sub, Inc.
GAMETIME	Taiwan	Registered	393345	3/1/1988	PlayCore IP Sub, Inc.
GAMETIME	Taiwan	Registered	393,905	3/1/1988	PlayCore IP Sub, Inc.
GAMETIME	Taiwan	Registered	405,939	7/1/1988	PlayCore IP Sub, Inc.
GAMETIME	Taiwan	Registered	489483	8/1/1990	PlayCore IP Sub, Inc.
GAMETIME	UAE	Registered	21092	5/30/1999	PlayCore IP Sub, Inc.
GAMETIME	UK	Registered	1,084,642	10/4/1984	PlayCore IP Sub, Inc.
GAMETIME	UK	Registered	1,240,729	4/26/1985	PlayCore IP Sub, Inc.
GTJAMS	US	Registered	3,521,944	10/21/2008	PlayCore IP Sub, Inc.
	US	Registered	2,585,243	6/25/2002	PlayCore IP Sub, Inc.
	US	Pending	[85/156387]	[10/19/2010]	PlayCore IP Sub, Inc.
	US	Registered	2,758,530	9/2/2003	PlayCore IP Sub, Inc.
crShade	US	Registered	3,110,303	6/27/2006	PlayCore IP Sub, Inc.
	US	Registered	3,088,623	5/2/2006	PlayCore IP Sub, Inc.

Trademark	Country	Status	[Appl. Ser. No.] Registration No.	[Filing Date] Registration Date	Owner Name
	US	Registered	2,818,084	2/24/2004	PlayCore IP Sub, Inc.
	US	Registered	2,722,098	6/3/2003	PlayCore IP Sub, Inc.
PLAYWORX	US	Registered	3,069,260	3/14/2006	PlayCore IP Sub, Inc.
XtremePlay	US	Registered	2,653,488	11/26/2002	PlayCore IP Sub, Inc.
	US	Registered	3,601,096	4/7/2009	Everlast Climbing Industries, Inc.
2 PLAY TOGETHER	US	Pending	[85/221,855]	[1/20/2011]	PlayCore IP, Sub, Inc.
ANIMAL TRACKERS	US	Registered	3,967,329	5/24/2011	PlayCore IP Sub, Inc.
ARLINGTON	US	Registered	2,276,558	9/7/1999	PlayCore IP Sub, Inc.
ASTRORAIL	US	Registered	3,473,509	7/22/2008	PlayCore IP Sub, Inc.
BARK PARK	US	Registered	2,586,272	6/25/2002	PlayCore IP Sub, Inc.
BIG TOYS	US	Registered	1,219,236	12/7/1982	Playcore Wisconsin, Inc.
BIGFOOT	US	Registered	2,109,896	10/28/1997	PlayCore IP Sub, Inc.
BIGTOYS & design	US	Registered	1,161,154	7/14/1981	Playcore Wisconsin, Inc.
BRISTOL	US	Registered	2,312,893	2/1/2000	PlayCore IP Sub, Inc.
BUILD AND PLAY IN ONE DAY!	US	Registered	3,231,526	4/17/2007	PlayCore IP Sub, Inc.
BUILDING COMMUNITIES THROUGH PLAY	US	Pending	[85/176661]	[11/15/2010]	PlayCore IP Sub, Inc.
CATERPILLAR CLIMBER	US	Registered	2,664,059	12/17/2002	PlayCore IP Sub, Inc.
CLIMBCO	US	Registered	3,317,797	10/23/2007	Everlast Climbing Industries, Inc.
COSMIX (let expire)	US	Registered	3,022,126	11/29/2005	PlayCore IP Sub, Inc.
DISCOVERY CENTERS	US		[85/150,685]	[10/12/2010]	Playcore IP Sub, Inc.
DISCOVERY MOUNTAIN	US	Registered	2,209,296	12/8/1998	PlayCore IP Sub, Inc.
DISCOVERY SERIES	US	Registered	3,089,532	5/9/2006	PlayCore IP Sub, Inc.
DURA MAX	US	Registered	2,403,690	11/14/2000	PlayCore IP Sub, Inc.
EARLEVILLE	US	Registered	2,276,560	9/7/1999	PlayCore IP Sub, Inc.
EARLYWORKS	US	Registered	1,874,772	1/17/1995	Playcore Wisconsin, Inc.
ENRICHING CHILDHOOD THROUGH PLAY	US	Registered	2,390,471	9/26/2000	PlayCore IP Sub, Inc.
ESCALANTE	US	Registered	2,282,058	9/28/1999	PlayCore IP Sub, Inc.
EVERYBODY PLAYS	US	Registered	3,670,175	8/18/2009	PlayCore IP Sub, Inc.
EVERYBODY PLAYS! 7 PRINCIPLES INCLUSIVE DESIGN 1 BE FAIR 2 BE INCLUDED 3 BE SMART 4 BE INDEPENDENT 5 BE SAFE 6 BE ACTIVE 7 BE COMFORTABLE	US	Pending	[77/845,053]	[10/9/2009]	PlayCore IP Sub, Inc.
EXERCISE WHILE YOU SUPERVISE!	US	Registered	3,897,916	12/28/2010	PlayCore IP Sub, Inc.
FS	US	Registered	2,946,690	5/3/2005	PlayCore IP Sub, Inc.
FISH TAIL ACCESS	US	Registered	2,615,856	9/3/2002	PlayCore IP Sub, Inc.
FITKID	US	Registered	2,499,003	10/16/2001	PlayCore IP Sub, Inc.
FLIP SLIDE	US	Registered	2,116,889	11/25/1997	PlayCore IP Sub, Inc.
GAMETIME	US	Registered	1,541,676	5/30/1989	PlayCore IP Sub, Inc.
GAMETIME	US	Registered	2,006,064	10/8/1996	PlayCore IP Sub, Inc.
GAMETIME	US	Registered	2,030,485	1/14/1997	PlayCore IP Sub, Inc.
GATEWAY TO IMAGINATIVE	US	Registered	3,280,701	8/14/2007	PlayCore IP Sub, Inc.

Trademark	Country	Status	[Appl. Ser. No.] Registration No.	[Filing Date] Registration Date	Owner Name
PLAY					
GIZMO	US	Registered	3,234,463	4/24/2007	PlayCore IP Sub, Inc.
GT	US	Registered	2,557,742	4/9/2002	PlayCore IP Sub, Inc.
GT GRANDSTANDS	US	Registered	3,813,681	7/6/2010	GT Grandstands, Inc.
GT H2O	US	Registered	2,648,995	11/12/2002	PlayCore IP Sub, Inc.
GT XCELERATOR	US	Registered	3,437,820	5/27/2008	PlayCore IP Sub, Inc.
GTIMPAX	US	Registered	2,726,510	6/17/2003	PlayCore IP Sub, Inc.
GULFPORT	US	Registered	2,276,559	9/7/1999	PlayCore IP Sub, Inc.
HELIOCENTRIX	US	Registered	3,473,510	7/22/2008	PlayCore IP Sub, Inc.
INCHWORM (let expire)	US	Registered	2,506,883	11/13/2001	PlayCore IP Sub, Inc.
ITRACK FITNESS	US	Registered	3,967,69	5/24/2011	PlayCore IP Sub, Inc.
KIDCURBS	US	Registered	2,551,006	3/19/2002	PlayCore IP Sub, Inc.
KIDMAGNETS	US	Registered	2,682,666	2/4/2003	PlayCore IP Sub, Inc.
KIDNETIX	US	Pending	[85/196057]	[12/12/2010]	PlayCore IP Sub, Inc.
KIDTIME	US	Registered	3,017,688	11/22/2005	PlayCore IP Sub, Inc.
LITTLEFOOT	US	Registered	2,589,117	7/2/2002	PlayCore IP Sub, Inc.
MAGNA	US	Registered	3,317,798	10/23/2007	Everlast Climbing Industries, Inc.
MAT LOCKING	US	Registered	3,510,275	9/30/2008	Everlast Climbing Industries, Inc.
MAXIMIZING THE POTENTIAL OF PLAY (let expire)	US	Registered	2,995,865	9/13/2005	PlayCore IP Sub, Inc.
ME2	US	Pending	[85/356391]	[10/19/2010]	PlayCore IP Sub, Inc.
MEGA ROCK	US	Registered	2,229,631	3/2/1999	PlayCore IP Sub, Inc.
MEGALOC	US	Registered	1,932,462	11/7/1995	PlayCore IP Sub, Inc.
MISCELLANEOUS DESIGN (Line Color Red) 	US	Registered	3,593,870	3/24/2009	Everlast Climbing Industries, Inc.
MOVING PLAY FORWARD	US	Registered	2,683,267	2/4/2003	PlayCore IP Sub, Inc.
MOVING PLAY FORWARD	US	Registered	3,875,692	11/16/2010	PlayCore IP Sub, Inc.
NATUREGROUNDS	US	Registered	3,681,232	9/8/2009	PlayCore IP Sub, Inc.
NO-CUT	US	Registered	3,411,143	4/8/2008	PlayCore IP Sub, Inc.
OLD FORGE	US	Registered	2,276,557	9/7/1999	PlayCore IP Sub, Inc.
OVER-N-UNDER (let expire)	US	Registered	2,984,060	8/9/2005	PlayCore IP Sub, Inc.
PARK STRUCTURES	US	Registered	2,432,941	11/6/2001	Playcore IP Sub, Inc.
PATHWAYS FOR PLAY	US	Pending	3,955,729	5/3/2011	PlayCore IP Sub, Inc.
PEEK-A-BOO	US	Registered	2,229,632	3/2/1999	PlayCore IP Sub, Inc.
PLAY & PARK STRUCTURES	US	Registered	3,351,140	12/11/2007	PlayCore IP Sub, Inc.
Play Equipment Powered By a Child's Imagination	US		[85/063,562]	[6/15/2010]	PlayCore IP Sub, Inc.
PLAY IS INSTRUMENTAL	US	Registered	3,538,036	11/25/2008	PlayCore IP Sub, Inc.
PLAY ON!	US	Registered	3,609,823	4/21/2009	PlayCore IP Sub, Inc.
PLAY PALETTES	US	Registered	2,357,495	6/13/2000	PlayCore IP Sub, Inc.
PLAY THAT MOVES KIDS	US	Registered	3,088,668	5/2/2006	PlayCore IP Sub, Inc.
PLAYCORE	US	Registered	2,567,406	5/7/2002	PlayCore IP Sub, Inc.
PLAYCORE BUILDING COMMUNITIES THROUGH PLAY	US	Pending	[85176655]	[11/15/2010]	PlayCore IP Sub, Inc.
PLAYGROUND PETS	US	Registered	2,651,652	11/19/2002	PlayCore IP Sub, Inc.
PLAYLAB	US	Registered	1,841,409	6/21/1994	PlayCore IP Sub, Inc.
PLAYTRAILS	US	Registered	3,951,364	4/26/2011	PlayCore IP Sub, Inc.
PLAYWORX	US	Registered	3,069,259	3/14/2006	PlayCore IP Sub, Inc.
PLEXERCISE	US	Registered	3,609,779	4/21/2009	PlayCore IP Sub, Inc.
POD	US	Registered	3,220,586	3/20/2007	PlayCore IP Sub, Inc.
POWERLOCK	US	Registered	2,809,167	1/27/2004	PlayCore IP Sub, Inc.
POWERSCAPE	US	Registered	1,809,357	12/7/1993	PlayCore IP Sub, Inc.

Trademark	Country	Status	[Appl. Ser. No.] Registration No.	[Filing Date] Registration Date	Owner Name
POWERSCAPE	US	Registered	2,738,770	7/15/2003	PlayCore IP Sub, Inc.
PRIMETIME	US	Registered	1,980,181	6/11/1996	PlayCore IP Sub, Inc.
PUTTING NATURE INTO PLAY	US	Registered	3,693,895	10/6/2009	PlayCore IP Sub, Inc.
RAIN WHEEL	US	Registered	2,780,236	11/4/2003	PlayCore IP Sub, Inc.
RED-RELIEF LINE (Design)	US	Registered	3,324,281	10/30/2007	Everlast Climbing Industries, Inc.
ROCK 'N CROSS	US	Registered	3,164,739	10/31/2006	Playcore Wisconsin, Inc.
ROCKSCAPE	US	Pending	[77/562,077]	[9/4/2008]	PlayCore IP Sub, Inc.
SADDLE-MATES	US	Registered	707,172	11/15/1960	PlayCore IP Sub, Inc.
SCOUT	US	Registered	1,764,675	4/13/1993	PlayCore Wisconsin, Inc.
SEDONA	US	Registered	2,282,057	9/28/1999	PlayCore IP Sub, Inc.
SKY RUNNER	US	Registered	3,454,423	6/24/2008	PlayCore IP Sub, Inc.
SKY WHEEL	US	Registered	2,519,898	12/18/2001	PlayCore IP Sub, Inc.
SKYGAME	US	Registered	1,937,483	11/21/1995	Playcore Wisconsin, Inc.
STREETSCAPE	US	Registered	2,285,867	10/5/1999	PlayCore IP Sub, Inc.
SUPER MAX	US	Registered	2,403,691	11/14/2000	PlayCore IP Sub, Inc.
SWING-N-SLIDE	US	Registered	1,780,415	7/6/1993	PlayCore IP Sub, Inc.
THE LEADER IN PLAY	US	Registered	2,931,977	3/8/2005	PlayCore IP Sub, Inc.
THE POWER OF PLAY	US	Registered	2,811,516	2/3/2004	PlayCore IP Sub, Inc.
TOTTURF	US	Registered	2,444,375	4/17/2001	Robertson Industries, Inc.
TOTTURF SYNTHETIC PLUS	US	Registered	3,488,059	8/19/2008	Robertson Industries, Inc.
TRAVERSE WALL	US	Registered	3,344,029	11/27/2007	Everlast Climbing Industries, Inc.
TRITON	US	Registered	3,473,508	7/22/2008	PlayCore IP Sub, Inc.
TUFF KIDS	US	Registered	2,501,514	10/30/2001	PlayCore IP Sub, Inc.
TUFFCLAD	US	Registered	2,679,323	1/28/2003	PlayCore IP Sub, Inc.
TURBO TUBE SLIDE	US	Registered	1,905,747	7/18/1995	PlayCore IP Sub, Inc.
ULTRACOAT	US	Registered	2,864,287	7/20/2004	Ultra Play Systems, Inc.
ULTRAPLAY	US	Registered	3,733,400	1/5/2010	Ultra Play Systems, Inc.
ULTRASITE	US	Pending	[77/880,762]	[11/25/2009]	Ultra Play Systems, Inc.
UPLAY	US	Pending	[77/782,780]	[7/16/2009]	Ultra Play Systems, Inc.
WAIST-III	US	Registered	1,493,020	6/21/1988	PlayCore IP Sub, Inc.
WALLCANO	US	Registered	2,783,025	11/11/2003	Playcore IP Sub, Inc.
WAVE CLIMBER	US	Registered	2,664,058	12/17/2002	PlayCore IP Sub, Inc.
WILDERSLIDE	US	Registered	2,958,538	5/31/2005	PlayCore IP Sub, Inc.
XSCAPE	US	Registered	3,363,536	1/1/2008	PlayCore IP Sub, Inc.
ZERO-G	US	Registered	3,473,545	7/22/2008	Playcore IP Sub, Inc.
ZIP SLIDE	US	Registered	3,382,946	2/12/2008	PlayCore IP Sub, Inc.