

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RAINBOW PLAY SYSTEMS, INC.		02/14/2013	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	U.S. BANK NATIONAL ASSOCIATION		
Street Address:	800 NICOLLET MALL		
Internal Address:	BC-MN-H22A		
City:	MINNEAPOLIS		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	a national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	4226493	PHILADELPHIA'S SWING SET HEADQUARTERS	
Registration Number:	4226492	ST. LOUIS' SWING SET HEADQUARTERS	
Registration Number:	4226491	HOUSTON'S SWING SET HEADQUARTERS	
Registration Number:	4226490	BALTIMORE'S SWING SET HEADQUARTERS	
Registration Number:	4226489	CINCINNATI'S SWING SET HEADQUARTERS	
Registration Number:	4185680	RAINBOW ALL-AMERICAN SERIES	
Registration Number:	4179267	CASTLEMANIA	
Registration Number:	4032731	RAINBOW SWINGSET SUPERSTORES	
Registration Number:	4022507	DOUBLE DECKER	
Registration Number:	3022491	RAINBOW	
CORRESPONDENCE DATA			
Fax Number:	6129778650		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

CH \$265.00 4226493

via US Mail.

Phone: 612-977-8483
Email: sbourdaux@briggs.com
Correspondent Name: Sarina Bourdaux, Paralegal
Address Line 1: 80 South Eighth Street
Address Line 2: 2200 IDS Center
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	19401.1480
NAME OF SUBMITTER:	John R. Brennan, Esq.
Signature:	/JOHN R. BRENNAN, ESQ./
Date:	02/18/2013

Total Attachments: 3
source=Rainbow Notice of Security Interest in Trademarks#page1.tif
source=Rainbow Notice of Security Interest in Trademarks#page2.tif
source=Rainbow Notice of Security Interest in Trademarks#page3.tif

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

Dated: February 14, 2013

United States Patent and Trademark Office

Ladies and Gentlemen:

WHEREAS, RAINBOW PLAY SYSTEMS, INC., a Minnesota corporation (the "Debtor") executed and delivered to U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Bank") a certain Amended and Restated Trademark Security Agreement dated as of December 15, 2009 (the "Restated Trademark Security Agreement"); and the Debtor has granted to the Bank a continuing security interest in and continuing lien upon all of Debtor's now owned or existing and filed and hereafter acquired or arising and filed trademarks, service marks, trademark or service mark registrations, trade names, and trademark or service mark applications, including without limitation, the Trademarks shown below:

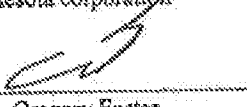
REGISTRATION NUMBER	REGISTRATION DATE	DESCRIPTION OF MARK
4226493	10/16/2012	PHILADELPHIA'S SWING SET HEADQUARTERS
4226492	10/16/2012	ST. LOUIS' SWING SET HEADQUARTERS
4226491	10/16/2012	HOUSTON'S SWING SET HEADQUARTERS
4226490	10/16/2012	BALTIMORE'S SWING SET HEADQUARTERS
4226489	10/16/2012	CINCINNATI'S SWING SET HEADQUARTERS
4185680	8/7/2012	RAINBOW ALL-AMERICAN SERIES
4179267	7/24/2012	CASTLEMANIA
4032731	9/27/2011	RAINBOW SWINGSET SUPERSTORES
4022507	9/6/2011	DOUBLE DECKER
3022491	12/6/2005	RAINBOW

The Debtor and the Bank hereby acknowledge and agree that the security interest in the foregoing Trademarks (a) may only be terminated in accordance with the terms of the Restated Trademark Security Agreement and (b) is not to be construed as an assignment of the foregoing Trademarks.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK;
SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Notice of Grant of Security Interest in Trademarks has been duly executed by the Debtor as of date first above written.

RAINBOW PLAY SYSTEMS, INC.,
a Minnesota corporation

By: 
C. Gregory Foster
Chief Executive Officer

Acknowledged and accepted:

U.S. BANK NATIONAL ASSOCIATION,
a national banking association

By: _____
Suzanne Geiger
Senior Vice President

[Signature page to Notice of Grant of Security Interest in Trademarks]

9139235

TRADEMARK
REEL: 004965 FRAME: 0624

IN WITNESS WHEREOF, this Notice of Grant of Security Interest in Trademarks has been duly executed by the Debtor as of date first above written.

RAINBOW PLAY SYSTEMS, INC.,
a Minnesota corporation

By: _____
C. Gregory Foster
Chief Executive Officer

Acknowledged and accepted:

U.S. BANK NATIONAL ASSOCIATION,
a national banking association

By: _____
Suzanne Geiger
Senior Vice President

[Signature page to Notice of Grant of Security Interest in Trademarks]