

08-07-2000



101423861

13

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New 7-13-00

Resubmission (Non-Recordation)  
Document ID #

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

08/04/2000 BNUYEN 00000229 230800 75362168

FOR OFFICE USE ONLY

01 FC:461 40.00 CH  
02 FC:462 2700.00 LH

Public burden for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

212-310-8893

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

# 15

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="See Exhibit A"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="See Exhibit B"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties Enter the total number of properties involved

# 109

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ 2740.00

Method of Payment Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number

# 23-0800

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Caroline R. Clark

Name of Person Signing

*Caroline R. Clark*

Signature

*July 12, 2000*

Dated Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

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Other

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Receiving Party

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Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

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RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

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Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

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RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name **Heartland Industries, Inc.**

**May 18, 2000**

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization **Delaware corporation**

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)  City  State/Country  Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association  Other  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

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Registration Number(s)

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Exhibit A  
[Recordation Application of General Electric Capital Corporation,  
dated July 12, 2000]

*Pending U.S. Trademark Applications*

1.	CAMERON	75/362,168
2.	PRESCOTT	75/362,118
3.	SPEED SLIDE	75/716,041
4.	ENRICHING CHILDHOOD THROUGH PLAY	75/669,226
5.	EXTREME PLAY	75/465,023
6.	FITKID	75/864,685
7.	ENRICHING CHILDHOOD THROUGH PLAY SINCE 1929 GAME GT TIME	75/832,456
8.	GT	75/832,473
9.	LITTLEFOOT	75/832,319
10.	PLAYROBICS	75/555,953
11.	SLIDETIME	75/862,586
12.	TREEPLAY	75/862,305
13.	TREESCAPE	75/592,507
14.	TUFFCLAD	75/643,683
15.	TWIN SHUTTLE TOWERS	75/896,008
16.	SHUTTLE GLIDER	75/896,062
17.	SHUTTLE TOWER	75/896,311
18.	COSMIC COMMUNICATOR	75/896,313
19.	COSMIC CUB	75/896,315
20.	LUNAR MOUNTAIN CLIMBER	75/896,072
21.	TUFF TOTS	75/896,314
22.	KIDS-I-VIEW	75/896,312
23.	TUFF KIDS	75/904,371
24.	SWING-N-SLIDE TUFF KIDS COMMERCIAL PLAYGROUNDS	75/924,114

Exhibit B  
[Recordation Application of General Electric Capital Corporation,  
dated July 12, 2000]

*U.S. Trademark Registrations*

1.	EXER-TRAC	1,810,899
2.	BIO-ORB	1,974,024
3.	XTRA GARD	1,180,166
4.	ARLINGTON	2,276,558
5.	BIGFOOT	2,109,896
6.	BRISTOL	2,312,893
7.	CUT-A-LETTER	1,164,400
8.	DURASCAPE	1,412,480
9.	EARLEVILLE	2,276,560
10.	ESCALANTE	2,282,058
11.	FLIP SLIDE	2,116,889
12.	GAME TIME	1,541,676
13.	GAME TIME	2,030,485
14.	GAME TIME	2,006,064
15.	GT FABRICATORS	2,032,182
16.	GT-X	2,362,150
17.	GULFPORT	2,276,559
18.	KIDTIME DESIGNS	1,880,166
19.	MEGA ROCK	2,229,631
20.	MEGALOC	1,932,462
21.	MOD "U" LOG	1,133,752
22.	OLD FORGE	2,276,557
23.	PEEK-A-BOO	2,229,632
24.	PENTESPLAY	2,332,350
25.	PLAY IT SAFE WITH GAMETIME	2,047,241
26.	PLAY PALETTES	2,357,495
27.	PLAY PORT	1,235,874
28.	PLAYLAB	1,841,409
29.	POWERSCAPE	1,809,357
30.	PRIMETIME	1,980,181
31.	SADDLE-MATES	0,707,172

32.	SEDONA	2,282,057
33.	SLIDETIME	1,804,626
34.	SOFT CONTAINED PLAY, DONE THE RIGHT WAY	2,332,290
35.	STREETSCAPE	2,283,867
36.	THE ADVENTURE CONTINUES	2,340,823
37.	TIMB "R" MOD	1,190,829
38.	TOMORROW'S PLAY TODAY	2,124,236
39.	TOTTIME	1,495,218
40.	TOTTIME AND DESIGN	1,614,855
41.	ULTRUM	1,425,770
42.	WAIST-HI	1,493,020
43.	ASTRO SPEEDER	2,211,281
44.	COMPETITOR	2,006,412
45.	COOL WAVE SLIDE	1,743,336
46.	COVERED WAGON	1,928,414
47.	DISCOVERY MOUNTAIN	2,209,296
48.	EAGLES NEST	1,741,485
49.	EZ FRAME BRACE	1,746,769
50.	EZ FRAME BRACKET	1,813,369
51.	EZ RYDER	1,764,658
52.	FIVE STAR	1,748,665
53.	FRONTIER TOWER	1,743,360
54.	LANDMARK	1,741,479
55.	LOOKOUT	1,908,624
56.	Miscellaneous Design (Handprint)	1,740,007
57.	MUSTANG PLUS	1,803,329
58.	PIKES PEAK	1,736,800
59.	PIONEER	1,744,665
60.	PROJECT PLANNER	1,786,774
61.	RANGER TOWER	1,763,031
62.	RENEGADE	1,804,616
63.	RUSTLER	1,804,620
64.	SCOUT PLUS	1,764,675
65.	SIDE WINDER SLIDE	2,010,293



66.	SKY FORT	1,735,034
67.	SKYSCRAPER	1,804,617
68.	STAR TOWER	2,016,836
69.	SWING-N-SLIDE	1,780,415
70.	TEDDY BEAR SWING	1,791,128
71.	TOWER TUNNEL	1,804,619
72.	TRADING POST	1,731,350
73.	TRAILBLAZER	1,733,319
74.	TURBO TUBE SLIDE	1,905,747
75.	TWIN TOWERS	1,806,248
76.	WESTPOINT	1,741,481
77.	ALL AMERICAN	1,804,618
78.	COMMANDER'S TOWER KINGDOM	1,804,621
79.	TROOPER	1,770,219
80.	AMERICA'S #1 BACKYARD BUILDER	2,104,825
81.	RIGID DOOR	1,840,555
82.	STURDI-RAIL	1,279,857
83.	SUNBARN	1,995,972
84.	WEEKENDER	2,223,682
85.	YOUR SOLUTION TO GARAGE POLLUTION	1,549,174

**TRADEMARK SECURITY AGREEMENT**

TRADEMARK SECURITY AGREEMENT, dated as of May 19, 2000, by PLAYCORE HOLDINGS, INC., a Delaware corporation ("New Holdings"), PLAYCORE, INC., a Delaware corporation ("Old Holdings"), PLAYCORE WISCONSIN, INC., a Wisconsin corporation ("Borrower"), and HEARTLAND INDUSTRIES, INC. (DE), a Delaware corporation ("Heartland") (each a "Grantor" and collectively, the "Grantors"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation, in its capacity as Administrative Agent for Lenders.

## WITNESSETH:

WHEREAS, pursuant to that certain Amended and Restated Credit Agreement dated as of May 19, 2000 by and among Grantors, Administrative Agent, Documentation Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to incur Letter of Credit Obligations for the benefit of Borrower and guaranteed by New Holdings, Old Holdings and Heartland;

WHEREAS, Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantors shall have executed and delivered to Administrative Agent, for itself and the ratable benefit of Lenders, that certain Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantors are required to execute and deliver to Administrative Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantors hereby agree as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Each Grantor hereby grants to Administrative Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all registrations, reissues, divisionals, renewals, restorations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and


(d) all products and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Administrative Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Administrative Agent with respect to the security interest in the Trademark Collateral made and 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.

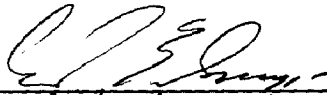
[signature page follows]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

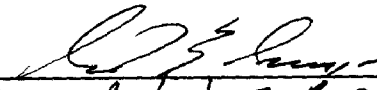
PLAYCORE HOLDINGS, INC.

By:   
Name: Michael S. Stern  
Title: Vice President

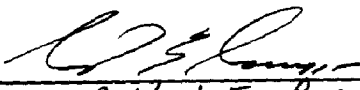
PLAYCORE, INC.

By:   
Name: Richard E. Ruegger  
Title: CFO

PLAYCORE WISCONSIN, INC.

By:   
Name: Richard E. Ruegger  
Title: CFO

HEARTLAND INDUSTRIES, INC. (DE)

By:   
Name: Richard E. Ruegger  
Title: secretary

**ACCEPTED AND ACKNOWLEDGED BY:**

GENERAL ELECTRIC CAPITAL CORPORATION,  
as Administrative Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

PLAYCORE HOLDINGS, INC.

By: \_\_\_\_\_

Name:

Title:

PLAYCORE, INC.

By: \_\_\_\_\_

Name:

Title:

PLAYCORE WISCONSIN, INC.

By: \_\_\_\_\_

Name:

Title:

HEARTLAND INDUSTRIES, INC. (DE)

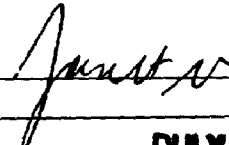
By: \_\_\_\_\_

Name:

Title:

**ACCEPTED AND ACKNOWLEDGED BY:**

GENERAL ELECTRIC CAPITAL CORPORATION,  
as Administrative Agent

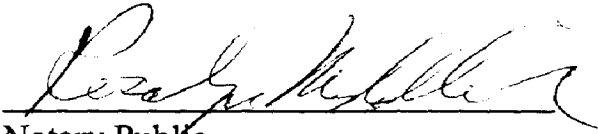
By:  \_\_\_\_\_  
Name: JANET SILVERMAN  
Title: DULY AUTHORIZED SIGNATORY

**ACKNOWLEDGMENT OF GRANTORS**

STATE OF NEW YORK     )  
  )  
COUNTY OF NEW YORK   )

  ss.

On this 18th day of May, 2000 before me personally appeared Michael S. Shein, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of PlayCore Holdings, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

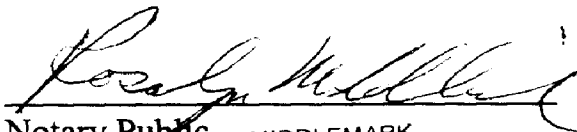
ROSALYN MIDDLEMARK  
Notary Public, State of New York  
No. 01MI5057564  
Qualified in New York County  
Commission Expires March 25, 2002

{seal}

STATE OF NEW YORK     )  
  )  
COUNTY OF NEW YORK   )

  ss.

On this 18th day of May, 2000 before me personally appeared Richard E. Ruegger, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of PlayCore, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

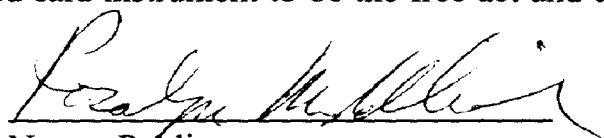
  
\_\_\_\_\_  
Notary Public

ROSALYN MIDDLEMARK  
Notary Public, State of New York  
No. 01MI5057564  
Qualified in New York County  
Commission Expires March 25, 2002

{seal}

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) ss.

On this 18th day of May, 2000 before me personally appeared Richard E. Ruegger, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of PlayCore Wisconsin, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

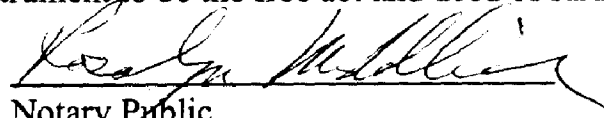
  
Notary Public

{seal}

ROSALYN MIDDLEMARK  
Notary Public, State of New York  
No. 01MI5057564  
Qualified in New York County  
Commission Expires March 25, 2002

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) ss.

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Notary Public

{seal}

ROSALYN MIDDLEMARK  
Notary Public, State of New York  
No. 01MI5057564  
Qualified in New York County  
Commission Expires March 25, 2002

**Schedule I**  
**[Trademark Security Agreement of May 19, 2000]**

**PlayCore, Inc., a Delaware corporation**

	<b><u>Trademark</u></b>	<b><u>App./Reg. No.</u></b>	<b><u>App./Reg. Date</u></b>	<b><u>Status</u></b>
1.	Cameron	75/362,168	10/24/97	Published
2.	Prescott	75/362,118	9/24/97	Published
3.	Speed Slide	75/716,041	5/27/99	Pending
4.	Exer-Trac	1,810,899	12/14/93	Registered
5.	Bio-Orb (Swing-N-Slide Corp.)	1,974,024	5/14/96	Registered
6.	Xtra Gard	1,180,166	12/1/81	Registered

**PlayCore Wisconsin, Inc., a Wisconsin corporation**

*See also attached Trademark List of GameTime, Inc.*

	<b><u>Trademark</u></b>	<b><u>App./Reg. No.</u></b>	<b><u>App./Reg. Date</u></b>
1.	Astro Speeder	2,211,281	12/15/98
2.	Competitor	2,006,412	10/8/96
3.	Cool Wave Slide	1,743,336	12/29/92
4.	Covered Wagon	1,928,414	10/17/95
5.	Discovery Mountain	2,209,296	12/8/98
6.	Eagles Nest	1,741,485	12/22/92
7.	EZ Frame Brace	1,746,769	1/19/93
8.	EZ Frame Bracket	1,813,369	12/28/93
9.	EZ Ryder	1,764,658	4/13/93
10.	Five Star	1,748,665	1/26/93
11.	Frontier Tower	1,743,360	12/29/92
12.	Landmark	1,741,479	12/22/92
13.	Lookout	1,908,624	8/1/95
14.	Miscellaneous Design (Handprint)	1,740,007	12/15/92
15.	Mustang Plus	1,803,329	11/9/93
16.	Pikes Peak	1,736,800	12/1/92
17.	Pioneer	1,744,665	1/5/93
18.	Project Planner	1,786,774	8/10/93
19.	Ranger Tower	1,763,031	4/6/93
20.	Renegade	1,804,616	11/16/93

Trademarks  
Page 1 of 9



	<b><u>Trademark</u></b>	<b><u>App./Reg. No.</u></b>	<b><u>App./Reg. Date</u></b>
21.	Rustler	1,804,620	11/16/93
22.	Scout Plus	1,764,675	4/13/93
23.	Side Winder Slide	2,010,293	10/22/96
24.	Sky Fort	1,735,034	11/24/92
25.	Skyscraper	1,804,617	11/16/93
26.	Star Tower	2,016,836	11/19/96
27.	<i>Swing-N-Slide (Australia) - APP</i>	635457	7/20/94
28.	Swing-N-Slide (Benelux)	552828	7/20/94
29.	Swing-N-Slide (Denmark)	00.111-1995	1/6/95
30.	Swing-N-Slide (France)	94/540.751	10/18/94
31.	Swing-N-Slide (Germany)	2 911 371	8/21/95
32.	Swing-N-Slide (Mexico)	490,518	5/2/95
33.	<i>Swing-N-Slide (Norway) - APP</i>	944594	8/22/94
34.	Swing-N-Slide (Spain)	1,922.999	4/5/95
35.	<i>Swing-N-Slide (Sweden) - APP</i>	94-8251	8/17/94
36.	Swing-N-Slide (United States)	1,780,415	7/6/93
37.	Teddy Bear Swing	1,791,128	8/31/93
38.	Tower Tunnel	1,804,619	11/16/93
39.	Trading Post	1,731,350	11/10/92
40.	Trailblazer	1,733,319	11/17/92
41.	Turbo Tube Slide	1,905,747	7/18/95
42.	Twin Towers	1,806,248	11/23/93
43.	Westpoint	1,741,481	12/22/92
44.	All American (Newco, Inc.)	1,804,618	11/16/93
45.	Commander's Tower Kingdom (Newco, Inc.)	1,804,621	11/16/93
46.	Trooper (Newco, Inc.)	1,770,219	5/11/93

**Heartland Industries, Inc. (DE), a Delaware corporation**

	<b><u>Trademark</u></b>	<b><u>App./Reg. No.</u></b>	<b><u>App./Reg. Date</u></b>
1.	All-Treat	T5,545 (GA)	1/3/85
2.	All-Treat	5009-5080 (IN)	2/9/83
3.	America's #1 Backyard Builder	2,108,425	4/22/96
4.	Heartland Industries, Inc.	(KS)	3/22/95
5.	Heartland Industries, Inc.	1,354,854 (NE)	1/3/95
6.	Heartland Industries, Inc.	(WI)	1/4/95
7.	Rigid Door	1,840,555	6/21/94
8.	Rigid Door	5009-4804 (IN)	8/25/82
9.	Statesman	5010-2255 (IN)	2/23/94
10.	Sturdi-Rail	1,279,857	5/29/84
11.	SunBarn	1,995,972	8/20/96
12.	Weekender	2,223,682	2/16/99
13.	Your Solution to Garage Pollution	1,549,174	7/25/89

**Game Time, Inc.  
Trademark List**

71193	ARLINGTON	362,121	24-Sep-97	2,276,668	07-Sep-99	20	United States of America	Registered
66779	BKGFOOT	096,127	28-Apr-96	2,109,896	28-Oct-97	28	United States of America	Registered
71238	BKSTOL	362,170	24-Sep-97	2,312,893	01-Feb-00	20	United States of America	Registered
56817	CUT-A-LETTER	256,607	25-Mar-80	1,164,400	11-Aug-81	7	United States of America	Registered
48840	DURASCAPE	1267576		1,257,576	07-Jan-86	28	United Kingdom	Registered
48840	DURASCAPE	688,692	17-Mar-86	1,412,480	07-Oct-86	28	United States of America	Registered
71191	EARLEVILLE	362,123	24-Sep-97	2,276,660	07-Sep-99	20	United States of America	Registered
74139	ENRICHING CHILDHOOD THROUGH PLAY	699,226	29-Mar-99			35	United States of America	Published
71239	ESCALANTE	362,169	24-Sep-97	2,282,058	28-Sep-99	20	United States of America	Registered
72685	EXTREME PLAY	455,023	09-Apr-98			28	United States of America	Published
77056	FINNO	864,685	06-Dec-99			28	United States of America	Pending
48833	FLEXNET	112003	05-Oct-87	2263455	21-Sep-90	9	Japan	Registered
48833	FLEXNET	(76)36252	06-Jul-87	395082	16-Mar-88	78	Taiwan	Registered
48845	FLEXNET (KATAKANA)	112009/87	05-Oct-87	2263456	21-Sep-90	9	Japan	Registered
66780	FLIP SLIDE	096,125	29-Apr-96	2,116,889	25-Nov-97	28	United States of America	Registered
<b>[REDACTED SECTION]</b>								
48842-A	GAME TIME	383,655		8313,655	01-Dec-77	28	Australia	Registered
48842	GAME TIME	32790	27-Jan-90	13095	27-Jan-90	28	Bahrain	Registered
48842	GAME TIME	62166	06-Oct-77	348,436	06-Oct-77	6, 12, 19, 20	Benelux	Registered

Game Time, Inc.  
Trademark List

48842-A	GAMETIME	(UCA 033,245)	202,293	26-Feb-49	129,33245	26-Feb-49	28	Canada	Registered
48842-B	GAMETIME		643,972	01-Nov-89	384,593	17-May-91		Canada	Registered
48842	GAMETIME		1,688,398	05-Mar-92	1,688,398	16-Apr-95	28	Spain	Registered
48842-A	GAMETIME		1,240,729	26-Apr-85	1,240,729	26-Apr-85	28	United Kingdom	Registered
48842-B	GAMETIME		1,084,642	04-Oct-77	1,084,642	04-Oct-84	28	United Kingdom	Registered
48842-A	GAMETIME		2829/81	05-Oct-81	81846/84		28	Hong Kong	Registered
48842-B	GAMETIME		108/82		82289/85	14-Jan-82	20	Hong Kong	Registered
48842	GAMETIME		6004/89	07-Nov-89	8137243	07-Nov-89	28	Republic of Ireland	Registered
48842-A	GAMETIME		70659		1,616,868	25-May-82	24	Japan	Registered
48842-D	GAMETIME				1,666,340	25-Feb-83	20	Japan	Registered
48842	GAMETIME		31267/89	13-Dec-89	211,163	16-Mar-91	43	Korea (South)	Registered
48842	GAMETIME		24884	30-Jul-90	22750	25-Jul-92	28	Kuwait	Registered
48842	GAMETIME		4219	05-May-90	4219	14-Jun-98	28	Oman	Registered
48842	GAMETIME		11776	20-Jun-90	249/85	20-Jun-90	28	Saudi Arabia	Registered
48842	GAMETIME		7668/89	20-Nov-89	7668/89	20-Nov-89	28	Singapore	Registered
48842-A	GAMETIME		(76)36242	06-Jul-87	393345	01-Mar-88	66	Taiwan	Registered
48842-B	GAMETIME		(76)36244	06-Jul-87	405,939	01-Jul-88	68	Taiwan	Registered
48842-C	GAMETIME		(76)36245	06-Jul-87	393906	01-Mar-88	97	Taiwan	Registered
48842-D	GAMETIME		(76)36243	06-Jul-87	368211	01-Jan-88	97	Taiwan	Registered
48842-E	GAMETIME		78-61,792	18-Nov-89	489483	01-Aug-90	78	Taiwan	Registered
48842	GAMETIME		14,451/91	25-Jul-91	163,312F	19-Aug-94	28	Venezuela	Registered

Game Time, Inc.  
Trademark List

48843	GAME TIME	GAME TIME	755,183	30-Sep-88	1,541,676	30-May-89	25	United States of America	Registered
58204	GAME TIME		444,541	07-Oct-93	2,030,485	14-Jan-97	28	United States of America	Registered
63517	GAME TIME		001,601	04-Oct-95	2,000,084	08-Oct-96	28	United States of America	Registered
48842-A1	GAME TIME				107049	25-Jul-97	47	Alabama	Registered
48842	GAME TIME		27767	27-Jul-98			28	United Arab Emirates	Pending
48842-B	GAME TIME (CLASS 7)		7055477		1467878	30-Jun-81	7	Japan	Registered
48842-B	GAME TIME (SERVICE MARK)		544235	17-Oct-90	8544235	08-Mar-94	42	Australia	Registered
77322	GAME TIME LOGO		832,456	26-Oct-99			26,42	United States of America	Pending
77321	GI		832,473	26-Oct-99			26,42	United States of America	Pending
48847-B	GI FABRICATIONS		084,823	28-Feb-96	2,032,182	21-Jan-97	40	United States of America	Registered
66781-1	GI-X		763,360	29-Jul-99			17	United States of America	Pending
71192	GUJFPORT		362,122	24-Sep-97	2,276,559	07-Sep-99	20	United States of America	Registered
57160	KID TIME DESIGNS		433,907	09-Sep-93	1,880,166	21-Feb-95	42	United States of America	Registered
77319	LITTLE FOOT		832,319	26-Oct-99			28	United States of America	Pending
70608	MEGA ROCK		331,160	28-Jul-97	2,229,631	02-Mar-99	28	United States of America	Registered
57158	MEGALOC		608,523	19-Apr-93	8600523	16-Dec-94	6	Australia	Registered
57158	MEGALOC		375,229	05-Apr-93	1,932,462	07-Nov-95	6	United States of America	Registered
56818	MEDIBISS	MUD "U" LOGO	162,086	13-Mar-78	1,133,752	22-Apr-80	28	United States of America	Registered
71194	OLD FORGE		362,120	24-Sep-97	2,276,557	07-Sep-99	20, 21	United States of America	Registered
70613	PEEK-A-BOO		301,161	28-Jul-97	2,229,632	02-Mar-99	28	United States of America	Registered
73772	PENTESPLAY		674,306	05-Apr-99			28	United States of America	Published

Game Time, Inc.  
Trademark List

63546	PLAY IT SAFE WITH GAMETIME	000,315	10-Oct-96	2,047,241	25-Mar-97	42	United States of America	Registered
72684-1	PLAY PALETTES	764,333	19-Jul-99			42	United States of America	Pending
73774	PLAY PORT	300,691	01-Oct-81	1,235,874	26-Apr-80	41	United States of America	Registered
67291	PLAYGRAPHICS	600724	21-Apr-93	8600724	12-May-95	28	Australia	Registered
56202	PLAYLAB	316,997	01-Oct-92	1,641,409	21-Jun-94	28	United States of America	Registered
73773	PLAYROMICS	665,963	21-Sep-98			28	United States of America	Published
57159	POWERSCAPE	600727	21-Apr-93	A600727	31-May-94	28	Australia	Registered
57159	POWERSCAPE	375,233	05-Apr-93	1,809,357	07-Dec-93	28	United States of America	Registered
61204	PRIME TIME	650910	17-Jan-95	650910	17-Jan-95	28	Australia	Registered
61204	PRIME TIME	664,193	02-Aug-94	1,960,181	11-Jun-96	28	United States of America	Registered
48835	SADDLE-MATES			311,961	06-Oct-77	28	Australia	Registered
66820	SADDLE-MATES	095,429	26-Apr-88	707,172	15-Nov-80		United States of America	Registered
71195	SEDONA	362,119	24-Sep-97	2,282,067	28-Sep-99	20	United States of America	Registered
48834	SLIDETIME	112002	05-Oct-87	2263453	21-Sep-90	9	Japan	Registered
56822	SLIDETIME	367,919	15-Mar-93	1,604,626	16-Nov-93	28	United States of America	Registered
77457	SLIDETIME	862,686	02-Dec-99			28	United States of America	Pending
48846	SLIDETIME (KATAKANA)	112008/87	05-Oct-87	2263454	21-Sep-90	9	Japan	Registered
74138	SOFT CONTAINED PLAY, DONE THE RIGHT WAY	689,763	29-Mar-99			42	United States of America	Published
71237	STREETSCAPE	362,171	24-Sep-97	2,263,667	05-Oct-99	20	United States of America	Registered
74137	THE ADVENTURE CONTINUES	689,638	29-Mar-99			35	United States of America	Published
66821	TIMEBANDS TIMB "R" (M/D)	312,697	01-Jun-81	1,193,829	23-Feb-82	28	United States of America	Registered

**Game Time, Inc.  
Trademark List**

48829	TOMORROWS PLAY TODAY	042,338	11-Jan-98	2,124,236	23-Dec-97	42	United States of America	Registered
48841	IOITIME	A523374		A523374	15-Nov-89	28	Australia	Registered
48841	IOITIME	33/90	27-Jan-90	13096	27-Jan-90	28	Bahrain	Registered
48841	IOITIME	730,948	08-Nov-89	472678	08-Nov-89	20, 28	Benelux	Registered
48841	IOITIME	641,215	26-Sep-89	375,913	16-Nov-90		Canada	Registered
48841	IOITIME	1430066	27-Jun-90	1430066	22-Jul-89	28	United Kingdom	Registered
48841	IOITIME	896789	13-Nov-89	83738/1991	13-Nov-89	28	Hong Kong	Registered
48841	IOITIME	6005/89	07-Nov-89	137244	07-Nov-89	28	Republic of Ireland	Registered
48841	IOITIME	62-112001	05-Oct-87	2203451	21-Sep-90	9	Japan	Registered
48841	IOITIME	31266/89	13-Dec-89	211,201	16-Mar-91	43	Korea (South)	Registered
48841	IOITIME	24083	30-Jul-90	22808	25-Jul-92	28	Kuwait	Registered
48841	IOITIME	4220	05-May-90	4220	14-Jun-98	28	Oman	Registered
48841	IOITIME	11775	20-Jun-90	249/84	20-Jun-90	28	Saudi Arabia	Registered
48841	IOITIME	7689/89	20-Nov-89	7689/89	20-Nov-89	28	Singapore	Registered
48841-O	IOITIME	(70)36246	06-Jul-87	395081	16-Mar-88	76	Taiwan	Registered
48841-A	IOITIME	79-18609	01-May-90	607322	01-Jan-91	65	Taiwan	Registered
48841	IOITIME	588,591	17-Mar-86	1,496,218	05-Jul-88	28	United States of America	Registered
48841	IOITIME	27758	27-Jul-98			28	United Arab Emirates	Pending
4884	IOITIME (ATAKANA)	112007/87	05-Oct-87	2203452	21-Sep-90	9	Japan	Registered
49993	IOITIME AND DESIGN	016,862	08-Jan-90	1,614,856	25-Sep-90	16, 20, 28	United States of America	Registered
77437	TREEPLAY	862,306	02-Dec-99			28	United States of America	Pending
74275	TREESCAPE	692,607	20-Nov-98			28	United States of America	Published

**Game Time, Inc.  
Trademark List**

74004	BUFFCLAD	643,003	18-Feb-99	A600726	24-AUG-94	2 and 28	United States of America	Pending
40030-A	ULTRUM	600,726	21-Apr-93	A600726	24-AUG-94	6	Australia	Registered
40030-B	ULTRUM	600,726	21-Apr-93	A600726	24-AUG-94	20	Australia	Registered
40030	ULTRUM	645,977	01-Dec-89	375,576	09-Nov-90		Canada	Registered
40030-A	ULTRUM	112006	06-Oct-87	2240500	28-Jun-90	19	Japan	Registered
40030-B	ULTRUM	(76)36250		405,940	01-Jul-88	68	Taiwan	Registered
40030-C	ULTRUM	(76)36249	06-Jul-87	393906	01-Mar-88	95	Taiwan	Registered
40030-D	ULTRUM	(76)36248	06-Jul-87	308212	01-Jan-88	97	Taiwan	Registered
40030	ULTRUM	(76)36247	06-Jul-87	393346	01-Mar-88	65	Taiwan	Registered
40040-C	ULTRUM (KATAKANA)	595,525	02-May-86	1,425,770	20-Jan-87	19, 20, 21	United States of America	Registered
40030	W/AST+H	112011/1987		2240601	28-Jun-90	19	Japan	Registered
		651,204	24-Mar-87	1,493,020	21-Jun-88	11	United States of America	Registered