08-07-2000



101423861

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

Ht 13

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Document ID #	TO: TI - O	in the state of Both to the state of Both	TRADEWARKS UNLT	
Assignment License				iginal document(s) or copy(les).
Document ID # Effective Date Merger Month Day Year		7.13.60	l	License
Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other				***************************************
Conveying Party Conveying Party X Mark if additional names of conveying parties attached Execution Date Month Day Y.	Correction	of PTO Error	Merger	
Reel # Frame # Other Conveying Party	Reel #	Frame #	Change of Name	
Name PlayCore Holdings, Inc. Formerly Individual General Partnership Limited Partnership X Corporation Association Other Citizenship/State of Incorporation/Organization Delaware corporation Receiving Party Mark if additional names of conveying parties attached Name General Electric Capital Corporation DBA/AKA/TA Composed of Address (line 1) 335 Madison Avenue Address (line 2) 12th Floor Address (line 3) New York 10017 City State/Country Zip Code Individual General Partnership Limited Partnership if document to be recorded is an assign and the neceiving party is not domiciled the United States, an appointment of a domestic representative should be attac (Designation must be a separate docum from Assignment.) Citizenship/State of Incorporation/Organization New York corporation Other Citizenship/State of Incorporation/Organization New York corporation New York corporation			Other	
Name PlayCore Holdings, Inc. Formerly Individual General Partnership Limited Partnership X Corporation Association Other Citizenship/State of Incorporation/Organization Delaware corporation Receiving Party Mark if additional names of conveying parties attached Name General Electric Capital Corporation DBA/AKA/TA Composed of Address (line 1) 335 Madison Avenue Address (line 2) 12th Floor Address (line 2) 12th Floor Address (line 3) New York New York 10017 City State/Country Zip Code Individual General Partnership Limited Partnership and the receiving party is not domiciled the United States, an appointment of a domiciled the United States, an appointment of a separate docum from Assignment.) Other Citizenship/State of Incorporation/Organization New York corporation New York corporation New York corporation	Conveying Party		X Mark if additional names of conv	Execution Date
Individual General Partnership Limited Partnership X Corporation Association Other Citizenship/State of Incorporation/Organization Receiving Party Mark if additional names of conveying parties attached Name General Electric Capital Corporation DBA/AKA/TA Composed of Address (line 1) 335 Madison Avenue Address (line 2) 12th Floor Address (line 3) New York New York 10017 City State/Country Zip Code Individual General Partnership Limited Partnership and the receiving party is not domicilled the United States, an appointment of a domestic representative should be attar (Designation must be a separate docum from Assignment.) Other Citizenship/State of Incorporation/Organization New York corporation Other FOR OFFICE USE ONLY	Name Play	Core Holdings, Inc.		, <u>, , , , , , , , , , , , , , , , , , </u>
Individual General Partnership Limited Partnership X Corporation Association Other Citizenship/State of Incorporation/Organization Receiving Party Mark if additional names of conveying parties attached Name General Electric Capital Corporation DBA/AKA/TA Composed of Address (line 1) 335 Madison Avenue Address (line 2) 12th Floor Address (line 3) New York New York 10017 City State/Country Zip Code Individual General Partnership Limited Partnership and the receiving party is not domicilled the United States, an appointment of a domestic representative should be attac (Designation must be a separate docum from Assignment.) Citizenship/State of Incorporation/Organization New York corporation Other FOR OFFICE USE ONLY]
Citizenship/State of Incorporation/Organization Receiving Party Mark if additional names of conveying parties attached Name General Electric Capital Corporation DBA/AKA/TA Composed of Address (line 1) 335 Madison Avenue Address (line 2) 12th Floor Address (line 3) New York City New York New York State/Country Zip Code Individual General Partnership Limited Partnership If document to be recorded is an assign and the receiving party is not domiciled the United States, an appointment of a domestic representative should be attac (Designation must be a separate docum from Assignment.) Citizenship/State of Incorporation/Organization New York corporation New York corporation New York corporation	<u> </u>	General Partnership	Limited Partnership X Cor	poration Association
Receiving Party	Other [
Name General Electric Capital Corporation DBA/AKA/TA Composed of Address (line 1) 335 Madison Avenue Address (line 2) 12th Floor Address (line 3) New York New York 10017 City State/Country Zip Code Individual General Partnership Limited Partnership If document to be recorded is an assign and the receiving party is not domiciled the United States, an appointment of a domestic representative should be attact (Designation must be a separate docum from Assignment.) Citizenship/State of Incorporation/Organization New York corporation Citizenship/State of Incorporation/Organization New York corporation FOR OFFICE USE ONLY	Citizenshir	o/State of Incorporation/Organ	nization Delaware corporation	
Composed of Address (line 1) 335 Madison Avenue Address (line 2) 12th Floor Address (line 3) New York New York 10017 City State/Country Zip Code Individual General Partnership Limited Partnership If document to be recorded is an assign and the receiving party is not domiciled the United States, an appointment of a domestic representative should be attact (Designation must be a separate document from Assignment.) Citizenship/State of Incorporation/Organization New York corporation Citizenship/State of Incorporation/Organization New York corporation FOR OFFICE USE ONLY	Receiving Party		Mark if additional names of conv	eying parties attached
Composed of Address (line 1) 335 Madison Avenue Address (line 2) 12th Floor Address (line 3) New York New York 10017 City State/Country Zip Code Individual General Partnership Limited Partnership If document to be recorded is an assign and the receiving party is not domiciled the United States, an appointment of a domestic representative should be attac (Designation must be a separate docum from Assignment.) Citizenship/State of Incorporation/Organization New York corporation Total Title Partnership Citizenship/State of Incorporation/Organization New York corporation FOR OFFICE USE ONLY	Name	General Electric Capital Corpo	oration	
Address (line 2) 12th Floor Address (line 3) New York New York State/Country Zip Code Individual General Partnership Limited Partnership if document to be recorded is an assign and the receiving party is not domiciled the United States, an appointment of a domestic representative should be attact (Designation must be a separate document from Assignment.) Citizenship/State of Incorporation/Organization New York corporation FOR OFFICE USE ONLY	DBA/AKA/TA			
Address (line 2) Address (line 3) New York City State/Country Toda Individual General Partnership Limited Partnership If document to be recorded is an assign and the receiving party is not domiciled the United States, an appointment of a domestic representative should be attact (Designation must be a separate docum from Assignment.) Citizenship/State of Incorporation/Organization New York corporation New York corporation New York corporation FOR OFFICE USE ONLY	Composed of			
Address (line 3) New York City State/Country State/Country Individual General Partnership Limited Partnership If document to be recorded is an assign and the receiving party is not domiciled the United States, an appointment of a domestic representative should be attact (Designation must be a separate docume from Assignment.) Citizenship/State of Incorporation/Organization New York corporation New York corporation FOR OFFICE USE ONLY	Address (line 1)	335 Madison Avenue		
City State/Country Zip Code Individual General Partnership Limited Partnership If document to be recorded is an assign and the receiving party is not domiciled the United States, an appointment of a domestic representative should be attact (Designation must be a separate docum from Assignment.) Citizenship/State of Incorporation/Organization New York corporation FOR OFFICE USE ONLY	Address (line 2)	12th Floor		
City State/Country Zip Code Individual General Partnership Limited Partnership If document to be recorded is an assign and the receiving party is not domiciled the United States, an appointment of a domestic representative should be attact (Designation must be a separate document from Assignment.) Citizenship/State of Incorporation/Organization New York corporation FOR OFFICE USE ONLY	Address (line 3)	New York	New York	10017
and the receiving party is not domiciled the United States, an appointment of a domestic representative should be attact (Designation must be a separate docum from Assignment.) Citizenship/State of Incorporation/Organization New York corporation FOR OFFICE USE ONLY 40.00 CH			State/Country	Zip Code
X Corporation Association domestic representative should be attact (Designation must be a separate docume from Assignment.) Citizenship/State of Incorporation/Organization New York corporation	Individual	General Partnership	and	the receiving party is not domiciled in
Citizenship/State of Incorporation/Organization New York corporation New York corporation FOR OFFICE USE ONLY 1 40.00 CH	X Corporation	n Association	don (<i>D</i> e:	nestic representative should be attached signation must be a separate document
00 9HRIJYEN 00000229 230800 75362168 FOR OFFICE USE ONLY 1 40.00 CH	Other		fron	n Assignment.)
FOR OFFICE USE ONLY	Citizenshi	o/State of Incorporation/Organ	nization New York corporation	
			FOR OFFICE USE ONLY	· viii
Public 5 (1984) Public 1994 Programment of the Cover Sheet to be recorded, including time for reviewing 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	Public Control po	ting for this collection of information is esti	er Sheet - Send comments regarding this burden estimate t	o the U.S. Patent and Trademark Office, Chief

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

NY1:\926952\01\JV8_01!.DOC\47660.1800

FORM PTO-1618A

Expires 06/30/99 OMB 0651-0027

PAGE 2

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

OMB 0651-002	21		IRADEIWARN
Domestic Repres	sentative Name and Addre	Enter for the first Rec	eiving Party Only
Name			
Address (line 1)			
Address (line 2)			13
Address (line 3)			
Address (line 4)			
Correspondent N	Name and Address Area	Code and Telephone Number 212-	310-8893
Name 0	Caroline R. Clark, Esq.		
Address (line 1)	Weil, Gotshal & Manges Ll	P	
Address (line 2)	767 Fifth Avenue		
Address (line 3)	New York, New York 1015	3	
Address (line 4)			
D	ter the total number of page cluding any attachments.	s of the attached conveyance document	# 15
Trademark Appli	ication Number(s) or Regi	stration Number(s) Mark	if additional numbers attached
Enter either the Tr	ademark Application Number	or the Registration Number (DO NOT ENTER E	
	lemark Application Number(tration Number(s)
See Exhibit A		See Exhibit B	
	7		
Number of Prop	erties Enter the total r	number of properties involved	# 109
Fee Amount	Fee Amount for	Properties Listed (37 CFR 3.41):	\$ 2740.00
Method of Payme	ent Enclos	Deposit Account XX	
Deposit Account			
(Enter for payme	-	dditional fees can be charged to the account.	
	Deposit Accour	nt Number	# 23-0800
	Authorization to	o charge additional fees:	Yes X No
Statement and S			
To the b	est of my knowledge and be	elief, the foregoing information is true and cor ocument. Charges to deposit account are au	rrect and any attached thorized, as indicated herein
CODY IS 1	a true copy of the original do		
Caroline	e R. Clark	Caroline R Clark	July 12, 2000 Dated Signed
Name o	of Person Signing	Signature	✓ Øated Signed

NY1:\926952\01\JV8_01!.DOC\47660.1800

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party	X Mark if additional names of conveying parties attached Execution Date Month Day Year	
Name PlayCore, Inc.	May 18, 2000	
Formerly		
Individual General Partnership	Limited Partnership X Corporation Association	
Other		
Citizenship/State of Incorporation/Organi	ization 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 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		
Other Citizenship/State of Incorporation/Organi	from Assignment.)	
Trademark Application Number(s) or Registrat		
Enter either the Trademark Application Number or the Trademark Application Number(s)	ne Registration Number (DO NOT ENTER BOTH numbers for the same property). Registration Number(s)	
(a)	Tregletation realization	

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party	X Mark if additional names of conveying parties attached Execution Date Month Day Year
Name PlayCore Wisconsin, Inc.	May 18, 2000
Formerly	
Individual General Partnership	Limited Partnership X Corporation Association
Other	
Citizenship/State of Incorporation/Organia	zation Wisconsin 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)	State/Country Zip Code
Individual General Partnership Corporation Association Other	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.)
Citizenship/State of Incorporation/Organi	
Trademark Application Number(s) or Registrative Enter either the Trademark Application Number or the Trademark Application Number(s)	ion Number(s) Mark if additional numbers attached e Registration Number (DO NOT ENTER BOTH numbers for the same property). Registration Number(s)
Trademark Application Number(s)	(Negistration Number(s)

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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 X 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 If document to be recorded is an assignment and the receiving party is not domiciled in
Corporation Association the United States, an appointment of a domestic representative should be attached.
Other (Designation must be a separate document from Assignment.)
Citizenship/State of Incorporation/Organization
Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number <u>or</u> the Registration Number (DO NOT ENTER BOTH numbers for the same property). Trademark Application Number(s) Registration Number(s)

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	75/669,226
	PLAY	
5.	EXTREME PLAY	75/465,023
6.	FITKID	75/864,685
7.	ENRICHING CHILDHOOD THROUGH	75/832,456
	PLAY SINCE 1929 GAME GT TIME	
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	75/924,114
	COMMERCIAL PLAYGROUNDS	

PAGE 1 OF 1

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

PAGE 1 OF 3

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	1,549,174
	POLLUTION	

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. <u>DEFINED TERMS</u>. All capitalized terms used but not otherwise defined herein have the meanings given to them in <u>Annex A</u> thereto to the Credit Agreement.
- 2. <u>GRANT OF SECURITY INTEREST IN TRADEMARK</u>
 <u>COLLATERAL</u>. 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 "<u>Trademark Collateral</u>"):

NY2.\884986\08\\$Y%Y08!.DOC\47660.1800

- (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.
- 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]

2

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.

Title:_____

	PLAYCORE HOLDINGS, INC.
	Name: Michael's Stern Title: Vice President
	PLAYCORE, INC.
	By: Same Proper Title: CFO
	PLAYCORE WISCONSIN, INC.
	By: Name: Rickard 5. Ruegger Title: CFO
	HEARTLAND INDUSTRIES, INC. (DE)
	Name: Richard, 5. Ruegg & 1 Title: secre tony
ACCEPTED AND ACKNOWLEDGED	BY:
GENERAL ELECTRIC CAPITAL CORPORTS Administrative Agent	ORATION,
By:Name:	

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.

By: Name:_ Title:

	TLATCORE HOLDINGS, INC.
	By: Name: Title:
	PLAYCORE, INC.
	By: Name: Title:
	PLAYCORE WISCONSIN, INC.
	By: Name: Title:
	HEARTLAND INDUSTRIES, INC. (DE)
	By:
ACCEPTED AND ACKNOWLEDG	GED BY:
GENERAL ELECTRIC CAPITAL Co as Administrative Agent	ORPORATION,
Name: JANET SILVER	MAN

DI AVCORE HOLDINGS INC

ACKNOWLEDGMENT OF GRANTORS

STATE OF NEW YORK)
COUNTY OF NEW YORK)
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
STATE OF NEW YORK)
county of New York)
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

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.

{seal}

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.	
On this 18th day of May, 2000 Ruegger, proved to me on the basis of sa executed the foregoing instrument on behalf me duly sworn did depose and say that he is that the said instrument was signed on behalf board of Directors and that he acknowledged	of PlayCore Wisconsin, Inc., who being by is an authorized officer of said corporation, alf of said corporation as authorized by its
of said corporation.	Palation.
•	Notary Profile
{seal}	Notary Public
	ROSALYN MIDDLEMARK Notary Public, State of New York No. 01MI5057564 Qualified in New York
STATE OF NEW YORK)	Qualified in New York County Commission Expires March 25, 2002
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 Heartland Industries, Inc. (DE), 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 Pablic

{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

	<u>Trademark</u>	App./Reg. No.	App./Reg. Date	<u>Status</u>
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	1,974,024	5/14/96	Registered
	(Swing-N-Slide			
	Corp.)			
6.	Xtra Gard	1,180,166	12/1/81	Registered

PlayCore Wisconsin, Inc., a Wisconsin corporation

See also attached Trademark List of GameTime, Inc.

	<u>Trademark</u>	App./Reg. No.	App./Reg. Date
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	1,740,007	12/15/92
	(Handprint)		
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

NY1:\926950\01\JV8M01!.DOC\47660.1800

	<u>Trademark</u>	App./Reg. No.	App./Reg. Date
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.	Swing-N-Slide (Australia) - APP	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.	Swing-N-Slide (Norway) - APP	944594	8/22/94
34.	Swing-N-Slide (Spain)	1,922.999	4/5/95
35.	Swing-N-Slide (Sweden) - APP	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	1,804,621	11/16/93
	Kingdom (Newco, Inc.)		
46.	Trooper (Newco, Inc.)	1,770,219	5/11/93

Trademarks Page 2 of 9

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

	<u>Trademark</u>	App./Reg. No.	App./Reg. Date
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

Trademarks Page 3 of 9

Game Time, Inc. Trademark List

			020 000	00 3 60	ų,	I bulland Stodens of America	Decidered
ARUNGION	362.121	24-5ep-9/	2,270,506	AA-dise-70	3		
	09& 127	29-Apr-96	2.100.806	28-Oct-97	8 2	United States of America	Reguleren
	362.170	24-Sap-97	2312.893	01-feb-00	æ	United States of America	Registered
CUI:A-LETTER	256.607	25-Mor-80	1,164,400	11-Aug-61	7	United States of America	Registered
DURÁSCAPE	1267676		1,257,576	07-Jan-86	82	Unified Kingdom	Registered
DURASCAPE	688,692	17-Mar-86	1,412,480	07-Oct-86	82	United States of America	Registered
EARLFMLE	362,123	24-Sep-97	2276,560	07-Sep-99	R	United States of America	Registered
ENRICHING CHILDHOOD THOUGH	669.226	29-Mar-99			જ	United States of America	Published
ESCALANTE	362.169	24-Sep-97	2,282,068	28-Sep-99	8	United States of America	Registered
EXTREME PLAY	620 594	09-Apr-98			8	United States of America	Published
	864.685	06-Dec-99			æ	United States of America	Pending
FLEXORET	112003	06-Oct-87	2263456	21 Sep-90	•	Japan	Registered
FLEXANET	(76)36252	06-34-87	395082	16-Mar-86	9/	Idwan	Registered
FLEXINET (KATAKANA)	112009/87	06-Oct-87	2263456	21-Sep-90	ð	wodor	Registered
66/60 FUP SUDE	096.125	29.Apr.96	2114.869	25-Nov-97	28	United States of America	Registered
			,		E		
486A2-A GAWETIME	363,656		8013,665	01-Dec-77	28	Australia	Registered
GAMEIIME	32/90	27-Jan-90	130%	27-Jan-90	20	Bohrah	Registered
GAMETIME	621166	06-Oct-77	348.436	06-Oct-77	& 12.19.20. Benetux	Benetux	Registered

Trademarks Page 4 of 9

]

Game Time, Inc. Trademark List

	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered	Registered
	Canada	Canada	Spain	United kingdom	United Krigdom	Hong Kong	Hang Kang	Republic of heland	upday	Japan	Korea (South)	Kuwait	Omon	Saudi Arabia	Brogadie	Idwan	Idwan	Tolwan	Tolwan	lotwan	Venezuela
8			28	28	28	92	8	28	24	8	5	22	8	R	30	8	99	16	6)	76	28
	26-Feb-49	17-May-91	15 Apr-95	26-Apr-85	04Oct-64		14-Jon-82	07-Nov-80	25-May-62	25-feb-83	15-War-91	28-14-92	14.Jrn-98	20 Jun 40	20 Nov-80	0) -Mar-86	90-77-00	01-Mar-86	01-Jan-86	01-Aug-90	19-Aug-94
	129/33245	364.593	1,666.398	1,240,729	1,064,642	B1846/64	82269/65	8137243	1,514,868	1,566,340	211,163	22750	4210	240/85	7666/89	393345	405,939	300000	366211	469463	163.3124
	26 Feb-49	01-Nov-89	05-Mar-92	26-Apr-85	04-0ct-77	06-Oct-81		07-Nov-89			13-Dec-89	30-70-60	06-May-90	20 Jun-90	20-Nov-89	06-14-87	06-34-87	06-M-87	06-14-87	18-Nov-89	25-34491
	202,293	643.972	1,666.398	1,240,729	1,084,642	2629/81	108/62	99/190	70659		31267/89	24084	4219	11776	7608/80	(76)36242	(76)36244	(76)36245	(76)36243	78-61,792	14.451/01
	GALETINE (11/ A 022,245)	GAMETIME	GAMETIME	GAMETIME	GAMETIME	40642-A GAMETIME	40642-B GAMETIME	GAMETIME	48642-A GAMETIME	4842-D GAMETINE	GAMETIME	GAVETINE	GAVETINE	GALLETINE	GAVETINE	48642-A GAMETIME	GAMETINE	46642-C GAMETIME	48642-D GANETINE	GANETINE	GAMETIME
	46642.A	46642-8	48842	46642-A	46642-B	46642.A	48642-8	40042	4-51-94	46642-D	46642	46642	46642	40042	46642	40042-A	48642-B	46642-C	46642-D	4842-E	48842

Trademarks Page 5 of 9

Game Time, Inc. Trademark List

07-Oci-92 2,030,485 14-Jon-97 28 United Stotes of America Registered 2,04-Oci-95 2,000,004 35-34-97 47 Adoma Registered 2,044-98 25-34-97 47 Adoma Registered 2,044-98 30-Jun-81 7 Jupon Registered 2,0421-98 30-Jun-81 7 Jupon Registered 3,044-99 28-42 United States of America Registered 2,0421-99 2,0421-99 28-42 United States of America Registered 2,0432-182 21-Jon-97 20 United States of America Registered 2,045-99 2,045-99 20 United States of America Registered 3,04-69 2,0432-182 21-Jon-97 20 United States of America Registered 3,04-69 2,0432-182 21-Jon-97 20 United States of America Registered 3,04-69 1,1801-160 21-feb-05 42 United States of America Registered 2,04-69 2,04-6	GAMETINE CAMP	11.40	765,183	30.Sep-88	1,541,676	30-May-69	22	United States of America	Registered
10,004 25,040 26 Oct 96 26 United States of America 10,004 25,0449 26 United States of America 20,040 26,049 26 United States of America 26,051-99 20,051-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 20,051-99 21,050-99 20,051-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99 20,051-99 21,050-99	1	3	146,541	07-Oct-93	2,030,485	14Jan-97	28	United States of America	Registered
107049 25-M-97 47 Automa 17-Jul-98 1467878 30-Jun-81 7 Australia 7 Australia 1467878 30-Jun-81 7 Australia 26-Oct-90 22-Oct-90 22-Jun-97 40 United States of America 26-Oct-90 2274,669 07-Sep-99 20 United States of America 28-Jul-97 2274,669 07-Sep-99 20 United States of America 28-Jul-97 2279,631 02-Jul-97 22 United States of America 18-Jul-97 1,532,462 07-Jul-97 07-Jul	GANETIME 001.601	9,100	6	04-Oct-95	2004064	08-Oct-96	28	United States of America	Recklered
27-JJ4-98 1467678 30-Jun-61 7 Inhibited Arcib Emissions 17-Oct-90 8544235 08-Mor-94 42 Australia 26-Oct-99 2.032 ldz 21-Jon-97 40 United States of America 26-Oct-99 2.27A,659 07-Sep-99 20 United States of America 26-Oct-99 2.27A,659 07-Sep-99 20 United States of America 26-Oct-99 2.27A,659 07-Sep-99 20 United States of America 26-Oct-99 2.27A,659 07-Mor-99 26 United States of America 26-Oct-99 2.27A,659 07-Mor-99 26 United States of America 26-Oct-99 2.27A,659 07-Mor-95 6 United States of America 26-Oct-99 1,592,462 07-Mor-95 6 United States of America 26-Apr-90 2.27A,659 07-Sep-99 20 United States of America 28-JJ4-97 2.27A,659 07-Sep-99 20 United States of America 28-JJ4-97 2.27A,653 07-Sep-99 20 <td< td=""><th>48842-AL GAMETIME</th><th></th><td></td><td></td><td>107049</td><td>25-34-07</td><td>17</td><td>Alabama</td><td>Registered</td></td<>	48842-AL GAMETIME				107049	25-34-07	17	Alabama	Registered
1467878 30-Jun-8 7 Jupon 17-Oct-70	GAMETIME 27757	2776	6	27-314-08			22	United Auth Emission	Pending
17-Oct-90 B544235 D8-Mor-94 42 Aushraho	GAMETIME (CLASS 7) 70656/77	70656	111		1467878	30-Jun-81	1	hopou	Registered
26-Oct-99 28.42 United States of America 26-Oct-99 2.032 li82 21-Jan-97 40 United States of America 26-Oct-99 2.032 li82 21-Jan-97 40 United States of America 24-Sep-97 2.276.699 07-Sep-99 20 United States of America 26-Oct-99 1,880,166 21-Feb-95 42 United States of America 26-Oct-99 2.276.631 02-Mor-99 26 United States of America 26-Oct-99 2.276.631 02-Mor-99 26 United States of America 26-Apr-97 1,932.462 07-Nov-95 6 United States of America 13-Man-78 1,133,752 22-Apr-80 28 United States of America 24-Sep-97 2276.657 07-Sep-99 20 United States of America 24-Sep-97 2276.657 07-Sep-99 20 United States of America 26-Apr-99 27.00-60 28 United States of America 07-Mor-99 28-Apr-97 2276.659 28 United States of America	GAMETIME (SERVICEMAIN) 544235	24623	9	17-Oct-40	B544235	08-Mar-94	42	Australia	Registered
28-Coci-99 28-Feb-96 28-Sep-97 28-Se	GAMETIME LOGO 832,456	832.45	9	26-Oct-89			28.42	United States of America	Pending
29-Jul-99 29-Jul	61 632.473	632.47.		26-Oct-99			28.42	United States of America	Pending
24.5ep-97 2.274,669 07.5ep-99 20 United States of America 24.5ep-97 2.274,669 07.5ep-99 20 United States of America 26-Act-99 2.229,631 02-Mar-99 28 United States of America 26-Act-97 2.229,631 02-Mar-99 28 United States of America 19-Act-93 1,932,462 07-Mov-95 6 United States of America 13-Mar-78 1,133,752 222Apr-90 20, Mov-95 6 United States of America 24-5ep-97 2,274,657 07-Mov-95 0 United States of America 26-Apr-97 2,274,657 07-Sep-99 20, 20 United States of America 26-Apr-97 2,279,632 02-Mor-99 28 United States of America 06-Apr-99 28 United States of America 20 06-Apr-99 28 United States of America 06-Apr-99 28 United States of America	GI FABRICATORS 004,823	064,823		28 Feb-96	2,002 182	21-Jan-97	Q	United States of America	Registered
24.5ap-97 2.276,669 07.5ap-99 20 United States of America 09.5ap-93 1,680,166 21.Fab-95 42 United States of America 26-Oct-99 2229,631 02-Mor-99 28 United States of America 19-Apr-93 8600623 16-Dec-94 6 Australia 05-Apr-93 1,932,462 07-Nov-95 6 United States of America 13-Mor-76 1,133,752 22-Apr-90 20 United States of America 24-5ap-97 2,276,637 07-5ap-99 20 United States of America 26-Apr-97 2,276,632 02-Mor-99 28 United States of America 26-Apr-97 2,279,632 02-Mor-99 28 United States of America 26-Apr-99 28 United States of America 28 United States of America	GI-X 763.360	763,360		20-74-00			11	United States of America	Pending
26-Oct-99 1,660,166 21-Feb-95 42 United States of America 26-Oct-99 2229,631 02-Mor-99 28 United States of America 19-Apr-93 8600623 16-Dec-94 6 Australia 05-Apr-93 1,932,462 07-Nov-95 6 United States of America 24-Sep-97 2,274,657 07-Sep-99 20 United States of America 28-Jul-97 2,229,632 02-Mor-99 28 United States of America 06-Apr-99 2,229,632 02-Mor-99 28 United States of America 06-Apr-99 2,229,632 02-Mor-99 28 United States of America 06-Apr-99 28 United States of America 28 United States of America	GUIFORT 362.122	362122		24-Sep-97	2274669	07-Sep-99	8	United States of America	Registered
2.229.631	KIDIMAE DESIGNS 433,907	433,907		09-Sep-93	1,660,166	21 Feb-05	42	United States of America	Registered
28-M4-97 2.229.631 02-Mor-99 28 United States of America 19-Apr-93 8600623 16-Dec-94 6 Australia 05-Apr-93 1,932.462 07-Nov-95 6 United States of America 13-Mor-76 1,133,752 22-Apr-80 26 United States of America 24-Sep-97 2,274,657 07-Sep-99 20, 21 United States of America 28-M4-97 2,229,632 02-Mor-99 28 United States of America 05-Apr-99 26 United States of America 28 United States of America	UNILFOOT 832,319	632,319		26-Oct-99			28	United States of America	Pending
19-Apr-93 B600523 16-Dec-94 6 Australia 05-Apr-93 1,932,462 07-Nov-95 6 United States of America 13-Mar-78 1,133,752 22-Apr-80 26 United States of America 24-Sep-97 2,274,667 07-Sep-99 20, 21 United States of America 28-Md-97 2,229,632 02-Mar-99 26 United States of America 05-Apr-99 28 United States of America 05-Apr-99 28 United States of America	MEGA ROCK 331,140	331,160		28-34-97	2229.631	02-Mcr-99	39	United States of America	Registered
05 Apri-73 1,932.462 07-Nov-95 6 United States of America 13.Mar-76 1,133.752 22-Apr-60 26 United States of America 24-Sep-97 2,274.667 07-Sep-99 -20, 21 United States of America 28-Jul-97 2,229,632 02-Mar-99 28 United States of America 05-Apri-99 28 United States of America	MEGALOC 600623	600623	1	19.Apr-03	B600623	16 Dec 94	9	Australia	Registered
13-Mar-78 1,133,752 22-Apr-80 28 United States of America 24-Sep-97 2,274,567 07-Sep-99 -20,21 United States of America 28-Jul-97 2,229,632 02-Mar-99 28 United States of America 05-Apr-99 28 United States of America	MEGALOC 375,229	375,229	į	05.Apr-93	1,932.462	07-Nov-95	9	United States of America	Registered
13-Mar-76 1,133,752 22-Apr-80 28 United States of America 24-Sep-97 2,274,567 07-Sep-99 20, 21 United States of America 28-Jul-97 2,229,632 02-Mar-99 28 United States of America 05-Apr-99 28 United States of America									
24-Sep-97 2.274.567 07-Sep-99 -20, 21 United States of America 28-Jul-97 2.229,632 02-Mar-99 28 United States of America 05-Apr-99 28 United States of America	MOD "U" UN 102,000	162,086	İ	13-Mox-78	1,133,752	22-Apr-80	20	United States of Americo	Registered
28-Jul-97 2,229,632 02-Jula:-99 28 United States of America 06-Apr-99 28 United States of America	OLD FORGE 362.120	362.120		24-Sep-97	2274,567	07-Sep-99	20,21	United States of America	Registered
06-Apr-99 United States of America	331,161 331,161	331,16	_	28-34-07	2.229.632	02-Mar-99	23	United States of America	Registered
	PENTESPLAV 674,306	674.30	9	06-Apr-99			28	United States of America	Published

Trademarks Page 6 of 9

Game Time, Inc. Trademark List

			1.06%					
050	PLAY II SAVE WITH GAMEIBAE	000,315	100ct-86	2,047,241	25-Mcr-97	75	United States of America	Registered
72664-1	PLAY PALÉTIES	754333	19-14-00			42	United States of America	Pending
13774	PLAY POST	330.591	01-00-181	1,235,674	26-Apr-83	7	United States of America	Registered
102/9	PLAYGRAPHICS	400724	21-Apr-93	B600724	12-May-05	28	Australia	Registered
20295	PLAYLAB	318,997	01-Oct-92	1,841,409	21-Jun-94	28	United States of America	Registered
				,				
13113	PLAYROBICS	566,963	21-Sep-98			39	United States of America	Published
57150	POWERSCAPE	600727	21-Apr-93	A600727	31-May-94	38	Australia	Registered
67159	POWERSCAPE	375.233	05-Apr-03	1,809,357	07-Dec-93	92	United States of America	Registered
	PRIME TIME	016059	17-Jan-95	016099	17-Jan-95	82	Australia	Registered
	PRACEINAE	664 193	02-Aug-94	1,980,181	11-Jan-96	29	United States of America	Registered
40835	SADDLE-MAIES			311,961	06-Oct-77	92	Australia	Registered
66820	SADOLE HARTES	005.479	28-Apr-88	207.172	15Nov-40		United States of America	Registered
21195	SEDONA.	362,119	24-Sep-97	2,282,057	28-Sep-09	82	United States of America	Registered
40034	SLDETIME	112002	06-Oct-87	2263463	21-Sep-90	6	Japan	Registered
22802	SLDETIME	367,919	15-Mar-93	1,604,626	16-Nov-93	8	United States of America	Registered
17457	SLDETIME	862,686	02-Dec-99			28	United States of America	Pending
48846	SLIDETIME (KATAKANA)	112008/87	06-Oct-87	2263454	21-Sep-90	٥	Japan	Registered
1	SOFT CONTAINED PLAY, DONE THE RICHE WAY	600,763	20-MOT-09			42	United States of America	Published
1	STREETSCAPE	362.171	24-Sep-97	2,283,667	08-Oct-99	83	United States of America	Registered
74137	INE ADVENIUME CONTINUES	669,636	29-Mar-99			35	United States of America	Published
66621	TIMB "R" MOD	312607	10-Am-81	1, 190,629	23-feb-82	28	United States of America	Registered
						7		

Trademarks Page 7 of 9

Gåme Time, Inc. Trademark List

9			1,51.61					
2	IOMORROWS PLAY IODAY	042,336	11-Jan-96	2.124,236	23-Dec. 07			· .
1284	IOITIME	4500174				7	United States of America	Registered
1997	IOITAE	Nucour.		A523374	15-Nov-89	8	Australia	Recitiened
.		33/30	27-Jan-90	13096	27-Jan-90	28	Botroth	Destina
	IOIIME	734.948	08-Nov-80	472678	00-NOV-89	20.28	Benefix	Description
4004	TOTIBAE	641.215	26-Sep-89	375.913	16-Nov-90			рөмжөм
1994	IOITIME	1430056	27.45.00	730007	2			Recistered
46641	TOTTIME	8067/80	2 13 15 15 15 15 15 15 15 15 15 15 15 15 15	opposi.	18-0ct-91	29	United Kingdom	Registered
1994	TOTTIME	Value van	APACAL I	1991/387/09	13-Nov-89	92	Hong Kong	Registered
1994	IOTINE	Admin	0/-NON-90	137244	68-MON-20	2	Reputation of Instand	Registered
- [J. J	04-11200	(\$-0ct-6)	2263451	21-Sep-90	0	hopon	Derridana
T	IOTION C	31266/89	13-Dec-89	211,201	16-Mar-91	53	Koreo (South)	
T	CHINE	24663	30-74-90	22808	25.14.02	8	Kuwat	
		4220	06-May-90	0227	14-Am-06	8	Omon	
	IOIIIME	11776	20-Jun-90	249/84	20.45.00			Hagistered
	TOTIME	166/189	20-Nov-89	74/0/10	2 3		saud Arabia	Registered
0.1484	POTITIVE	(76)36246	06-34-87	NSON.	AD-AOALOR		Shgopore	Registered
4.17984	IOITIME	79.18600	01-May-90	201	10-mor-eg		Idwan	Registered
+=	IOTIME	500,591	17-Mar-86	1.405.218	i Adamin			Recitioned
+=-	TOTINE	27758	27-14-08		Ben Co		Ş	Registered
 - -	TOTIME (KATAKANA)	112007/67	(F)-0-90	TANALES .		5 &	United Arab Emirates	Pending
+=-	TOTIME AND DESIGN	014,862	08-fon-90	ALLA BES	06-des-12			Recistered
 	TREEPLAY	862,306	02-Dec-99	Property of the second	06-des-cz	28	+	Registered
 -	IREESCAPE	692,507	20-Nov-98					Pending
\dashv						78 78	United States of America	Published

Trademarks Page 8 of 9

7/29/2000

Game Time, Inc. Trademark List

			L	7	- -	_	-		·	_				
		Pending	Registered	Recittered	Recklered	Recistered	Reciptored		Pereinoen	Recktlered	Registered	Peditiered	Registered	Recistered
	United States of America	Andread		Australia	Conodo	Japan	Idwan	Tolwan	Charm		Conce	united States of America	uodor	United States of America
	2 and 28	0	18	₹		<u>o</u>	8	જ	16	4	5			=
		· 24-Aug-94	24-Arn-94		ON-MONEYO	OK-uncer	01-01-08	OI-MOT-88	01-tan-88	01-Mar-88	20-Jan-87	28-Jan-90	21-340-88	
		A600725	Ad00726	375.576	2240500	406.940	JOSEPH		308212	393346	1.425.770	2240801	1.493.020	
16-feb-99	21.420	24-10-10-10-10-10-10-10-10-10-10-10-10-10-	21-Apr-93	01-Dec-89	06-Oct-87		06-14-87	OKAGA		00-1146)	02-May-86		24-Mar-87	
643,663	600,726	700 707	8/199	045,977	112006	(76)36250	(76)36240	(76)36248	CANADA	(a)more	OMC 525	1961/110211	402 ,100	
IUFCIAD	O LIKELIN	48636-B ULTRUM	ULTRUM			48636-B (14 EN B.A.	ANTA CARACTER STATES	CLINCOM	40036-D ULIRIAN	WIRLEM	48648-C ULIRUM (KATAKANA)	WASTH		
74084		\$ \$	46636	40636	40636	48636-B	7 07.007		4836-0	46636	49646.C	46636		

Trademarks Page 9 of 9

TRADEMARK REEL: 002112 FRAME: 0192

RECORDED: 07/13/2000