

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/19/2000

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Playcore, Inc.		05/19/2000	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Playcore Wisconsin, Inc.
Street Address:	401 Chestnut Street, Suite 310
City:	Chattanooga
State/Country:	TENNESSEE
Postal Code:	37402
Entity Type:	CORPORATION: WISCONSIN

**PROPERTY NUMBERS Total: 41**

Property Type	Number	Word Mark
Registration Number:	2276558	ARLINGTON
Registration Number:	2109896	BIGFOOT
Registration Number:	2312893	BRISTOL
Registration Number:	2664059	CATERPILLAR CLIMBER
Registration Number:	2390471	ENRICHING CHILDHOOD THROUGH PLAY
Registration Number:	2276560	EARLEVILLE
Registration Number:	2282058	ESCALANTE
Registration Number:	2485557	EXTREME PLAY
Registration Number:	2615856	FISH TAIL ACCESS
Registration Number:	2499003	FITKID
Registration Number:	2116889	FLIP SLIDE
Registration Number:	1541676	GAME TIME
Registration Number:	2006064	GAMETIME

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Registration Number:	2030485	GAMETIME
Registration Number:	2758530	GAMETIME A PLAYCORE COMPANY
Registration Number:	2557742	GT
Registration Number:	2276559	GULFPORT
Registration Number:	2506883	INCHWORM
Registration Number:	2664060	INCHWORM CLIMBER
Registration Number:	2551006	KIDCURBS
Registration Number:	2589117	LITTLEFOOT
Registration Number:	2229631	MEGA ROCK
Registration Number:	1932462	MEGALOC
Registration Number:	2722098	
Registration Number:	2276557	OLD FORGE
Registration Number:	2229632	PEEK-A-BOO
Registration Number:	2357495	PLAY PALETTES
Registration Number:	1841409	PLAYLAB
Registration Number:	1809357	POWERSCAPE
Registration Number:	1980181	PRIMETIME
Registration Number:	2705336	ROCKSLIDE
Registration Number:	0707172	SADDLE-MATES
Registration Number:	2282057	SEDONA
Registration Number:	2519898	SKY WHEEL
Registration Number:	2283867	STREETSCAPE
Registration Number:	2124236	TOMORROW'S PLAY TODAY
Registration Number:	1614855	TOTTIME
Registration Number:	2679323	TUFFCLAD
Registration Number:	1493020	WAIST-HI
Registration Number:	2664058	WAVE CLIMBER
Registration Number:	2653488	XTREMEPIAY

**CORRESPONDENCE DATA**

Fax Number: (423)785-8480  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 4237566600  
Email: djohnson@millermartin.com  
Correspondent Name: Douglas T. Johnson  
Address Line 1: Suite 1000 Volunteer Building  
Address Line 2: 832 Georgia Avenue

Address Line 4: Chattanooga, TENNESSEE 37402-2289

ATTORNEY DOCKET NUMBER: 09911-0133

NAME OF SUBMITTER: Douglas T. Johnson

Signature: /Douglas T. Johnson/

Date: 09/18/2007

Total Attachments: 9  
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State of Delaware  
Office of the Secretary of State

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PAGE 1

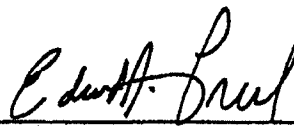
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PLAYCORE, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "PLAYCORE WISCONSIN, INC." UNDER THE NAME OF "PLAYCORE WISCONSIN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WISCONSIN, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF MAY, A.D. 2000, AT 12:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3231425 8100M  
001254873

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0448458  
DATE: 05-19-00

TRADEMARK  
REEL: 003623 FRAME: 0296

**CERTIFICATE OF MERGER**

merging

**PLAYCORE, INC.**  
a Delaware corporation

with and into

**PLAYCORE WISCONSIN, INC.,**  
a Wisconsin corporation

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
  - (i) PlayCore, Inc., which is incorporated under the laws of the state of Delaware ("PlayCore"); and
  - (ii) PlayCore Wisconsin, Inc. which is incorporated under the laws of the state of Wisconsin ("PlayCore Wisconsin").
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by PlayCore, in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware, and by PlayCore Wisconsin, in accordance with the laws of the state of Wisconsin.
3. The name of the surviving corporation in the merger herein certified is PlayCore Wisconsin, Inc. (sometimes referred to herein as the "Surviving Corporation"), which will continue its existence as said Surviving Corporation under its present name upon the effective date of the merger pursuant to the provisions of the laws of the state of Wisconsin.
4. The Articles of Incorporation of PlayCore Wisconsin, as now in force and effect, shall continue to be the Articles of Incorporation of the aforementioned Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the state of its incorporation.
5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the Surviving Corporation, the address of which is as follows:

Riverfront Centre, Suite 204  
15 West Milwaukee Street  
Janesville, Wisconsin 53545

6. A copy of the aforementioned Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of each of the aforementioned constituent corporations.

7. The Surviving Corporation: (i) does hereby agree that it may be served with process in the state of Delaware in any proceeding for enforcement of any obligation of PlayCore, as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of PlayCore as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; (ii) does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and (iii) does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Riverfront Centre, Suite 204  
15 West Milwaukee Street  
Janesville, Wisconsin 53545

9. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on May 19, 2000 insofar as the General Corporation Law of the State of Delaware shall govern said effective date.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the constituent corporations herein named have caused this Certificate of Merger to be executed as of the date first set forth above.

PLAYCORE, INC.

By: Fred L. Contino  
Name: Frederic L. Contino  
Title: President

Attest: R. E. Ruegger  
Name: Richard E. Ruegger  
Title: Chief Financial Officer, Secretary

PLAYCORE WISCONSIN, INC.

By: Fred L. Contino  
Name: Frederic L. Contino  
Title: Chief Executive Officer

Attest: R. E. Ruegger  
Name: Richard E. Ruegger  
Title: Chief Financial Officer, Secretary

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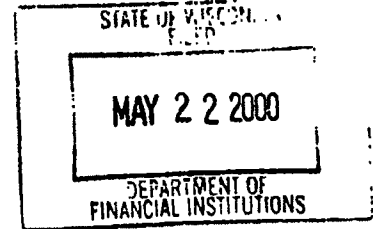
**ARTICLES OF MERGER**

merging

**PLAYCORE, INC.**  
(a Delaware corporation)

with and into

**PLAYCORE WISCONSIN, INC.**  
(a Wisconsin corporation)



To the Department of Financial Institutions  
State of Wisconsin

In accordance with and pursuant to the provisions of Chapter 180 of the Wisconsin Business Corporation Law (the "WBCL"), the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") for merging PlayCore, Inc., a corporation organized and existing under the laws of the state of Delaware ("PlayCore") with and into PlayCore Wisconsin, Inc., a corporation organized and existing under the laws of the state of Wisconsin ("PlayCore Wisconsin"), as approved by resolutions adopted by the Board of Directors of PlayCore dated May 19, 2000 and by resolutions adopted by the Board of Directors of PlayCore Wisconsin dated May 19, 2000. The Plan of Merger sets forth the terms and conditions pursuant to which PlayCore shall be merged with and into PlayCore Wisconsin with PlayCore Wisconsin as the surviving corporation following the merger.

2. The merger of PlayCore with and into PlayCore Wisconsin is permitted by the laws of the state of Delaware and has been authorized in compliance with said laws.

3. With respect to PlayCore and PlayCore Wisconsin the Plan of Merger was approved in accordance with the provisions of Sections 180.1101, 180.1103, 180.1105, and 180.1107 of the WBCL and in accordance with Section 252 of the Delaware General Corporation Law.

4. The effective time and date in the State of Wisconsin of the merger herein provided for shall be at the close of business on May 19, 2000.

[SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, each of the constituent corporations herein named has caused these Articles of Merger to be executed in its name as of the date first set forth above.

PLAYCORE WISCONSIN, INC.,  
a Wisconsin corporation

By: Frederic L. Contino  
Name: Frederic L. Contino  
Title: Chief Executive Officer

Attest: Richard E. Ruegger  
Name: Richard E. Ruegger  
Title: Secretary

PLAYCORE, INC.,  
a Delaware corporation

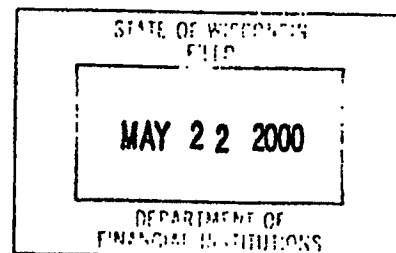
By: Frederic L. Contino  
Name: Frederic L. Contino  
Title: President

Attest: Richard E. Ruegger  
Name: Richard E. Ruegger  
Title: Secretary

**Filing Information:**

This document was drafted by:

Akin, Gump, Strauss, Hauer and Feld, LLP,  
1333 New Hampshire Avenue, N.W., Suite 400  
Washington, D.C. 20036.



**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made and entered into as of the 19th day of May, 2000, by and between PlayCore, Inc., a business corporation organized and existing under the laws of the State of Delaware ("PlayCore") and PlayCore Wisconsin, Inc., a business corporation organized and existing under the laws of the State of Wisconsin ("PlayCore Wisconsin").

**RECITIALS**

WHEREAS, the Board of Directors of each of PlayCore and PlayCore Wisconsin deem the merger of PlayCore with and into PlayCore Wisconsin, in accordance with the terms and subject to the conditions set forth herein, advisable and in the best interests of both PlayCore and PlayCore Wisconsin; and

WHEREAS, the Board of Directors of each of PlayCore and PlayCore Wisconsin have approved this Plan of Merger and have authorized execution hereof.

NOW, THEREFORE, in consideration of the foregoing premises, the parties hereto hereby agree as follows:

1. PlayCore shall, pursuant to the provisions of the Wisconsin Business Corporation Law ("WBCL") and the provisions of the Delaware General Corporation Law (the "DGCL"), be merged with and into PlayCore Wisconsin, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the WBCL. The separate existence of PlayCore, which is sometimes hereinafter referred to as the "Non-surviving Corporation", shall cease at the effective time and date of the merger in accordance provisions of the laws of its jurisdiction of organization.

2. The Articles of Incorporation of PlayCore Wisconsin shall remain the Articles of Incorporation of the Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the WBCL.

3. The bylaws of PlayCore Wisconsin shall be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the WBCL.

**EXHIBIT A**

4. The directors and officers in office of the Non-surviving Corporation at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until their respective successors are elected and qualify or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. All issued shares of the Non-surviving Corporation immediately prior the effective time and date of the merger shall be converted into an aggregate of 1000 shares of the Surviving Corporation. The issued shares of the Surviving Corporation immediately prior to the effective time and date of the merger shall be cancelled.

6. The Plan of Merger herein made and approved shall be submitted to the sole stockholder of the Non-surviving Corporation pursuant to the laws of Delaware, and to the sole shareholder of the Surviving Corporation for their approval or rejection in the manners prescribed by the provisions of the WBCL and the DGCL.

7. In the event that the Plan of Merger shall have been approved by the stockholder entitled to vote of the Non-surviving Corporation in the manner prescribed by the provisions of the DGCL, and by the shareholder entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the WBCL, the Non-surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Wisconsin and Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-surviving Corporation and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. Notwithstanding the full approval and adoption of this Plan of Merger and to the extent permissible under the WBCL and the DGCL, the said Plan of Merger or any Articles of Merger or Certificate of Merger filed together with or in lieu of such Plan of Merger (collectively, the "Merger Filings") may be amended and/or terminated at any time prior to the effectiveness of such Merger Filings.

[SIGNATURE PAGE FOLLOWS]

**EXHIBIT A**

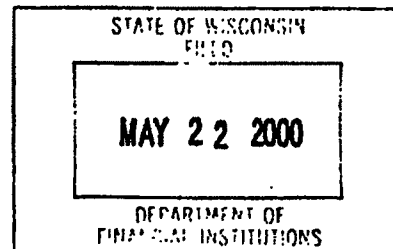
IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed by their duly authorized officers as of the date first set forth above.

PLAYCORE WISCONSIN, INC.  
a Wisconsin corporation

By:   
Name: Richard E. Ruegger  
Title: Chief Financial Officer

PLAYCORE, INC.  
a Delaware corporation

By:   
Name: Richard E. Ruegger  
Title: Chief Financial Officer



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RECORDED: 09/18/2007

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