

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Rainbow Play Systems, Inc.		12/15/2009	CORPORATION: MINNESOTA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	U.S. Bank National Association		
<b>Street Address:</b>	800 Nicollet Mall		
<b>City:</b>	Minneapolis		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55402		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 13</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3251268	RAINBOW PLAY SYSTEMS, INC. FINE RESIDENTIAL PLAY EQUIPMENT	
Registration Number:	2000360	BUILDING CHILDHOOD MEMORIES	
Registration Number:	3171247	LET YOUR IMAGINATION SOAR!	
Registration Number:	3171245	WHERE IMAGINATIONS SOAR!	
Registration Number:	3249615	RAINBOW MARKETING ASSOCIATION	
Registration Number:	3114917	DOMINATOR	
Registration Number:	3693598	RAINBOW PLAYGROUNDS AMERICA	
Registration Number:	3693650	RAINBOW PLAYGROUNDS AMERICA, INC.	
Registration Number:	3696814	ALL-AMERICAN TREEHOUSE	
Registration Number:	3696815	ALL-AMERICAN JUNGLE GYM	
Registration Number:	2928621	SUNRAY	
Registration Number:	3198435	SUNRAY PREMIUM PLAYGROUNDS	
Registration Number:	2930392	SUNRAY PREMIUM PLAYGROUNDS BY RAINBOW	

**CH \$340.00 3251268**

CORRESPONDENCE DATA

Fax Number: (612)977-8650

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 612.977.8516

Email: jbartl@briggs.com

Correspondent Name: Joyce Bartl

Address Line 1: 80 South 8th Street

Address Line 2: Suite 2200

Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	19401.1480
NAME OF SUBMITTER:	Joyce Bartl
Signature:	/s/ Joyce Bartl
Date:	12/29/2009
Total Attachments: 3 source=rainbowplaysystems.trademarks#page1.tif source=rainbowplaysystems.trademarks#page2.tif source=rainbowplaysystems.trademarks#page3.tif	

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

WHEREAS, RAINBOW PLAY SYSTEMS, INC., a Minnesota corporation (the "Debtor") executed and delivered to U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Bank") a certain Trademark Security Agreement dated as of September 28, 2001 (as previously amended from time to time, the "Existing Trademark Security Agreement"); and

WHEREAS, the Debtor has requested certain amendments to the Existing Trademark Security Agreement, and the Bank has agreed to make such amendments by amending and restating the Existing Trademark Security Agreement as set forth in a certain Amended and Restated Trademark Security Agreement dated as of December 15, 2009 by and between the Debtor and the Bank (the "Restated Trademark Security Agreement"); and

WHEREAS, notwithstanding the amendment and restatement of the Existing Trademark Security Agreement as provided in the Restated Trademark Security Agreement, the Debtor and the Bank desire and intend to preserve and reaffirm the grants of security interests, liens and pledges granted to the Bank in the Existing Trademark Security Agreement, and further the Debtor and the Bank intend that all security agreements, liens, security interests, pledges and guarantees granted in accordance with the Existing Trademark Security Agreement shall remain in full force and effect in favor of the Bank.

NOW, THEREFORE, please be advised that pursuant to the Restated Trademark Security Agreement, the Debtor has granted to the Bank a continuing security interest in and continuing lien upon all of Debtor's now owned or existing and filed and hereafter acquired or arising and filed trademarks, service marks, trademark or service mark registrations, trade names, and trademark or service mark applications, including without limitation, the Trademarks shown below:

<u>Trademark</u>	<u>App #</u>	<u>Reg #</u>
RAINBOW PLAY SYSTEMS, INC. FINE RESIDENTIAL PLAY EQUIPMENT & Design	78883679	3251268
BUILDING CHILDHOOD MEMORIES	74599582	2000360
LET YOUR IMAGINATION SOAR!	78771934	3171247
WHERE IMAGINATIONS SOAR!	78771919	3171245
RAINBOW PLAY SYSTEMS		036354
Tri-Colored Tarp Design		0019365

RAINBOW MARKETING ASSOCIATION	78946555	3249615
DOMINATOR	78338833	3114917
RAINBOW PLAYGROUNDS AMERICA	77480155	3693598
RAINBOW PLAYGROUNDS AMERICA	77480155	3693598
RAINBOW PLAYGROUNDS AMERICA, INC.	77491568	3693650
RAINBOW PLAYGROUNDS AMERICA, INC.	77491568	3693650
ALL-AMERICAN TREEHOUSE	77535949	3696814
ALL-AMERICAN JUNGLE GYM	77535956	3696815
SUNRAY	76578742	2928621
SUNRAY PREMIUM PLAYGROUNDS & Design	78772021	3198435
SUNRAY PREMIUM PLAYGROUNDS BY RAINBOW & Design	76578741	2930392

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

[SIGNATURE PAGE FOLLOWS]

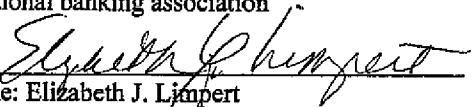
IN WITNESS WHEREOF, this Notice of Grant of Security Interest in Trademarks has been duly executed by the Debtor as of date first above written.

RAINBOW PLAY SYSTEMS, INC.,  
a Minnesota corporation

By:   
Name: C. Gregory Foster  
Title: Chief Executive Officer

Acknowledged and accepted:

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

By:   
Name: Elizabeth J. Lippert  
Title: Vice President

SIGNATURE PAGE TO NOTICE OF SECURITY INTEREST IN TRADEMARKS

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RECORDED: 12/29/2009

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