

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BNP Paribas		07/28/2006	national association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Fun Express, Inc.		
Street Address:	4206 South 108th Street		
City:	Omaha		
State/Country:	NEBRASKA		
Postal Code:	68137		
Entity Type:	CORPORATION: NEBRASKA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2510221	KIDFLUENCE	
Registration Number:	2234368		
Registration Number:	2510278	WHEN IT COMES TO FUN, WE'RE ALL BUSINESS	
CORRESPONDENCE DATA			
Fax Number:	(212)909-6836		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-909-6000		
Email:	trademarks@debevoise.com		
Correspondent Name:	Matthew Heintz, Esq.		
Address Line 1:	919 Third Avenue		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	22600-4023		
NAME OF SUBMITTER:	Matthew Heintz		

CH \$90.00 2510221

Signature:

/Matthew Heintz/

Date:

08/17/2006

Total Attachments: 4

source=TR_BNP_FunXprs#page1.tif

source=TR_BNP_FunXprs#page2.tif

source=TR_BNP_FunXprs#page3.tif

source=TR_BNP_FunXprs#page4.tif

TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS

TERMINATION AND RELEASE, dated as of July 31, 2006, from BNP Paribas, an association having a principal place of business at 787 Seventh Avenue, New York, NY 10019, as administrative agent (the "Agent") for the several banks and other financial institutions (the "Lenders") that are parties to the Credit Agreement (as hereinafter defined), to Fun Express, Inc., a Nebraska corporation, having a principal place of business at 4206 South 108th Street, Omaha, Nebraska, 68137 (the "Grantor"). Capitalized terms used herein without definition are used as defined in the Credit Agreement, dated as of August 9, 2002, among the Agent, the Grantor, General Electric Capital Corporation, as syndication agent, and the various Lenders from time to time party thereto (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement").

WITNESSETH:

WHEREAS, pursuant to that certain Grant of Trademark Security Interest, dated as of August 9, 2002 (the "Grant"), made by the Grantor in favor of the Agent, a security interest (the "Security Interest") was granted by the Grantor to the Agent in certain Pledged Trademarks (as hereinafter defined); and

WHEREAS, the Grant was recorded in the Trademark Division of the United States Patent and Trademark Office on August 19, 2002, at Reel 2568, Frame 0292; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Pledged Trademarks;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Pledged Trademarks pursuant to the Grant, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Pledged Trademarks: The term "Pledged Trademarks," as used herein, shall mean all of the Grantor's right, title and interest (including rights acquired pursuant to a license or otherwise), whether now or hereafter existing, or in which such Grantor now has or hereafter acquires an interest and wherever the same may be located, in and to all trademarks, service marks, designs, logos, indicia, trade names, trade dress, corporate names, company names, business names, fictitious business names, trade styles and/or other source and/or business identifiers and applications pertaining thereto, owned by such Grantor, or hereafter adopted and used in its business (collectively, the

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

BNP PARIBAS,
as Agent

By: 

Name: CECILE SCHERER
Title: Director
Merchant Banking Group

[Signature page to Fun Express / BNP Trademark Release]

22245238v3

TRADEMARK
REEL: 003372 FRAME: 0083

ACKNOWLEDGMENT

STATE OF NEW YORK)
 :SS:
COUNTY OF NEW YORK)

On July 28, 2006 before me, the undersigned, personally appeared
CECILE SCHERER
personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Nadia Carbone
(signature and office of individual taking acknowledgment)

NADIA CARBONE
Notary Public, State of New York
No. 31-4983445
Qualified in New York County
Commission Expires Jul 1 93 2007

SCHEDULE I

**Schedule A
Trademarks**

Trademark	Owner	Reg. / App. No.
KIDFLUENCE	Fun Express, Inc.	2,510,221
Lightning Bolt Design	Fun Express, Inc.	2,234,368
WHEN IT COMES TO FUN, WE'RE ALL BUSINESS	Fun Express, Inc.	2510278