

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RA Scottsdale Corp.		03/15/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wachovia Bank, National Association, as Administrative Agent		
Street Address:	201 South College Street		
Internal Address:	CP-8		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28288-0680		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3087776	IT'S MORE FUN IN THE RA!	
Registration Number:	3087775	RA	
Registration Number:	2209246	RA	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8363		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	512485.0273NTRASCOTTSDJES		
NAME OF SUBMITTER:	John E. Slaughter		

OP \$90.00 3087776

Signature:

/John E. Slaughter/

Date:

03/23/2007

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:


Please be advised that pursuant to the Security Agreement dated as of March 15, 2007 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks shown on Schedule 1 attached hereto (the "Trademarks") to the Administrative Agent for the ratable benefit of the Lenders.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Very truly yours,

RA SCOTTSDALE CORP.,
a Delaware corporation

By: 
Name: _____
Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: _____
Title: _____

Very truly yours,

RA SCOTTSDALE CORP.,
a Delaware corporation

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By:  _____

Name: Margarita M. Alfonso

Title: Senior Vice President

Schedule 1

**Ra Scottsdale Corp.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
IT'S MORE FUN IN THE RA!	3087776	05/02/06
RA	3087775	05/02/06
RA and Design	2209246	12/08/98

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