

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM309978

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
POOF-Summit Holdings, LLC		06/30/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	THL Corporate Finance, Inc., as Administrative Agent		
Street Address:	100 Federal Street, 31st Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	3241068	BACKYARD SAFARI	
Registration Number:	3407675	BOOM BLASTERS	
Registration Number:	4440963	COVERT FORCE	
Registration Number:	3572981	GARDEN GIRLZ	
Registration Number:	3680137	MOTO HEADZ	
Registration Number:	3510380	SUMMIT	
Registration Number:	4237926	TEST PILOT	
Registration Number:	3510379	TOYS WITH A TWIST	
Registration Number:	3703921	WHAT ARE YOU SAVING FOR	
Registration Number:	2967934	YOUNIVERSE	
Registration Number:	3462868	ZILLIONZ	
Serial Number:	76714941	STINK BUGZZZ	
Registration Number:	2579457	ME & MY PET	
CORRESPONDENCE DATA			
Fax Number:	6175269899		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	6175269628		
Email:	cslattery@proskauer.com		
TRADEMARK			

CH \$340.00 3241068

Correspondent Name: Christine Slattery
Address Line 1: Proskauer Rose LLP
Address Line 2: One International Place
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER: 73675/073

NAME OF SUBMITTER: Christine Slattery

SIGNATURE: /Christine Slattery/

DATE SIGNED: 07/08/2014

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 and Pledge Agreement dated as of June 30, 2014 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and THL Corporate Finance, Inc., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademark registrations and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark Registration No.</u>	<u>Description of Registered Trademark</u>	<u>Date of Trademark Registration</u>
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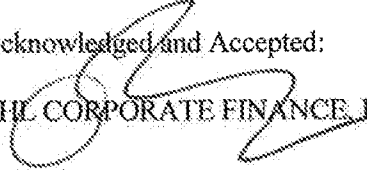
See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Application</u>
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See Schedule 1 attached hereto

Acknowledged and Accepted:


THL CORPORATE FINANCE INC., as Administrative Agent

By: _____


Name: Christopher J. Flynn

Title: Co-President

[Signature Page to Trademarks Notice (POOF-Summit Holdings, LLC)]

TRADEMARK
REEL: 005318 FRAME: 0492

Acknowledged and Accepted:


THE CORPORATE FINANCE INC., as Administrative Agent

By: _____

Name: Christopher J. Flynn

Title: Co-President

[Signature Page to Trademarks Notice (POOF-Summit Holdings, LLC)]

TRADEMARK
REEL: 005318 FRAME: 0493

Schedule 1

POOF-Summit Holdings, LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
BACKYARD SAFARI	3241068	05/15/07
BOOM BLASTERS	3407675	04/08/08
COVERT FORCE	4440963	11/26/13
GARDEN GIRLZ	3572981	02/10/09
ME & MY PET	2579457	06/11/02
MOTO HEADZ	3680137	09/08/09
SUMMIT	3510380	10/07/08
TEST PILOT	4237926	11/06/12
TOYS WITH A TWIST	3510379	10/07/08
WHAT ARE YOU SAVING FOR	3703921	11/03/09
YOUNIVERSE and Design	2967934	07/12/05
ZILLIONZ	3462868	07/08/08

Pending Application

Mark	Appl. No.	Filing Date
STINK BUGZZZ	76714941	09/10/13