

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM352423

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Agent		08/21/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Antares Capital LP, as Agent		
Street Address:	500 West Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 29			
Property Type	Number	Word Mark	
Registration Number:	4642429	BENDON	
Registration Number:	4581872	BENDON	
Registration Number:	4581871	BENDON	
Registration Number:	2732304	BENDON	
Registration Number:	3304822	GIGGLE & GROW	
Registration Number:	3628232	IMAGINE BY BENDON	
Registration Number:	4322021	IMAGINE INK	
Registration Number:	4322020	MAGIC INK	
Registration Number:	4273622	RUB & REVEAL	
Registration Number:	4307834	WATER SURPRISE	
Registration Number:	3538442	A BOOK ABOUT US!	
Registration Number:	2169985	BIG BEST BOOK	
Registration Number:	2482135	BRIGHT IDEA	
Registration Number:	2184874	CREATIVE EDGE	
Registration Number:	2120339	DALMATIAN PRESS	
Registration Number:	2233041	DALMATIAN PRESS	
Registration Number:	2065895	DALMATIAN PRESS	
Registration Number:	2154532	DALMATIAN PRESS PUPPY PACK	
Registration Number:	2231317		
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	3210582	HAPPY TALES
Registration Number:	2220382	PIGGY TOES PRESS
Registration Number:	2168401	PUPPY PACK
Registration Number:	4230501	RANDALL REINDEER
Registration Number:	3727303	SONRISAS
Registration Number:	3149631	SPIRIT PRESS
Registration Number:	2102176	SPOT THE DIFFERENCE
Registration Number:	2430207	
Registration Number:	2045129	TEAR AND SHARE
Registration Number:	2171825	THE ULTIMATE FUN BOOK

CORRESPONDENCE DATA

Fax Number: 6179518736

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.

Phone: 617-951-8132

Email: linda.salera@morganlewis.com

Correspondent Name: Linda A. Salera

Address Line 1: One Federal Street

Address Line 2: c/o Morgan, Lewis & Bockius LLP

Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Linda A. Salera
SIGNATURE:	/Linda A. Salera/
DATE SIGNED:	08/24/2015

Total Attachments: 11

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**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “**Assignment**”), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, “**GECC**”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “**Retiring Agent**”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “**Antares**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

RECITALS:

WHEREAS, Bendon, Inc., a Delaware corporation, Dalmatian Press, LLC, a Tennessee limited liability company (each a “**Grantor**”, and collectively, the “**Grantors**”) and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”) covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Retiring Agent and Successor Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

GENERAL ELECTRIC CAPITAL
CORPORATION

By: 

Name: PATRICK LEE

Title: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: 

Name: PATRICK LEE

Title: Duly Authorized Signatory

EXHIBIT A

Copyright Security Agreement dated as of March 30, 2015 and filed with the United States Copyright Office on April 1, 2015 and with Dalmatian Press, LLC as the Grantor.

Trademark Security Agreement dated as of March 30, 2015, filed with the United States Patent and Trademark Office on March 30, 2015 at Reel 5488 Frame 0032 and with Dalmatian Press, LLC as the Grantor.

Trademark Security Agreement dated as of March 30, 2015, filed with the United States Patent and Trademark Office on March 30, 2015 at Reel 5488 Frame 0008 and with Bendon, Inc. as the Grantor.

Patent Security Agreement dated as of March 30, 2015, filed with the United States Patent and Trademark Office on March 30, 2015 at Reel 035336 Frame 0583 and with Dalmatian Press, LLC as the Grantor.

Patent Security Agreement dated as of March 30, 2015, filed with the United States Patent and Trademark Office on March 30, 2015 at Reel 035336 Frame 0681 and with Bendon, Inc. as the Grantor.

EXHIBIT B

[See Attached]

Copyright Registrations

Title	Registered Party	Country	Reg. No.
Mommy Loves Me (Lots and Lots and Lots)	Dalmatian Press, LLC	USA	TX 5-993-860
Everything I Know About the Clock	Dalmatian Press, LLC	USA	TX 5-993-862
Everything I Know About the Potty	Dalmatian Press, LLC	USA	TX 5-993-861
The Lord's Prayer	Dalmatian Press, LLC	USA	TX 6-064-530
A Story of Three Trees; and the miracle of prayer	Dalmatian Press, LLC	USA	TX 6-064-672

(Patent Schedule to Security Agreement at Reel 035336, Frame 0681)

Patent Registrations

Patent Reg. No	Registered Party	Country	Filing Date	Title
29221810D537876	Bendon, Inc. (by assignment from Artistic Studios, Ltd., LLC)	USA	01/21/2005	Children's Activity Set and Lap Desk
29221852D530371	Bendon, Inc. (by assignment from Artistic Studios, Ltd., LLC)	USA	01/21/2005	Children's Activity Set and Lap Desk
29222738D529958	Bendon, Inc. (by assignment from Artistic Studios, Inc.)	USA	02/03/2005	Children's Fun Board Set
29215257D523080	Bendon, Inc. (by assignment from Artistic Studios, Ltd., LLC)	USA	10/15/2004	Children's Activity Set

Patent Application No.	Party	Country	Application Date	Title
62/017,598 (Provisional)	Bendon, Inc.	USA	6/26/14	Rapid Pop-Up Collapsible Drawing Easel

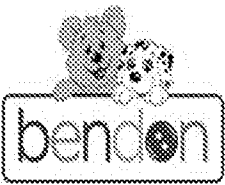


(Patent Schedule to Security Agreement at Reel 035336, Frame 0583)

Patent Registrations

Patent Reg. No	Registered Party	Country	Filing Date	Title
5,833,509	Dalmatian Press, LLC	USA	11/10/98	Bendable Figurine Book
5,788,286	Dalmatian Press, LLC	USA	08/04/98	Children's Book with Hologram Features
D421,409	Dalmatian Press, LLC	USA	03/07/00	Fold-Out Figure
D480,109	Dalmatian Press, LLC	USA	09/25/02	Interactive Quiz Machine With Cartridge
D478,126	Dalmatian Press, LLC	USA	09/25/02	Interactive Quiz Machine
D480,108	Dalmatian Press, LLC	USA	09/25/02	Interactive Quiz Cartridge
D481071	Dalmatian Press, LLC	USA	09/25/02	Interactive Quiz Machine With Cartridge In An Open Position
D490,467	Dalmatian Press, LLC	USA	09/25/02	Interactive Quiz Cartridge In An Open Position

(Trademark Schedule to Security Agreement at Reel 5488, Frame 0008)

Trademark Registrations

Trademark	Registered Party	Country	Reg. No.
BENDON 	Bendon, Inc.	USA	4642429
BENDON	Bendon, Inc.	USA	4581872
BENDON 	Bendon, Inc.	USA	4581871
BENDON 	Bendon, Inc.	USA	2732304

Trademark	Registered Party	Country	Reg. No.
GIGGLE & GROW	Bendon, Inc.	USA	3304822
IMAGINE BY BENDON	Bendon, Inc.	USA	3628232
IMAGINE INK	Bendon, Inc.	USA	4322021
MAGIC INK	Bendon, Inc.	USA	4322020
RUB & REVEAL	Bendon, Inc.	USA	4273622
WATER SIRPRISE	Bendon, Inc.	USA	4307834

(Trademark Schedule to Security Agreement at Reel 5488, Frame 0032)

Trademark Registrations

Trademark	Registered Party	Country	Reg. No.
A BOOK ABOUT US!	Dalmatian Press, LLC	USA	3,538,442
BIG BEST BOOK	Dalmatian Press, LLC	USA	2,169,985
BRIGHT IDEA	Dalmatian Press, LLC	USA	2,482,135
CREATIVE EDGE	Dalmatian Press, LLC	USA	2,184,874
DALMATIAN PRESS	Dalmatian Press, LLC	USA	2,120,339
DALMATIAN PRESS	Dalmatian Press, LLC	USA	2,233,041
DALMATIAN PRESS & DESIGN	Dalmatian Press, LLC	USA	2,065,895
DALMATIAN PRESS PUPPY PACK	Dalmatian Press, LLC	USA	2,154,532
DALMATIAN SPOTTED BORDER DESIGN	Dalmatian Press, LLC	USA	2,231,317
HAPPY TALES & DESIGN	Dalmatian Press, LLC	USA	3,210,582

Trademark	Registered Party	Country	Reg. No.
PIGGY TOES PRESS	Dalmatian Press, LLC	USA	2,220,382
PUPPY PACK	Dalmatian Press, LLC	USA	2,168,401
RANDALL REINDEER	Dalmatian Press, LLC	USA	4,230,501
SONRISAS & SMILE DESIGN	Dalmatian Press, LLC	USA	3,727,303
SPIRIT PRESS	Dalmatian Press, LLC	USA	3,149,631
SPOT THE DIFFERENCE	Dalmatian Press, LLC	USA	2,102,176
SPOTTED BORDER DESIGN	Dalmatian Press, LLC	USA	2,430,207
TEAR AND SHARE	Dalmatian Press, LLC	USA	2,045,129
THE ULTIMATE FUN BOOK	Dalmatian Press, LLC	USA	2,171,825