

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM497971

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ZOOB CORPORATION		07/27/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	PINEBRIDGE STRUCTURED CAPITAL PARTNERS III, L.P.		
Street Address:	399 PARK AVENUE		
Internal Address:	4TH FLOOR		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Limited Partnership: DELAWARE		
Name:	PINEBRIDGE STRUCTURED CAPITAL PARTNERS OFFSHORE III-A, L.P.		
Street Address:	399 PARK AVENUE		
Internal Address:	4TH FLOOR		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Limited Partnership: CAYMAN ISLANDS		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2908788	INFINITOY	
Registration Number:	3305673	ZOOB	
Registration Number:	5096539	ZOOB BUILDERZ	
Registration Number:	2458793		
Registration Number:	5096540	ZOOB RACERZ	
CORRESPONDENCE DATA			
Fax Number:	3105572193		
<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:	310-557-2900		
Email:	klathrop@proskauer.com		

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Correspondent Name: PROSKAUER ROSE LLP
Address Line 1: 2029 CENTURY PARK EAST, SUITE 2400
Address Line 2: C/O KIMBERLEY A. LATHROP
Address Line 4: LOS ANGELES, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	11816.021 Zoob
NAME OF SUBMITTER:	Kimberley A. Lathrop
SIGNATURE:	/Kimberley A. Lathrop/
DATE SIGNED:	11/13/2018

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 July 27, 2018 (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 PINEBRIDGE STRUCTURED CAPITAL PARTNERS III, L.P. and PINEBRIDGE STRUCTURED CAPITAL PARTNERS OFFSHORE III-A, L.P. (the "Purchasers"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademark registrations and trademark applications shown below to the Purchasers 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

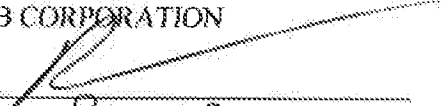
<u>Trademark Application No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Application</u>
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See Schedule 1 attached hereto

The undersigned Obligor and the Purchasers, hereby acknowledge and agree that the security interest in the foregoing trademark registrations and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark registration or trademark application (or any subject matter covered thereby).

Very truly yours,

ZOOB CORPORATION

By: 
Name: Robert E. Olson
Title: CEO Alex Brande

The undersigned Obligor and the Purchasers, hereby acknowledge and agree that the security interest in the foregoing patents and patent applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any patent or patent application (or any subject matter covered thereby).

Very truly yours,

ZOOB CORPORATION

By: _____
Name: _____
Title: _____

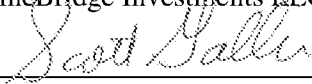
Acknowledged and Accepted:

PINEBRIDGE STRUCTURED CAPITAL PARTNERS III, L.P., as a Purchaser

By: PineBridge Structured Capital General Partner III, L.P., its general Partner

By: PineBridge Structured Capital General Partner III, LLC, its general Partner

By: PineBridge Investments LLC, its sole member

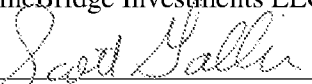
By: 
Name: Scott Gallin
Title: Managing Director

PINEBRIDGE STRUCTURED CAPITAL PARTNERS OFFSHORE III-A, L.P., as a Purchaser

By: PineBridge Structured Capital General Partner III, L.P., its general Partner

By: PineBridge Structured Capital General Partner III, LLC, its general Partner

By: PineBridge Investments LLC, its sole member

By: 
Name: Scott Gallin
Title: Managing Director

SCHEDULE 1

MARK	COUNTRY NAME	SERIAL NUMBER	FILING DATE	REG. NUMBER	REG. DATE
INFINITOY	United States of America	78338916	Dec 10, 2003	2908788	Dec 7, 2004
ZOOB	United States of America	77063548	Dec 13, 2006	3305673	Oct 9, 2007
ZOOB BUILDERZ	United States of America	86702163	Jul 23, 2015	5096539	Dec 6, 2016
Zoob Image	United States of America	75833997	Oct 28, 1999	2458793	Jun 5, 2001
ZOOB RACERZ	United States of America	86702178	Jul 23, 2015	5096540	Dec 6, 2016