

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM497953

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
POOF-SLINKY, LLC		07/27/2018	Limited Liability Company: MICHIGAN
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: 71			
Property Type	Number	Word Mark	
Registration Number:	4036665	4-WAY COUNTDOWN!	
Registration Number:	4036657	4WAY SPELLDOWN	
Registration Number:	3054590	ADVERTEASING	
Registration Number:	3668085	AMAZE-N-MARBLES	
Registration Number:	1934336	AQUA-BOMB	
Registration Number:	0704557	BAS-KET	
Registration Number:	1363895	BIBLE "TRIVIA"	
Registration Number:	2008281	BIBLE "TRIVIA"	
Registration Number:	4769211	BUSTED	
Registration Number:	0970636	CADACO	
Registration Number:	1889875	CADACO	
TRADEMARK			

CH \$1790.00 4036665

Property Type	Number	Word Mark
Registration Number:	3668084	FIDDLESTIX
Registration Number:	3576937	FLIP N' COLOR
Registration Number:	3668082	FRONTIER LOGS
Registration Number:	2402881	
Registration Number:	2887356	HOVER BLASTER
Registration Number:	3322195	IDEAL
Registration Number:	3322194	IDEAL
Registration Number:	4445079	MAXIMUM BOOM
Registration Number:	1706951	MINILABS
Registration Number:	2269099	MINILABS
Registration Number:	3408930	MY FIRST DINO KIT
Registration Number:	2433693	MY FIRST MAGIC SET
Registration Number:	3532227	MY FIRST ROCK COLLECTING KIT
Registration Number:	3126877	MY FIRST SCIENCE KIT
Registration Number:	3586171	MY FIRST SCIENCE LAB
Registration Number:	3713673	NATURE SHADES
Registration Number:	1137993	ORIGINAL PLASTIC SLINKY
Registration Number:	2050029	POCKET PLANE
Registration Number:	1705192	POOF
Registration Number:	4449071	POOF
Registration Number:	1705191	POOF
Registration Number:	2019682	POP TOOBS
Registration Number:	4399904	PRO GOLD
Registration Number:	2899291	RACK 'N' ROLL BOWL
Registration Number:	5286991	RAINBOW SLINKY
Registration Number:	2335994	RAM ROCKET
Registration Number:	5222396	SHOOT OUT HOCKEY
Registration Number:	4908645	SHOOT THE MOON
Registration Number:	1775979	SLAM BAS-KET
Registration Number:	3908240	SLAP HAPPY
Registration Number:	1455493	SLINKY
Registration Number:	2971531	SLINKY
Registration Number:	2741708	SLINKY
Registration Number:	0427951	SLINKY JAMES
Registration Number:	3325303	SLINKY
Registration Number:	2939489	SLINKY
Registration Number:	4461458	SLINKY DOGS
Registration Number:	2265735	SLINKY PETS

Property Type	Number	Word Mark
Registration Number:	3214330	SNO-ART KIT
Registration Number:	5041627	SNO-MUCH FUN!
Registration Number:	4714057	SNO-STRIKER
Registration Number:	1111393	SNOW WHITE AND THE SEVEN DWARFS
Registration Number:	4449162	SPA LA LA
Registration Number:	3544452	SPECTACULAR MAGIC SHOW
Registration Number:	3092089	SPEED BALL
Registration Number:	2202291	SPELLTIME
Registration Number:	0961945	SPIN WHEELS
Registration Number:	2211897	SUM TIME
Registration Number:	1866627	SUPER SPRAY CHALK
Registration Number:	2842766	SURE SHOT
Registration Number:	3911304	TILTON' MILTON
Registration Number:	3586170	TOTALLY GLAMOROUS SPA KIT
Registration Number:	3410185	TOTALLY NASTY SCIENCE
Registration Number:	0509088	TRIPOLEY
Registration Number:	3683180	TRIPOLEY
Registration Number:	4945384	WALKING SPRING TOY
Registration Number:	3603347	WHEEL RACER
Registration Number:	4819208	WHOA! DOMINOES
Registration Number:	4800283	WOOD WONDERS
Registration Number:	4521586	YUCK-O

CORRESPONDENCE DATA

Fax Number: 3105572193

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: 310-557-2900

Email: klathrop@proskauer.com

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 POOF-Slinky
NAME OF SUBMITTER:	Kimberley A. Lathrop
SIGNATURE:	/Kimberley A. Lathrop/
DATE SIGNED:	11/13/2018

Total Attachments: 7

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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,

POOF-SLINKY, LLC

By: 
Name: Robert E. Cole
Title: CEO Alex Brand

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,

POOF-SLINKY, LLC

By: _____
Name: _____
Title: _____

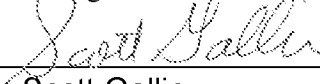
Acknowledged and Accepted:

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
4-WAY COUNTDOWN!	United States of America	76706861	Mar 16, 2011	4036665	Oct 11, 2011
4-WAY SPELLDOWN!	United States of America	76706722	Mar 9, 2011	4036657	Oct 11, 2011
ADVERTEASING	United States of America	78557561	Feb 1, 2005	3054590	Jan 31, 2006
AMAZE-N-MARBLES	United States of America	76695650	Feb 6, 2009	3668085	Aug 18, 2009
AQUA-BOMB	United States of America	74539847	Jun 20, 1994	1934336	Nov 7, 1995
BAS-KET	United States of America	72091515	Feb 24, 1960	704557	Sep 20, 1960
BIBLE "TRIVIA"	United States of America	73479527	May 9, 1984	1363895	Oct 1, 1985
BIBLE "TRIVIA"	United States of America	75007621	Oct 19, 1995	2008281	Oct 15, 1996
BUSTED	United States of America	85926401	May 8, 2013	4769211	Jul 7, 2015
CADACO	United States of America	72339132	Sep 29, 1969	970636	Oct 16, 1973
CADACO	United States of America	74528272	May 23, 1994	1889875	Apr 18, 1995
FIDDLESTIX	United States of America	76695649	Feb 6, 2009	3668084	Aug 18, 2009
FLIP N' COLOR	United States of America	77155874	Apr 13, 2004	3576937	Feb 17, 2009
FRONTIER LOGS	United States of America	76695644	Feb 6, 2009	3668082	Aug 18, 2009
GEOMETRIC DESIGN - splayed open	United States of America	75716651	May 28, 1999	2402881	Nov 7, 2000
HOVER BLASTER	United States of America	76513717	May 13, 2003	2887356	Sep 21, 2004
IDEAL	United States of America	76668844	Nov 13, 2006	3322195	Oct 30, 2007
IDEAL AND OVAL DESIGN	United States of America	76668843	Nov 13, 2006	3322194	Oct 30, 2007
MAXIMUM BOOM	United States of America	85808256	Dec 20, 2012	4445079	Dec 3, 2013

MINILABS	United States of America	74145901	Mar 11, 1991	1706951	Aug 11, 1992
MINILABS	United States of America	75533396	Aug 10, 1998	2269099	Aug 10, 1999
MY FIRST DINO KIT	United States of America	77277578	Sep 12, 2007	3408930	Apr 8, 2008
MY FIRST MAGIC SET	United States of America	76042660	May 5, 2000	2433693	Mar 6, 2001
MY FIRST ROCK COLLECTING KIT	United States of America	77356079	Dec 19, 2007	3532227	Nov 11, 2008
MY FIRST SCIENCE KIT	United States of America	78708136	Sep 7, 2005	3126877	Aug 8, 2006
MY FIRST SCIENCE LAB	United States of America	77515625	Jul 7, 2008	3586171	Mar 10, 2009
NATURE SHADES	United States of America	76697185	May 4, 2009	3713673	Nov 24, 2009
ORIGINAL PLASTIC SLINKY	United States of America	203091	Feb 8, 1979	1137993	Jul 22, 1980
POCKET PLANE	United States of America	561411	Aug 15, 1994	2050029	Apr 1, 1997
POOF	United States of America	74211510	Oct 9, 1991	1705192	Aug 4, 1992
POOF	United States of America	85828327	Jan 21, 2013	4449071	Dec 10, 2013
POOF - STYLIZED LETTERS	United States of America	74211509	Oct 9, 1991	1705191	Aug 4, 1992
POP-TOOB	United States of America	74584750	Oct 12, 1994	2019682	Nov 26, 1996
PRO GOLD	United States of America	85841383	Feb 5, 2013	4399904	Sep 10, 2013
RACK 'N' ROLL BOWL	United States of America	78096035	Nov 30, 2001	2899291	Nov 2, 2004
RAINBOW SLINKY Logo	United States of America	86850944	Dec 16, 2015	5286991	Sep 12, 2017
RAM ROCKET	United States of America	75713603	May 25, 1999	2335994	Mar 28, 2000
SHOOT OUT HOCKEY	United States of America	87223879	Nov 2, 2016	5222396	Jun 13, 2017
SHOOT THE MOON	United States of America	86708317	Jul 29, 2015	4908645	Mar 1, 2016
SLAM BAS-KET	United States of America	74251070	Mar 2, 1992	1775979	Jun 8, 1993

SLAP HAPPY	United States of America	76701978	Mar 8, 2010	3908240	Jan 18, 2011
SLINKY	United States of America	629147	Nov 7, 1986	1455493	Sep 1, 1987
SLINKY	United States of America	76445428	Aug 30, 2002	2971531	Jul 19, 2005
SLINKY	United States of America	76460833	Oct 22, 2002	2741708	Jul 29, 2003
SLINKY & Design	United States of America	71494073	Dec 29, 1945	427951	Mar 4, 1947
SLINKY (Audio sounds)	United States of America	76643953	Aug 1, 2005	3325303	Oct 30, 2007
SLINKY (Note Pads)	United States of America	76585128	Apr 6, 2004	2939489	Apr 12, 2005
SLINKY DOGS	United States of America	85897497	Apr 8, 2013	4461458	Jan 7, 2014
SLINKY PETS	United States of America	75432983	Feb 12, 1998	2265735	Jul 27, 1999
SNO-ART KIT	United States of America	78779806	Dec 22, 2005	3214330	Feb 27, 2007
SNO-MUCH FUN!	United States of America	86298872	Jun 3, 2014	5041627	Sep 13, 2016
SNO-STRIKER	United States of America	86298830	Jun 3, 2014	4714057	Mar 31, 2015
SNOW WHITE AND THE SEVEN DWARFS	United States of America	73163256	Mar 23, 1978	1111393	Jan 16, 1979
SPA LA LA	United States of America	85879057	Mar 18, 2013	4449162	Dec 10, 2013
SPECTACULAR MAGIC SHOW	United States of America	77236074	Jul 23, 2007	3544452	Dec 9, 2008
SPEED-BALL (fanciful)	United States of America	76639178	May 20, 2005	3092089	May 16, 2006
SPELLTIME	United States of America	75335971	Aug 5, 1997	2202291	Nov 3, 1998
SPIN WHEELS	United States of America	410299	Dec 15, 1971	961945	Jun 26, 1973
SUM TIME	United States of America	75336134	Aug 5, 1997	2211897	Dec 15, 1998
SUPER SPRAY CHALK	United States of America	74481204	Jan 24, 1994	1866627	Dec 6, 1994
SURE SHOT	United States of America	76524896	Jun 24, 2003	2842766	May 18, 2004

TILTON' MILTON	United States of America	76701427	Feb 1, 2010	3911304	Jan 25, 2011
TOTALLY GLARMOROUS SPA KIT	United States of America	77515618	Jul 7, 2008	3586170	Mar 10, 2009
TOTALLY NASTY SCIENCE	United States of America	77211574	Jun 21, 2007	3410185	Apr 8, 2008
TRIPOLEY	United States of America	71547230	Jan 16, 1948	509088	Apr 26, 1949
TRIPOLEY	United States of America	77709581	Apr 8, 2009	3683180	Sep 15, 2009
WALKING SPRING TOY	United States of America	86708463	Jul 29, 2015	4945384	Apr 26, 2016
WHEEL RACER	United States of America	77224500	Jul 9, 2007	3603347	Apr 7, 2009
WHOA! DOMINOES	United States of America	86327107	Jul 2, 2014	4819208	Sep 22, 2015
Wood Wonders	United States of America	86069326	Sep 19, 2013	4800283	Aug 25, 2015
YUCK-O	United States of America	86068212	Sep 18, 2013	4521586	Apr 29, 2014