

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM559388

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PINEBRIDGE STRUCTURED CAPITAL PARTNERS III, L.P.		01/28/2020	Limited Partnership: DELAWARE
PINEBRIDGE STRUCTURED CAPITAL PARTNERS OFFSHORE III-A, L.P.		01/28/2020	Limited Partnership: CAYMAN ISLANDS

RECEIVING PARTY DATA

Name:	LUCKY GOLDEN TOY FINANCE I, LLC
Street Address:	200 BELLEVUE PARKWAY, SUITE 210
Internal Address:	C/O INTERTRUST CORPORATE SERVICES DELAWARE LTD.
City:	WILMINGTON
State/Country:	DELAWARE
Postal Code:	19809
Entity Type:	Limited Liability Company: DELAWARE
Name:	LUCKY GOLDEN TOY FINANCE II, LLC
Street Address:	200 BELLEVUE PARKWAY, SUITE 210
Internal Address:	C/O INTERTRUST CORPORATE SERVICES DELAWARE LTD.
City:	WILMINGTON
State/Country:	DELAWARE
Postal Code:	19809
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	3171397	A TO Z
Registration Number:	3317706	BAG BALL
Registration Number:	3743002	BLACKOUT
Registration Number:	3321340	BOOBY TRAP
Registration Number:	3173582	BUBBA THE BOTTOM FEEDER
Registration Number:	3572383	BULLS-EYE WASHERS
Registration Number:	3410161	CHALK LINE EXPRESS
Registration Number:	3668411	CHUCK-O

CH \$690.00 3171397

Property Type	Number	Word Mark
Registration Number:	3966453	DON'T TIP THE WAITER
Registration Number:	2144132	FUNDEX GAMES
Registration Number:	2906666	GREAT AMERICAN PUZZLE FACTORY
Registration Number:	4805209	GUY GEAR
Registration Number:	4118715	HIT THE DECK
Registration Number:	4477713	HOT POTATO
Registration Number:	3688985	HOT POTATO SPLASH
Registration Number:	3173933	HOT ROPE
Registration Number:	3530682	JARTS EVERYONE'S FAVORITE LAWN GAME
Registration Number:	3636552	JARTS SPLASH
Registration Number:	3624503	PRIVACY
Registration Number:	3319695	RAGE
Registration Number:	3537061	RECREACTION
Registration Number:	3537062	RECREACTION GAMES
Registration Number:	3500451	RINGERS
Registration Number:	3617896	SHAKE
Registration Number:	3341294	TOP TOSS
Registration Number:	3173934	WHAT'S IN NED'S HEAD
Registration Number:	3449060	WHEN PIGS FLY

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 Fundex
NAME OF SUBMITTER:	Kimberley A. Lathrop
SIGNATURE:	/Kimberley A. Lathrop/
DATE SIGNED:	01/28/2020

Total Attachments: 6

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ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL

ASSIGNMENT dated as of January 28, 2020, from PineBridge Structured Capital Partners III, L.P. (“PB Structured Capital”) and PineBridge Structured Capital Partners Offshore III-A, L.P. (together with PB Structured Capital, the “Existing Purchasers”), to Lucky Golden Toy Finance I, LLC (“Golden I”) and Lucky Golden Toy Finance II, LLC (together with Golden I, the “Successor Purchasers”). All terms capitalized but not otherwise defined herein shall have the meanings as in the Trademark Security Agreement as defined below.

W I T N E S S E T H:

WHEREAS, pursuant to that certain Notice of Grant of Security Interest in Trademarks, dated as of July 27, 2018 by Poof-Slinky Fundex LLC in favor of the Existing Purchasers, recorded with the Trademark Assignment Division of the United States Patent and Trademark Office on November 13, 2018 at Reel 6536 Frame 0897 (the “Trademark Security Agreement”), Poof-Slinky Fundex LLC granted a security interest to the Existing Purchasers for the ratable benefit of the holders of the Secured Obligations in certain Trademark Collateral including the trademarks set forth on Schedules A hereto;

WHEREAS, the Existing Purchasers has assigned all of their rights, powers and privileges under the Trademark Security Agreement to the Successor Purchasers; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Assignment, the Existing Purchasers hereby acknowledges and agrees as follows:

1. Definitions. The term “Trademark Collateral” shall mean those items listed on Schedule 1 of the Trademark Security Agreement, and includes, without limitation, those items listed on Schedule A.

2. Assignment of Security Interest. The Existing Purchasers hereby assign all of its rights, powers and privileges under the Trademark Security Agreement, including those respecting the Trademark Collateral, to the Successor Purchasers.

3. Further Assurances. The Existing Purchasers hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect this Assignment.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest in Trademark Collateral by its duly authorized officer as of the date first written above.

EXISTING PURCHASERS:

PINEBRIDGE STRUCTURED CAPITAL PARTNERS III, L.P.

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: FT Chong
Title: Managing Director

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

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: FT Chong
Title: Managing Director


IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest in Trademark Collateral by its duly authorized officer as of the date first written above.

SUCCESSOR PURCHASERS:

LUCKY GOLDEN TOY FINANCE I, LLC, a
Delaware limited liability company

By: 
Name: FT Chong
Title: President

LUCKY GOLDEN TOY FINANCE II, LLC, a
Delaware limited liability company

By: 
Name: FT Chong
Title: President

Schedule A

(See attached)

SCHEDULE 1

MARK	COUNTRY NAME	SERIAL NUMBER	FILING DATE	REG. NUMBER	REG. DATE
A TO Z	United States of America	78782017	Dec 28, 2005	3171397	Nov 14, 2006
BAG BALL	United States of America	78877959	May 5, 2006	3317706	Oct 23, 2007
BLACKOUT	United States of America	77482038	May 23, 2008	3743002	Jan 26, 2010
Booby Trap	United States of America	78839558	Mar 16, 2006	3321340	Oct 23, 2007
BUBBA THE BOTTOM FEEDER	United States of America	78692833	Aug 15, 2005	3173582	Nov 21, 2006
BULLS-EYE WASHERS	United States of America	77513592	Jul 2, 2008	3572383	Feb 10, 2009
CHALK LINE EXPRESS	United States of America	77175280	May 8, 2007	3410161	Apr 8, 2008
CHUCK-O	United States of America	77513574	Jul 2, 2008	3668411	Aug 18, 2009
DON'T TIP THE WAITER	United States of America	85179079	Nov 17, 2010	3966453	May 24, 2011
FUNDEX GAMES	United States of America	75163348	Sep 3, 1996	2144132	Mar 17, 1998
GREAT AMERICAN PUZZLE FACTORY	United States of America	78325636	Nov 10, 2003	2906666	Nov 30, 2004
GUY GEAR	United States of America	86327806	Jul 3, 2014	4805209	Sep 1, 2015
HIT THE DECK	United States of America	85434970	Sep 29, 2011	4118715	Mar 27, 2012
HOT POTATO	United States of America	85962708	Jun 18, 2013	4477713	Feb 4, 2014
HOT POTATO SPLASH	United States of America	77688683	Mar 11, 2009	3688985	Sep 29, 2009
HOT ROPE	United States of America	78781978	Dec 28, 2005	3173933	Nov 21, 2006
JARTS EVERYONE'S FAVORITE LAWN GAME	United States of America	77441373	Apr 7, 2008	3530682	Nov 11, 2008
JARTS SPLASH	United States of America	77489513	Jun 3, 2008	3636552	Jun 9, 2009
PRIVACY	United States of America	77515662	Jul 7, 2008	3624503	May 19, 2009

RAGE	United States of America	78531215	Dec 13, 2004	3319695	Oct 23, 2007
RECREACTION	United States of America	77495435	Jun 10, 2008	3537061	Nov 25, 2008
RECREACTION GAMES	United States of America	77495443	Jun 10, 2008	3537062	Nov 25, 2008
RINGERS	United States of America	77489503	Jun 3, 2008	3500451	Sep 8, 2008
SHAKE	United States of America	78957311	Aug 22, 2006	3617896	May 5, 2009
TOP TOSS	United States of America	78692887	Aug 15, 2005	3341294	Nov 20, 2007
WHAT'S IN NED'S HEAD	United States of America	78781989	Dec 28, 2005	3173934	Nov 21, 2006
WHEN PIGS FLY	United States of America	77308171	Oct 19, 2007	3449060	Jun 17, 2008