

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Melissa & Doug, LLC		04/02/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	901 Main Street
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202-3714
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 120

Property Type	Number	Word Mark
Registration Number:	4245610	SUSPEND
Registration Number:	4293064	WHITTLE WORLD
Registration Number:	4068471	SCRATCHIN' HOT
Registration Number:	3264754	SAY YES TO PAINTING!
Registration Number:	3342063	GO PAINT!
Registration Number:	3233349	SUNNY PATCH
Registration Number:	3497223	INSPIRED DESIGN
Registration Number:	3321628	THE GIRLFRIENDS BOX OF QUESTIONS
Registration Number:	3403317	ART ESSENTIALS
Registration Number:	3219740	SCRATCH ART
Registration Number:	3168614	WOW VELVET
Registration Number:	3277573	HIGHWRITER
Registration Number:	3411707	THE BOX GIRLS
Registration Number:	3153866	THE THANKSGIVING BOX OF QUESTIONS

TRADEMARK

Registration Number:	3214267	DRAW & LEARN
Registration Number:	3243045	CLEAR-SCRATCH
Registration Number:	3131468	LIGHT CATCHER
Registration Number:	3129623	BAND IN A BOX
Registration Number:	3269655	COLOR LOCO
Registration Number:	3412813	FRESH START
Registration Number:	3073645	THE HANUKKAH BOX OF QUESTIONS
Registration Number:	3073631	THE CHRISTMAS BOX OF QUESTIONS
Registration Number:	3231773	PICTURE BOARD
Registration Number:	2962250	WRITE A MAT
Registration Number:	2827985	THE STRAIGHT EDGE PRESS
Registration Number:	2797802	MAKIN' MUSIC
Registration Number:	2843981	MIGHTY BUILDERS
Registration Number:	3927701	SUNNY PATCH
Registration Number:	3906770	SUNNY PATCH
Registration Number:	3927699	SUNNY PATCH
Registration Number:	3906769	SUNNY PATCH
Registration Number:	3927698	SUNNY PATCH
Registration Number:	3906768	SUNNY PATCH
Registration Number:	3927697	SUNNY PATCH
Registration Number:	3906749	SUNNY PATCH
Registration Number:	3930564	SUNNY PATCH
Registration Number:	3906747	SUNNY PATCH
Registration Number:	3906746	SUNNY PATCH
Registration Number:	3930563	SUNNY PATCH
Registration Number:	3906720	SUNNY PATCH
Registration Number:	3927673	SUNNY PATCH
Registration Number:	3906719	SUNNY PATCH
Registration Number:	3930552	SUNNY PATCH
Registration Number:	3827935	THE HOUSE THAT JACK BUILT
Registration Number:	3834406	THE HOUSE THAT JACK BUILT ESTABLISHED 1975
Registration Number:	3843009	MINE TO LOVE
Registration Number:	4168296	M&D
Registration Number:	3690817	COLOR-A-MAT
Registration Number:	3594838	SHADE-TEX

	3594836	SOFT-SCRATCH
Registration Number:	3648711	SCRATCHIN' SHAPES
Registration Number:	3655764	WACKY SCRATCH
Registration Number:	3550160	WHERE HAPPINESS GROWS
Registration Number:	3550159	WHERE HAPPINESS GROWS
Registration Number:	3550158	WHERE HAPPINESS GROWS
Registration Number:	3550157	WHERE HAPPINESS GROWS
Registration Number:	3550156	WHERE HAPPINESS GROWS
Registration Number:	3600002	DAB-A-LOT
Registration Number:	3600001	DAB-A-LOT
Registration Number:	3549729	SUNNY PATCH
Registration Number:	3549727	SUNNY PATCH
Registration Number:	3529461	PAINT 'N STAMP
Registration Number:	3532242	GRAB N' GO BEADS
Registration Number:	3475921	SUNNY PATCH
Registration Number:	3709311	CLIP N' SKETCH
Registration Number:	3525087	FUZE ART
Registration Number:	3463640	GO FINGER PAINT!
Registration Number:	3307999	MESS FREE! GO PAINT!
Registration Number:	3481238	CREATE 'N PLAY
Registration Number:	3382494	GO COLOR
Registration Number:	3340680	VELVETASTICS
Registration Number:	3322348	THE BOX GIRLS
Registration Number:	3266547	RUB-N-COLOR
Registration Number:	3412076	SCRATCHIN' SIGNS
Registration Number:	3366376	SCRATCHIN' FASHION
Registration Number:	3203307	MELISSA & DOUG
Registration Number:	3084282	GIDDY UP
Registration Number:	3099810	GIDDY UP
Registration Number:	3067300	ABRACADAZZLE
Registration Number:	3786496	WOW
Registration Number:	3098706	WATER WOW
Registration Number:	2984696	
Registration Number:	3014570	COLOR BLAST
Registration Number:	2926783	COLOR BLAST

	2795925	COLOR-N-CARRY
Registration Number:	2848602	MELISSA & DOUG
Registration Number:	2763629	THE SHABBAT BOX OF QUESTIONS
Registration Number:	2798810	SURPRIZE INK
Registration Number:	2889640	WOOD 'N THINGS
Registration Number:	2696530	BATEEK-O
Registration Number:	2743666	SAND-O
Registration Number:	2487044	LIGHTS, CAMERA, INTERACTION!
Registration Number:	2450205	RAINBOW BLACK
Registration Number:	2472272	SCRATCH MAGIC
Registration Number:	2601736	SCRATCH & SPARKLE
Registration Number:	2470372	MELISSA & DOUG'S PUZZLE WORLD LIGHTS, CAMERA, INTERACTION!
Registration Number:	2472178	PUZZLE WORLD
Registration Number:	2286673	RAINBOW WHITE
Registration Number:	2185016	3-VU
Registration Number:	2234557	JUXT-A-TONE
Registration Number:	2155965	SCRATCH-ART
Registration Number:	1986565	TRACE-IT
Registration Number:	1867618	LOLLI-FOAM
Registration Number:	1833308	MASK-EASE
Registration Number:	1885616	SCRATCH-LITE
Registration Number:	1650143	SUBI
Registration Number:	1747839	SCRATCH-BRITE
Registration Number:	1612044	SHOWTIME
Registration Number:	1620624	SCRATCH-BRUSH
Registration Number:	1441196	WAX-O
Registration Number:	1422367	PARIS
Registration Number:	1412319	EMBOSS-O
Registration Number:	1316933	SCRATCH-A-PRINT
Registration Number:	1324100	RUBBING STICK
Registration Number:	1264237	SCRATCH-FOAM
Registration Number:	1254514	CONTRAST-O
Registration Number:	0897860	"SCRATCH-ETCH"
Registration Number:	0879093	CHUNK-O CRAYON

Serial Number:	85711535	SUSPEND
Serial Number:	85599829	LET'S PLAY HOUSE!

CORRESPONDENCE DATA

Fax Number: 9194168363
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 9192868049
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625.004828
NAME OF SUBMITTER:	John E. Slaughter, III
Signature:	/jes/
Date:	04/05/2013

Total Attachments: 6
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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 April 2, 2013 (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 Bank of America, N.A., 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 a continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

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

TRADEMARK APPLICATIONS

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

Notwithstanding anything to the contrary herein, no grant of a security interest or lien upon shall be granted hereunder in any trademark application filed on an intent to use basis until such time, if any, as a statement of use is filed and accepted with the United States Patent and Trademark Office.

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The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks 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 or trademark application.

Very truly yours,

MELISSA & DOUG, LLC,
a Delaware limited liability company

By: 

Name: Douglas Bernstein

Title: Co-Chief Executive Officer

[SIGNATURE PAGES CONTINUE]

MELISSA & DOUG, LLC (2013)
TRADEMARK NOTICE

TRADEMARK
REEL: 004998 FRAME: 0226

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____

Name: **Anne M. Zeschke**
Title: **Vice President**

MELISSA & DOUG, LLC (2013)
TRADEMARK NOTICE

TRADEMARK
REEL: 004998 FRAME: 0227

Schedule 1

Melissa & Doug, LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
SUSPEND and Design	4245610	11/20/12
WHITTLE WORLD	4293064	02/19/13
SCRATCHIN' HOT	4068471	12/06/11
SAY YES TO PAINTING!	3264754	07/17/07
GO PAINT!	3342063	11/20/07
SUNNY PATCH	3233349	04/24/07
INSPIRED DESIGN	3497223	09/02/08
THE GIRLFRIENDS BOX OF QUESTIONS	3321628	10/23/07
ART ESSENTIALS	3403317	03/25/08
SCRATCH ART and Design	3219740	03/20/07
WOW VELVET	3168614	11/07/06
HIGHWRITER	3277573	08/07/07
THE BOX GIRLS and Design	3411707	04/15/08
THE THANKSGIVING BOX OF QUESTIONS	3153866	10/10/06
DRAW & LEARN	3214267	02/27/07
CLEAR-SCRATCH	3243045	05/15/07
LIGHT CATCHER	3131468	08/15/06
BAND IN A BOX	3129623	08/15/06
COLOR LOCO	3269655	07/24/07
FRESH START	3412813	04/15/08
THE HANUKKAH BOX OF QUESTIONS	3073645	03/28/06
THE CHRISTMAS BOX OF QUESTIONS	3073631	03/28/06
PICTURE BOARD	3231773	04/17/07
WRITE A MAT	2962250	06/14/05
THE STRAIGHT EDGE PRESS	2827985	03/30/04
MAKIN' MUSIC	2797802	12/23/03
MIGHTY BUILDERS	2843981	05/18/04
SUNNY PATCH and Design	3927701	03/08/11
SUNNY PATCH	3906770	01/18/11
SUNNY PATCH and Design	3927699	03/08/11
SUNNY PATCH	3906769	01/18/11
SUNNY PATCH and Design	3927698	03/08/11
SUNNY PATCH	3906768	01/18/11
SUNNY PATCH and Design	3927697	03/08/11
SUNNY PATCH	3906749	01/18/11
SUNNY PATCH and Design	3930564	03/15/11
SUNNY PATCH	3906747	01/18/11
SUNNY PATCH	3906746	01/18/11
SUNNY PATCH and Design	3930563	03/15/11

SUNNY PATCH	3906720	01/18/11
SUNNY PATCH and Design	3927673	03/08/11
SUNNY PATCH	3906719	01/18/11
SUNNY PATCH and Design	3930552	03/15/11
THE HOUSE THAT JACK BUILT	3827935	08/03/10
THE HOUSE THAT JACK BUILT ESTABLISHED 1975 and Design	3834406	08/17/10
MINE TO LOVE	3843009	08/31/10
M&D	4168296	07/03/12
COLOR-A-MAT	3690817	09/29/09
SHADE-TEX	3594838	03/24/09
SOFT-SCRATCH	3594836	03/24/09
SCRATCHIN' SHAPES	3648711	06/30/09
WACKY SCRATCH	3655764	07/14/09
WHERE HAPPINESS GROWS	3550160	12/23/08
WHERE HAPPINESS GROWS	3550159	12/23/08
WHERE HAPPINESS GROWS	3550158	12/23/08
WHERE HAPPINESS GROWS	3550157	12/23/08
WHERE HAPPINESS GROWS	3550156	12/23/08
DAB-A-LOT	3600002	03/31/09
DAB.A.LOT and Design	3600001	03/31/09
SUNNY PATCH	3549729	12/23/08
SUNNY PATCH	3549727	12/23/08
PAINT 'N STAMP and Design	3529461	11/04/08
GRAB N' GO BEADS	3532242	11/11/08
SUNNY PATCH	3475921	07/29/08
CLIP N' SKETCH	3709311	11/10/09
FUZE ART	3525087	10/28/08
GO FINGER PAINT!	3463640	07/08/08
MESS FREE! GO PAINT! and Design	3307999	10/09/07
CREATE 'N PLAY	3481238	08/05/08
GO COLOR	3382494	02/12/08
VELVETASTICS	3340680	11/20/07
THE BOX GIRLS	3322348	10/30/07
RUB-N-COLOR	3266547	07/17/07
SCRATCHIN' SIGNS	3412076	04/15/08
SCRATCHIN' FASHION	3366376	01/08/08
MELISSA & DOUG and Design	3203307	01/30/07
GIDDY UP	3084282	04/25/06
GIDDY UP	3099810	06/06/06
ABRACADAZZLE	3067300	03/14/06
WOW! and Design	3786496	05/11/10
WATER WOW	3098706	05/30/06
Design only	2984696	08/16/05
COLOR BLAST	3014570	11/15/05
COLOR BLAST	2926783	02/15/05
COLOR-N-CARRY	2795925	12/16/03
MELISSA & DOUG	2848602	06/01/04
THE SHABBAT BOX OF QUESTIONS	2763629	09/16/03

SURPRIZE INK	2798810	12/23/03
WOOD 'N THINGS	2889640	09/28/04
BATEEK-O	2696530	03/11/03
SAND-O	2743666	07/29/03
LIGHTS, CAMERA, INTERACTION!	2487044	09/11/01
RAINBOW BLACK	2450205	05/08/01
SCRATCH MAGIC	2472272	07/24/01
SCRATCH & SPARKLE	2601736	07/30/02
MELISSA & DOUG'S PUZZLE WORLD LIGHTS, CAMERA, INTERACTION! and Design	2470372	07/17/01
PUZZLE WORLD	2472178	07/24/01
RAINBOW WHITE	2286673	10/12/99
3-VU	2185016	08/25/98
JUXT-A-TONE	2234557	03/23/99
SCRATCH ART	2155965	05/12/98
TRACE-IT	1986565	07/16/96
LOLLI-FOAM	1867618	12/13/94
MASK-EASE	1833308	04/26/94
SCRATCH-LITE	1885616	03/21/95
SUBI	1650143	07/09/91
SCRATCH-BRITE	1747839	01/19/93
SHOWTIME	1612044	09/04/90
SCRATCH-BRUSH	1620624	10/30/90
WAX-O	1441196	06/02/87
PARIS	1422367	12/23/86
EMBOSS-O	1412319	10/07/86
SCRATCH-A-PRINT	1316933	01/29/85
RUBBING STICK	1324100	03/12/85
SCRATCH-FOAM	1264237	01/17/84
CONTRAST-O and Design	1254514	10/18/83
"SCRATCH-ETCH"	0897860	09/01/70
CHUNK-O CRAYON	0879093	10/21/69

Pending Applications

Mark	Appl. No.	Filing Date
SUSPEND	85711535	08/23/12
LET'S PLAY HOUSE! and Design	85599829	04/17/12