TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM309429

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
POOF-Slinky, LLC		06/30/2014	LIMITED LIABILITY COMPANY: MICHIGAN

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	901 Main Street
Internal Address:	Mail Code: TX1-492-14-06
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 112

Property Type	Number	Word Mark
Registration Number:	4521586	YUCK-O
Registration Number:	4471981	SCIENTIFIC EXPLORER
Registration Number:	4461458	SLINKY DOGS
Registration Number:	4449162	SPA LA LA
Registration Number:	4449071	POOF
Registration Number:	4445079	MAXIMUM BOOM
Registration Number:	4399904	PRO GOLD
Registration Number:	4094579	FUZZOOBERS
Registration Number:	4036665	4-WAY COUNTDOWN!
Registration Number:	4036657	4-WAY SPELLDOWN!
Registration Number:	3976095	MY HORSE SHOW
Registration Number:	3947969	STIKITS
Registration Number:	3946600	COUNT DOWN! & SPELL UP!
Registration Number:	3911305	BONGO KONGO
Registration Number:	3911304	TILTON' MILTON
Registration Number:	3911303	UP! AGAINST TIME
Registration Number:	3911302	STEADY FREDDY
Registration Number:	3911301	BATTLEFIELD BLAST

OP $2815.00 4521586

Property Type	Number	Word Mark
Registration Number:	3908240	SLAP HAPPY
Registration Number:	3888370	CRISS CROSS
Registration Number:	3868508	FUZZOODLES
Registration Number:	3843452	IMPACT
Registration Number:	3794471	DECODER PUZZLES
Registration Number:	3793412	BIGSHOT
Registration Number:	3779272	WATER WONDERS
Registration Number:	3735465	BIG DRAW
Registration Number:	3726988	INNOVATIVE BY NATURE
Registration Number:	3720437	DOLL HOUSE DECORATOR
Registration Number:	3713673	NATURE SHADES
Registration Number:	3712743	QUAD*DOKU
Registration Number:	3690737	DOLL HOUSE DECORATOR
Registration Number:	3683180	TRIPOLEY
Registration Number:	3668085	AMAZE-N-MARBLES
Registration Number:	3668084	FIDDLESTIX
Registration Number:	3668082	FRONTIER LOGS
Registration Number:	3603347	WHEEL RACER
Registration Number:	3586171	MY FIRST SCIENCE LAB
Registration Number:	3586170	TOTALLY GLAMOROUS SPA KIT
Registration Number:	3576937	FLIP N' COLOR
Registration Number:	3565616	ENVIRO-BLOX
Registration Number:	3544452	SPECTACULAR MAGIC SHOW
Registration Number:	3532227	MY FIRST ROCK COLLECTING KIT
Registration Number:	3529368	SPIRALBALL
Registration Number:	3524577	FRANTIC FALL
Registration Number:	3522244	MY FIRST CRYSTALS AND FIZZ ADVENTURE KIT
Registration Number:	3489188	ELECTRO SHOT
Registration Number:	3477712	TOTALLY FUNKY SCIENCE
Registration Number:	3455641	TV LINGO
Registration Number:	3450473	SUPER STAR COUNT N' MATCH
Registration Number:	3441256	BUMPERSHOT
Registration Number:	3432394	CREATA-CLINGS
Registration Number:	3410185	TOTALLY NASTY SCIENCE
Registration Number:	3408930	MY FIRST DINO KIT
Registration Number:	3390439	ULTIMATE CRYSTAL GROWING KIT
Registration Number:	3390438	ULTIMATE GUM KIT
Registration Number:	3390437	ULTIMATE SPA AND PERFUME KIT
Registration Number:	3370999	CRAYON PAPER

Property Type	Number	Word Mark
Registration Number:	3348995	IDEAL
Registration Number:	3325303	SLINKY
Registration Number:	3322195	IDEAL
Registration Number:	3322194	IDEAL
Registration Number:	3214330	SNO-ART KIT
Registration Number:	3126877	MY FIRST SCIENCE KIT
Registration Number:	3092089	SPEED BALL
Registration Number:	3081525	SLINKY
Registration Number:	3054590	ADVERTEASING
Registration Number:	2971531	SLINKY
Registration Number:	2939489	SLINKY
Registration Number:	2899291	RACK 'N' ROLL BOWL
Registration Number:	2887356	HOVER BLASTER
Registration Number:	2842766	SURE SHOT
Registration Number:	2741708	SLINKY
Registration Number:	2433693	MY FIRST MAGIC SET
Registration Number:	2402881	
Registration Number:	2335994	RAM ROCKET
Registration Number:	2269099	MINILABS
Registration Number:	2265735	SLINKY PETS
Registration Number:	2211897	SUM TIME
Registration Number:	2202291	SPELLTIME
Registration Number:	2162682	SLINKY
Registration Number:	2050029	POCKET PLANE
Registration Number:	2019682	POP TOOBS
Registration Number:	2008281	BIBLE "TRIVIA"
Registration Number:	1994047	CHALKWORKS
Registration Number:	1934336	AQUA-BOMB
Registration Number:	1922195	FABULOUS FIDDLESTIX A CLASSIC AMERICAN R
Registration Number:	1889875	CADACO
Registration Number:	1866627	SUPER SPRAY CHALK
Registration Number:	1775979	SLAM BAS-KET
Registration Number:	1706951	MINILABS
Registration Number:	1705192	POOF
Registration Number:	1705191	POOF
Registration Number:	1488644	MAGIC SHOT
Registration Number:	1455493	SLINKY
Registration Number:	1363895	BIBLE "TRIVIA"
Registration Number:	1363424	CRAZY EYES

Property Type	Number	Word Mark
Registration Number:	1276398	SLINKY TRIANGLES
Registration Number:	1180355	SLINKY PLAYSHAPES
Registration Number:	1137993	ORIGINAL PLASTIC SLINKY
Registration Number:	1111393	SNOW WHITE AND THE SEVEN DWARFS
Registration Number:	1023848	JI-GAN-TIKS
Registration Number:	1017029	FORM-A-TIONS
Registration Number:	0970636	CADACO
Registration Number:	0961945	SPIN WHEELS
Registration Number:	0942313	RINGA-MAJIGS
Registration Number:	0938678	TOWER IFICS
Registration Number:	0704557	BAS-KET
Registration Number:	0509088	TRIPOLEY
Registration Number:	0427951	SLINKY JAMES
Serial Number:	86298872	SNO-MUCH FUN!
Serial Number:	86298830	SNO-STRIKER
Serial Number:	85926401	BUSTED

CORRESPONDENCE DATA

Fax Number: 9192868199

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: 919 286-8000

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:	327000-11905
NAME OF SUBMITTER:	John E. Slaughter
SIGNATURE:	/John E. Slaughter/
DATE SIGNED:	07/02/2014

Total Attachments: 5

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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 June 30, 2014 (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 continuing lien upon the trademark registrations and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

Trademark Registration No.	Description of Registered Trademark	Date of Trademark Registration

See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

Trademark Application No.	Description of Trademark Applied for	Date of Trademark Application

See Schedule 1 attached hereto

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The undersigned Obligor 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,

POOF-Slinky, LLC

By: _____

Name: John Belniak

Title: Vice Chairman

Schedule 1

POOF-Slinky, LLC
(Michigan Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
YUCK-O	4521586	04/29/14
SCIENTIFIC EXPLORER and Design	4471981	01/21/14
SLINKY DOGS	4461458	01/07/14
SPA LA LA	4449162	12/10/13
POOF and Design	4449071	12/10/13
MAXIMUM BOOM	4445079	12/03/13
PRO GOLD	4399904	09/10/13
FUZZOOBERS	4094579	01/31/12
4-WAY COUNTDOWN!	4036665	10/11/11
4-WAY SPELLDOWN!	4036657	10/11/11
MY HORSE SHOW	3976095	06/07/11
STIKITS	3947969	04/19/11
COUNT DOWN! & SPELL UP!	3946600	04/19/11
BONGO KONGO	3911305	01/25/11
TILTON' MILTON	3911304	01/25/11
UP! AGAINST TIME	3911303	01/25/11
STEADY FREDDY	3911302	01/25/11
BATTLEFIELD BLAST	3911301	01/25/11
SLAP HAPPY	3908240	01/18/11
CRISS CROSS	3888370	12/14/10
FUZZOODLES	3868508	10/26/10
IMPACT	3843452	09/07/10
DECODER PUZZLES	3794471	05/25/10
BIGSHOT	3793412	05/25/10
WATER WONDERS	3779272	04/20/10
BIG DRAW	3735465	01/05/10
INNOVATIVE BY NATURE	3726988	12/22/09
DOLL HOUSE DECORATOR and Design	3720437	12/08/09
NATURE SHADES	3713673	11/24/09
QUAD*DOKU	3712743	11/17/09
DOLL HOUSE DECORATOR	3690737	09/29/09
TRIPOLEY	3683180	09/15/09
AMAZE-N-MARBLES	3668085	08/18/09
FIDDLESTIX	3668084	08/18/09
FRONTIER LOGS	3668082	08/18/09
WHEEL RACER	3603347	04/07/09
MY FIRST SCIENCE LAB	3586171	03/10/09
TOTALLY GLAMOROUS SPA KIT	3586170	03/10/09
FLIP N' COLOR	3576937	02/17/09

ENVIRO-BLOX	3565616	01/20/09
SPECTACULAR MAGIC SHOW	3544452	12/09/08
MY FIRST ROCK COLLECTING KIT	3532227	11/11/08
SPIRALBALL	3529368	11/04/08
FRANTIC FALL	3524577	10/28/08
MY FIRST CRYSTALS AND FIZZ ADVENTURE KIT	3522244	10/21/08
ELECTRO SHOT	3489188	08/19/08
TOTALLY FUNKY SCIENCE	3477712	07/29/08
TV LINGO	3455641	06/24/08
SUPER STAR COUNT N' MATCH	3450473	06/17/08
BUMPERSHOT	3441256	06/03/08
CREATA-CLINGS	3432394	05/20/08
TOTALLY NASTY SCIENCE	3410185	04/08/08
MY FIRST DINO KIT	3408930	04/08/08
ULTIMATE CRYSTAL GROWING KIT	3390439	02/26/08
ULTIMATE GUM KIT	3390438	02/26/08
ULTIMATE SPA AND PERFUME KIT	3390437	02/26/08
CRAYON PAPER	3370999	01/15/08
IDEAL	3348995	12/04/07
SLINKY	3325303	10/30/07
IDEAL	3322195	10/30/07
IDEAL and Design	3322194	10/30/07
SNO-ART KIT	3214330	02/27/07
MY FIRST SCIENCE KIT	3126877	08/08/06
SPEED BALL and Design	3092089	05/16/06
SLINKY	3081525	04/18/06
ADVERTEASING	3054590	01/31/06
SLINKY	2971531	07/19/05
SLINKY	2939489	04/12/05
RACK 'N' ROLL BOWL	2899291	11/02/04
HOVER BLASTER	2887356	09/21/04
SURE SHOT	2842766	05/18/04
SLINKY	2741708	07/29/03
MY FIRST MAGIC SET	2433693	03/06/01
Design only	2402881	11/07/00
RAM ROCKET and Design	2335994	03/28/00
MINILABS	2269099	08/10/99
SLINKY PETS	2265735	07/27/99
SUM TIME	2211897	12/15/98
SPELLTIME	2202291	11/03/98
SLINKY	2162682	06/02/98
POCKET PLANE	2050029	04/01/97
POP TOOBS	2019682	11/26/96
BIBLE "TRIVIA"	2008281	10/15/96
CHALKWORKS	1994047	08/13/96
AQUA-BOMB	1934336	11/07/95
FABULOUS FIDDLESTIX A CLASSIC AMERICAN ROD AND CONNECTOR TOY BY TOYS-N-THINGS and Design	1922195	09/26/95

CADACO	1889875	04/18/95
SUPER SPRAY CHALK	1866627	12/06/94
SLAM BAS-KET and Design	1775979	06/08/93
MINILABS	1706951	08/11/92
POOF	1705192	08/04/92
POOF	1705191	08/04/92
MAGIC SHOT	1488644	05/17/88
SLINKY	1455493	09/01/87
BIBLE "TRIVIA"	1363895	10/01/85
CRAZY EYES	1363424	10/01/85
SLINKY TRIANGLES	1276398	05/01/84
SLINKY PLAYSHAPES	1180355	12/01/81
ORIGINAL PLASTIC SLINKY	1137993	07/22/80
SNOW WHITE AND THE SEVEN DWARFS	1111393	01/16/79
JI-GAN-TIKS	1023848	10/28/75
FORM-A-TIONS	1017029	07/29/75
CADACO	0970636	10/16/73
SPIN WHEELS	0961945	06/26/73
RINGA-MAJIGS	0942313	09/05/72
TOWER IFICS	0938678	07/25/72
BAS-KET	0704557	09/20/60
TRIPOLEY	0509088	04/26/49
SLINKY JAMES	0427951	03/04/47

Pending Applications

Mark	Appl. No.	Filing Date
SNO-MUCH FUN!	86298872	06/03/14
SNO-STRIKER	86298830	06/03/14
BUSTED	85926401	05/08/13

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