

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM309432

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
POOF-Summit Holdings, LLC		06/30/2014	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	901 Main Street		
<b>Internal Address:</b>	Mail Code: TX1-492-14-06		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75202		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 13</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4440963	COVERT FORCE	
<b>Registration Number:</b>	4237926	TEST PILOT	
<b>Registration Number:</b>	3703921	WHAT ARE YOU SAVING FOR	
<b>Registration Number:</b>	3680137	MOTO HEADZ	
<b>Registration Number:</b>	3572981	GARDEN GIRLZ	
<b>Registration Number:</b>	3510380	SUMMIT	
<b>Registration Number:</b>	3510379	TOYS WITH A TWIST	
<b>Registration Number:</b>	3462868	ZILLIONZ	
<b>Registration Number:</b>	3407675	BOOM BLASTERS	
<b>Registration Number:</b>	3241068	BACKYARD SAFARI	
<b>Registration Number:</b>	2967934	YOUNIVERSE	
<b>Registration Number:</b>	2579457	ME & MY PET	
<b>Serial Number:</b>	76714941	STINK BUGZZZ	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9192868199		
<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>			
<b>Phone:</b>	919 286-8000		
<b>TRADEMARK</b>			

OP \$340.00 4440963

**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: 3**

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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

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

TRADEMARK APPLICATIONS

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

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-Summit Holdings, LLC

By: \_\_\_\_\_

Name: John Belniak

Title: Vice Chairman

ALEX TOYS, LLC  
TRADEMARKS NOTICE - POOF-SUMMIT HOLDINGS, LLC

**TRADEMARK**  
**REEL: 005314 FRAME: 0493**

Schedule 1

POOF-Summit Holdings, LLC  
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
COVERT FORCE	4440963	11/26/13
TEST PILOT	4237926	11/06/12
WHAT ARE YOU SAVING FOR	3703921	11/03/09
MOTO HEADZ	3680137	09/08/09
GARDEN GIRLZ	3572981	02/10/09
SUMMIT	3510380	10/07/08
TOYS WITH A TWIST	3510379	10/07/08
ZILLIONZ	3462868	07/08/08
BOOM BLASTERS	3407675	04/08/08
BACKYARD SAFARI	3241068	05/15/07
YOUNIVERSE and Design	2967934	07/12/05
ME & MY PET	2579457	06/11/02

Pending Application

Mark	Appl. No.	Filing Date
STINK BUGZZZ	76714941	09/10/13