

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM309454

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Halo Innovations, Inc.		06/09/2014	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	Balance Point Capital Partners, L.P.		
Street Address:	8 Church Lane, Suite 200		
City:	Westport		
State/Country:	CONNECTICUT		
Postal Code:	06880		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 18			
Property Type	Number	Word Mark	
Registration Number:	3518407	BACK IS BEST	
Registration Number:	4016929	COMFORTLUXE	
Serial Number:	85830309	HALO	
Registration Number:	2809073	HALO	
Registration Number:	3582012	HALO	
Registration Number:	3589765	HALO	
Registration Number:	4123043	HEALTHY HIPS	
Registration Number:	3435487	ON THE GO	
Registration Number:	3122164	PURENIGHT	
Registration Number:	3176761	SAFE DREAMS	
Registration Number:	3765713	SLEEPSACK	
Registration Number:	4411980	SWADDLE CHANGE	
Registration Number:	3522075	TECHNICAL COMFORT SYSTEM	
Registration Number:	3302138	THE SAFER WAY TO SLEEP	
Registration Number:	4112482	THE SAFER WAY TO SWADDLE	
Serial Number:	86268972	HALO BASSINEST	
Serial Number:	85751352	BASSINEST	
Serial Number:	85830295	HALO	
CORRESPONDENCE DATA			
			TRADEMARK

Fax Number: 8602758299

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: 860-275-8285

Email: jscheib@rc.com

Correspondent Name: Jacqueline P. Scheib

Address Line 1: 280 Trumbull Street

Address Line 2: Robinson & Cole LLP

Address Line 4: Hartford, CONNECTICUT 06103

NAME OF SUBMITTER:	Jacqueline P. Scheib
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SIGNATURE:	/Jacqueline P. Scheib/
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DATE SIGNED:	07/02/2014
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Total Attachments: 13

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GRANT OF SECURITY INTEREST IN TRADEMARKS AND PATENTS

WHEREAS, HALO INNOVATIONS, INC., a Minnesota corporation (“Grantor”), owns the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith, and the patents and patent applications, in each case set forth on Schedule A and Schedule B attached hereto (collectively the “Intellectual Property Collateral”); and

WHEREAS, HALO INNOVATIONS, INC., a Minnesota corporation (“Grantor”), owns certain “intent to use” trademark applications as set forth on Schedule C attached hereto, which shall be considered excluded intellectual property collateral until such time (if any) as a statement of use or amendment to allege use is accepted by the United States Patent and Trademark Office, at which time such trademark application shall automatically become part of the Intellectual Property Collateral and subject to the security interest pledged;

WHEREAS, BALANCE POINT CAPITAL PARTNERS, L.P., a Delaware limited partnership (the “Grantee”), desires to acquire a security interest in, and lien on, all of Grantor’s right, title and interest in and to Grantor’s trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith and patents and patent applications; and

WHEREAS, the Grantor is willing to grant to the Grantee a security interest in and lien upon the trademarks, trademark registrations, trademark applications and any and all goodwill associated therewith and patents and patent applications described above.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and subject to the terms and conditions of the Subordinated Credit and Security Agreement, dated as of June 9, 2014, between the Grantor and the Grantee (as amended from time to time, the “Credit Agreement”), the Grantor hereby grants to the Grantee a security interest in, and a lien upon, all of Grantor’s right, title and interest in and to the Intellectual Property Collateral, including (i) the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith (the “Marks”) set forth on Schedule A attached hereto, (ii) the patents and patent applications (the “Patents”) set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Credit Agreement) of the Marks, (iv) all of the goodwill of the businesses with which the Marks are associated, and (v) all causes of action, past, present and future, for infringement, misappropriation, or dilution of any of the Marks and/or Patents or unfair competition regarding the same.

This GRANT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Credit Agreement) of the Grantor and shall be effective as of the date of the Credit Agreement.

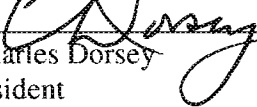
This Grant of Security Interest has been granted in conjunction with the security interest granted to Grantee under the Credit Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Credit Agreement, all terms and provisions of which are incorporated herein

by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Credit Agreement, the provisions of the Credit Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the date of the Credit Agreement.

GRANTOR:

HALO INNOVATIONS, INC.

By: 
Name: Charles Dorsey
Title: President

GRANTEE:

BALANCE POINT CAPITAL
PARTNERS, L.P.

By: BALANCE POINT CAPITAL
MANAGERS, LLC
Its: General Partner

By: _____
Name: Seth W. Alvord
Title: Managing Member

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the date of the Credit Agreement.

GRANTOR:

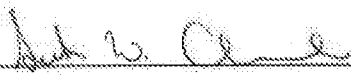
HALO INNOVATIONS, INC.

By: _____
Name: Charles Dorsey
Title: President

GRANTEE:

BALANCE POINT CAPITAL
PARTNERS, L.P.

By: BALANCE POINT CAPITAL
MANAGERS, LLC
Its: General Partner

By:  _____
Name: Seth W. Alvord
Title: Managing Member

SCHEDULE A


U.S. TRADEMARKS

Mark	Owner	Serial No. / Registration No.	Filing Date / Registration Date	Goods/Services	Status
BACK IS BEST	Halo Innovations, Inc.	78/892,941 3,518,407	May 25, 2006 October 14, 2008	IC 025. Infant sleepwear.	Registered
COMFORTLUXE	Halo Innovations, Inc.	85/068,746 4,016,929	June 22, 2010 August 23, 2011	IC 025. Fabric sold as an integral component of finished children's clothing, namely, infant wear, sleepwear, shirts, rompers, one piece garments, pants, jackets, jumpers; infant wear and clothing for children and toddlers, namely, sleepwear, shirts, rompers, one piece garments, pants, jackets, jumpers.	Registered

Mark	Owner	Serial No. / Registration No.	Filing Date / Registration Date	Goods/Services	Status
HALO	Halo Innovations, Inc.	85/830,309	January 23, 2013	<p>IC 005. Infant diaper covers. FIRST USE: 20120307.</p> <p>IC 010. Medical wearing apparel, namely, infant hospital garments; infant hip positioning garment to protect against hip dysplasia for medical use.</p> <p>IC 016. Brochures and printed informational booklets and training materials regarding safe sleep for infants and SIDS (Sudden Infant Death Syndrome) prevention.</p> <p>IC 024. Crib sets primarily comprised of infant swaddling blankets, fitted crib sheets, crib skirts and sold with infant wearable blankets; diaper changing pads not of paper.</p> <p>IC 025. Infant clothing, namely, infantwear, layettes, swaddling clothes, all of which are not related to baseball or softball or a baseball or softball team; children's clothing, namely, tops, pajamas, bodysuits, shirt and pant sets, coveralls, hats, namely infant caps sold as part of an infant sleepwear set, all of the above not related to baseball or softball or a baseball or softball team.</p> <p>IC 035. Online retail store services featuring infantwear, children's clothing, crib sets, diaper covers, changing pads, and crib mattress filter. F</p> <p>IC 041. Providing online informational newsletters and training materials regarding safe sleep for infants and SIDS (Sudden Infant Death Syndrome) prevention.</p>	Pending

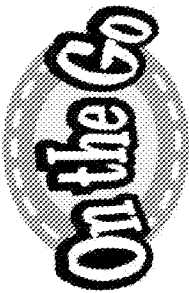
TRADEMARK

REEL: 005314 FRAME: 0655

Mark	Owner	Serial No. / Registration No.	Filing Date / Registration Date	Goods/Services	Status
HALO	Halo Innovations, Inc.	76/289,261 2,809,073	July 23, 2001 January 27, 2004	IC 011. Air filters for domestic use. IC 020. Mattresses; mattress inner springs and perforated sleep surfaces for mattresses; mattress assemblies comprising mattress base, mattress inner spring, perforated sleep surface, pad and bumper; ventilated sleep systems comprising mattress, mattress base, inner spring, perforated sleep surface, mattress pad and mattress fan, and replacement parts therefore. IC 024. Bed linens, mattress pads, mattress covers and bumpers.	Registered
HALO	Halo Innovations, Inc.	76/517,247 3,582,012	May 27, 2003 March 3, 2009	IC 025 infant sleepwear not relating to baseball or softball or a baseball or softball team.	Registered
	Halo Innovations, Inc.	77/292,956 3,589,765	October 1, 2007 March 17, 2009	IC 011. Personal air filtration equipment, namely, air purifiers for individual users, replacements parts thereof, air filters for domestic use. F IC 020. Mattresses; mattress inner springs and perforated sleep surfaces, namely, mattress toppers, for mattresses; mattress assemblies comprising mattress base, mattress inner spring, perforated sleep surface, pad and bumper; ventilated sleep systems comprising mattress, mattress base, inner spring, perforated sleep surface, mattress pad and mattress fan, and replacement parts therefor. IC 024. Bed linens, mattress pads, mattress covers. IC 025. Infant sleepwear not relating to baseball or softball or a baseball or softball team.	Registered

TRADEMARK

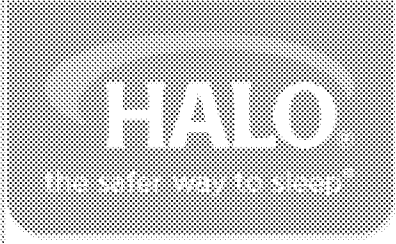



REEL: 005314 FRAME: 0656

Mark	Owner	Serial No. / Registration No.	Filing Date / Registration Date	Goods/Services	Status
HEALTHY HIPS	Halo Innovations, Inc.	85/294,128 4,123,043	April 13, 2011 April 3, 2012	IC 025. Infant diaper covers	Registered
	Halo Innovations, Inc.	77/288,172 3,435,487	September 25, 2007 May 27, 2008	IC 025. Infant sleepwear.	Registered
PURENIGHT	Halo Innovations, Inc.	78/645,312 3,122,164	June 7, 2005 July 25, 2006	IC 011. Personal air filtration equipment, namely, air purifiers for individual users, replacement parts thereof, air filters for domestic use.	Registered
SAFE DREAMS	Halo Innovations, Inc.	78/777,242 3,176,761	December 20, 2005 November 28, 2006	IC 025. Infant sleepwear.	Registered
SLEEPSACK	Halo Innovations, Inc.	76/444,234 3,765,713	August 26, 2002 March 30, 2010	IC 025. Infant sleepwear.	Registered
SWADDLE CHANGE	Halo Innovations, Inc.	85/660,790 4,411,980	June 25, 2012 October 1, 2013	IC 024. Infant diaper changing pad cover, not of paper.	Registered
TECHNICAL COMFORT SYSTEM	Halo Innovations, Inc.	77/288,174 3,522,075	September 25, 2007 October 21, 2008	IC 025. Clothing, namely, active wear for infants and children, namely, one piece garments, bodysuits, coveralls, pants; infant and children sleepwear.	Registered
THE SAFER WAY TO SLEEP	Halo Innovations, Inc.	78/875,709 3,302,138	May 3, 2006 October 2, 2007	IC 025. Infant sleepwear.	Registered
THE SAFER WAY TO SWADDLE	Halo Innovations, Inc.	85/059,875 4,112,482	June 10, 2010 March 13, 2012	IC 025. Swaddling clothes.	Registered

TRADEMARK

REEL: 005314 FRAME: 0657

**Common Law Trademarks
(Unregistered Color Marks, Designs and Taglines)**

Mark
 The logo features the word "HALO" in a bold, white, sans-serif font, centered within a dark, rounded rectangular background. Below "HALO" is the tagline "the safer way to sleep" in a smaller, white, lowercase sans-serif font.
 The logo consists of the word "HALO" in a bold, sans-serif font, with a curved line above it. Below "HALO" are the words "SleepSack" and "Swaddle" in a large, stylized, serif font. At the bottom is the tagline "the original wearable blanket with adjustable swaddle wrap" in a small, lowercase sans-serif font.
 The logo features the word "HALO" in a bold, sans-serif font, with a curved line above it. Below "HALO" are the words "SleepSack" in a large, stylized, serif font. At the bottom is the tagline "the original wearable blanket" in a small, lowercase sans-serif font.
 The logo consists of the word "HALO" in a bold, sans-serif font, with a curved line above it. Below "HALO" are the words "SleepSack" and "Early Walker" in a large, stylized, serif font. At the bottom is the tagline "the original wearable blanket" in a small, lowercase sans-serif font.

HALO.
SleepSack
BigKids
the original wearable blanket

HALO.
SleepSack
Gift Sets

HALO.
bassinet

HALO.
SwaddleChange

HALO.
Comfortuxe

*pure***night**[®]
Your oasis for better sleep.

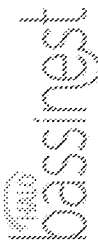
Everyone Sleeps
Better with HALO[®]

SCHEDULE B**PATENTS**

Patent No. / Ser. No.	Title	Filing Date	Status
6,052,853	MATTRESS AND METHOD FOR PREVENTING ACCUMULATION OF CARBON DIOXIDE IN BEDDING	1/14/1997	Issued
6,334,228	APPARATUS, SYSTEM AND METHOD FOR QUANTIFYING CARBON DIOXIDE DISPERSAL ON VENTILATED SLEEP SURFACES	10/1/1999	Issued
6,370,718	MATTRESS AND METHOD FOR PREVENTING ACCUMULATION OF CARBON DIOXIDE IN BEDDING	2/14/2000	Issued
6,336,237	MATTRESS WITH CONDITIONED AIRFLOW	5/11/2000	Issued
7,036,163	FURNITURE COVER SHEET	2/6/2003	Issued
7,037,188	SYSTEMS FOR DELIVERING CONDITIONED AIR TO PERSONAL BREATHING ZONES	4/6/2004	Issued
7,127,763	CRIB MATTRESS SAFETY FEATURES	4/29/2005	Issued
7,246,392	SWADDLE ACCESSORY	9/9/2005	Issued
8,347,432	ONE-PIECE BLANKET SWADDLE	6/2/2011	Issued
Ser. No. 13/638,246	INFANT HIP JOINT POSITIONING DEVICE AND ASSOCIATED METHODS	9/28/2012	Pending
Unpublished, Ser. No. 11/820,364	GARMENT WITH INDIVIDUAL CARE INFORMATION		Pending – appeal filed
Unpublished, Ser. No. 14/142,129	INFANT SLEEP DEVICE		Pending

SCHEDULE C

Intent to Use Trademark Applications

Mark	Owner	Serial No. / Registration No.	Filing Date / Registration Date	Goods/Services	Status
	Halo Innovations, Inc.	86/268,972	May 1, 2014	IC 020. Bassinets	Pending
BassiNest	Halo Innovations, Inc.	85/751,352	October 11, 2012	IC 020. Bassinets	Pending
HALO	Halo Innovations, Inc.	85/83,0295	January 23, 2013	IC 010. Air filtration equipment used for medical purposes, namely, air purifiers for individual users, replacement air filters therefor, and air filters for use in air purifiers, all for medical use in hospitals; bassinets used for medical purposes, namely, bassinets for use in hospitals and designed to promote safe sleep for infants; crib sets comprising crib bumpers, fitted crib sheets, crib skirts, mattress pads, and mattress covers for use in hospitals designed to promote safe sleep for infants, all used for medical purposes IC 011. Personal air filtration equipment, namely, air purifiers for individual users, replacement air filters therefor, and air filters for domestic use; Air filtration equipment, namely, air purifiers for individual users, replacement air filters therefor, and air filters for use in air purifiers, all for use in hospitals for non-medical purposes IC 020. Bassinets	Pending

Schedule C to Grant of Security Interest in Trademarks and Patents