

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM309974

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Alex Toys, LLC		06/30/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	THL Corporate Finance, Inc., as Administrative Agent		
Street Address:	100 Federal Street, 31st Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 40			
Property Type	Number	Word Mark	
Registration Number:	4120424	ALEX	
Registration Number:	1944969	ALEX	
Registration Number:	4224579	ALEX JR.	
Registration Number:	3690734	ALEX LITTLE HANDS	
Registration Number:	4442137	ALEX TOYS	
Registration Number:	3500385	KNOT-A-PONCHO	
Registration Number:	3500383	KNOT-A-QUILT	
Registration Number:	3500384	KNOT-A-SCARF	
Registration Number:	4269313	MIX & MAKEUP	
Registration Number:	2238982	MY ART GALLERY	
Registration Number:	3563133	PRISM BRICKS	
Registration Number:	1876614	READ ALL ABOUT ME	
Registration Number:	4133827	RUB A DUB	
Registration Number:	3709264	TALK OF THE TUB	
Registration Number:	4478513	THE ART OF FUN	
Registration Number:	4335746	TOTS ART START	
Registration Number:	4273193	TUB JOY	
Registration Number:	2974461	TUB TUNES	
Serial Number:	85629031	ALEX ACADEMY	

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86175732	ALEX BRANDS
Serial Number:	86134992	ALEX BRANDS
Serial Number:	86175713	ABC...ALEX BRANDS CARES
Serial Number:	86125431	ALEX BRANDS
Serial Number:	86175728	ALEX BRANDS
Serial Number:	86175704	ALEX BRANDS CARES
Serial Number:	85478798	CRAFT COUTURE
Serial Number:	85630608	EARPHONE COUTURE
Serial Number:	86282356	GO GO GEAR ART
Serial Number:	86175743	KNOT-A
Serial Number:	86287842	MAGNETIC-GO
Serial Number:	85631348	PRESCHOOL
Serial Number:	86263174	SCRAFFITI
Serial Number:	86194250	SKETCH IT NAIL PENS
Serial Number:	86175772	SKETCH-IT NAIL PEN
Serial Number:	86045329	SOFT & EASY
Serial Number:	86245392	SOUND & PLAY BUSY TABLE
Serial Number:	86298917	SQUEEZE 'N SCULPT DOUGH MAKING MACHINE
Serial Number:	85630615	TECH COUTURE
Serial Number:	86245428	ULTIMATE HAIR & BODY SALON
Serial Number:	86069326	WOOD WONDERS

CORRESPONDENCE DATA

Fax Number: 6175269899

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: 6175269628

Email: cslattery@proskauer.com

Correspondent Name: Christine Slattery

Address Line 1: Proskauer Rose LLP

Address Line 2: One International Place

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER: 73675/073

NAME OF SUBMITTER: Christine Slattery

SIGNATURE: /Christine Slattery/

DATE SIGNED: 07/08/2014

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 THL Corporate Finance, Inc., 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>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS


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

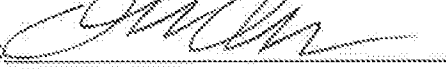
Very truly yours,

Alex Toys, LLC

By: 
Name: John Belniak
Title: Vice Chairman

Acknowledged and Accepted:

THL CORPORATE FINANCE, INC., as Administrative Agent

By: 

Name: Terrence W. Olson

Title: Chief Financial Officer

[Signature Page to Trademarks Notice (Alex Toys, LLC)]

TRADEMARK
REEL: 005318 FRAME: 0463

Schedule 1

Alex Toys, LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
ALEX & Design	4120424	04/03/12
ALEX (Stylized)	1944969	01/02/96
ALEX JR.& Design	4224579	10/16/12
ALEX LITTLE HANDS & Design	3690734	09/29/09
ALEX TOYS	4442137	12/03/13
KNOT-A-PONCHO	3500385	09/09/08
KNOT-A-QUILT	3500383	09/09/08
KNOT-A-SCARF	3500384	09/09/08
MIX & MAKEUP	4269313	01/01/13
MY ART GALLERY	2238982	04/13/99
PRISM BRICKS	3563133	01/20/09
READ ALL ABOUT ME	1876614	01/31/95
RUB A DUB	4133827	05/01/12
TALK OF THE TUB	3709264	11/10/09
THE ART OF FUN	4478513	02/04/14
TOTS ART START	4335746	05/14/13
TUB JOY	4273193	01/08/13
TUB TUNES	2974461	07/19/05

Pending Applications

Mark	Appl. No.	Filing Date
ABC...ALEX BRANDS CARES	86175713	01/27/14
ALEX ACADEMY	85629031	05/18/12
ALEX BRANDS	86175732	01/27/14
ALEX BRANDS	86134992	12/04/13
ALEX BRANDS	86125431	11/21/13
ALEX BRANDS and Design	86175728	01/27/14
ALEX BRANDS CARES	86175704	01/27/14
BUBBALOOKA	86022548	07/29/13
COLOSSAL ART SET	86245404	04/08/14
CRAFT COUTURE	85478798	11/22/11
EARPHONE COUTURE	85630608	05/21/12
GO GO GEAR ART	86282356	05/15/14
KNOT-A	86175743	01/27/14
MAGNETIC-GO	86287842	05/21/14
PRESCHOOL and Design	85631348	05/22/12
SCRAFFITI	86263174	04/25/14

Mark	Appl. No.	Filing Date
SKETCH IT NAIL PENS and Design	86194250	02/14/14
SKETCH-IT NAIL PEN	86175772	01/27/14
SOFT & EASY	86045329	08/22/13
SOUND & PLAY BUSY TABLE	86245392	04/08/14
SQUEEZE 'N SCULPT DOUGH MAKING MACHINE	86298917	06/03/14
TECH COUTURE	85630615	05/21/12
ULTIMATE HAIR & BODY SALON	86245428	04/08/14
WOOD WONDERS	86069326	09/19/13