

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM327528

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BELLA BABY PHOTOGRAPHY, LLC	FORMERLY B BABY PHOTO, LLC	12/10/2014	LIMITED LIABILITY COMPANY: ILLINOIS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CAPX FUND IV, L.P.		
<b>Street Address:</b>	155 North Wacker Drive		
<b>Internal Address:</b>	Suite 1760		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4532548	BELLA BABY	
<b>Registration Number:</b>	4383343	BELLA LIFE	
<b>Registration Number:</b>	4579849	BELLA LIFE	
<b>Registration Number:</b>	3421737	BELLA BABY PHOTOGRAPHY	
<b>Registration Number:</b>	4088851	B.ATHLETIC	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
	<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>	414-298-1000		
<b>Email:</b>	tmadmin@reinhardtllaw.com		
<b>Correspondent Name:</b>	Daniel E. Kattman		
<b>Address Line 1:</b>	1000 N Water St.		
<b>Address Line 2:</b>	Suite 1900		
<b>Address Line 4:</b>	Milwaukee, WISCONSIN 53202		
<b>ATTORNEY DOCKET NUMBER:</b>	CAPX BELLA BABY PHOTO		
<b>NAME OF SUBMITTER:</b>	Daniel E. Kattman		
<b>SIGNATURE:</b>	/dek/		

CH \$140.00 4532548

<b>DATE SIGNED:</b>	12/30/2014
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**Total Attachments: 4**

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## NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is made the 10th day of December, 2014 by and between CAPX FUND IV, L.P., a Delaware limited partnership and a Federal licensee under the Small Business Act of 1958, as amended (the "Lender") for certain lenders and BELLA BABY PHOTOGRAPHY, LLC (f/k/a B BABY PHOTO, LLC), an Illinois limited liability company (the "Debtor").

The Debtor and the Lender acknowledge the following:

A. The Debtor owns the trademarks or trademark applications (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks have been granted by, or applications therefor are pending before, the United States Patent and Trademark Office.

B. The Debtor has granted to the Lender a security interest in the Trademarks on the terms and conditions set forth in that certain Security Agreement dated as of December 10, 2014 (as the same may be further amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") by and among the Debtor, Bella Global Holdings, LLC, Bella Baby Midwest, LLC and the Lender, to secure the payment and performance of the Secured Obligations (as defined in the Security Agreement).

C. Pursuant to the Security Agreement, the Debtor has granted to the Lender a security interest in and to all of the Trademarks and applications therefor, now owned or from time to time after the date hereof owned or acquired by the Debtor, and in and to all proceeds and benefits thereof to secure the payment and performance of the Secured Obligations, and does hereby confirm and reaffirm the grant of the security interest in such assets.

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IN WITNESS WHEREOF, the parties have executed this Notice of Security Interest in Trademarks as of the date first written above.

Address:

218 S. Main Street, Floor 2  
Naperville, IL 60540

BELLA BABY PHOTOGRAPHY, LLC  
(f/k/a B BABY PHOTO, LLC)

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

Brad Jones, Manager

Address:

155 North Wacker Drive  
Suite 1760  
Chicago, Illinois 60606

CAPX FUND IV, L.P.

By: CAPX PARTNERS IV GP, LLC, its  
General Partner

By: CAPX MANAGEMENT CORP.,  
its Manager

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*Signature Page to Notice of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 005431 FRAME: 0713**

IN WITNESS WHEREOF, the parties have executed this Notice of Security Interest in Trademarks as of the date first written above.

Address:

218 S. Main Street, Floor 2  
Naperville, IL 60540

BELLA BABY PHOTOGRAPHY, LLC  
(f/k/a B BABY PHOTO, LLC)

By: \_\_\_\_\_  
Brad Jones, Manager

Address:

155 North Wacker Drive  
Suite 1760  
Chicago, Illinois 60606

CAPX FUND IV, L.P.

By: CAPX PARTNERS IV GP, LLC, its  
General Partner

By: CAPX MANAGEMENT CORP.,  
its Manager

By: \_\_\_\_\_  
Name: Telley S. Miller  
Title: President

*Signature Page to Notice of Security Interest in Trademarks*

EXHIBIT A  
TRADEMARKS

Trademark	Number	Issue Date
bella baby (plus design) for logo	4,532,548	5/20/14
bella life	4,383,343	8/13/13
bella life (plus design) for logo	4,579,849	8/5/14
Bella Baby Photography	3,421,737	5/6/08
b.athletic	4,088,851	1/17/12