

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM348031

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Alex Brands Buzz Bee Holdings, LLC		06/30/2014	LIMITED LIABILITY COMPANY: DELAWARE

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: 89

Property Type	Number	Word Mark
Registration Number:	4629695	SIDEWINDER
Registration Number:	4615003	EXTREME RANGE MASTER
Registration Number:	4615002	EXTREME AIR MAX
Registration Number:	4614973	GUNSMOKE
Registration Number:	4614141	FALCON
Registration Number:	4564674	DRENCH N BLAST
Registration Number:	4444525	OVERLORD
Registration Number:	4441614	ANGLE METER
Registration Number:	4400743	PANTHER
Registration Number:	4400742	COUGAR
Registration Number:	4354980	GARGOYLE
Registration Number:	4354979	RANGE MASTER
Registration Number:	4347337	COLOSSUS
Registration Number:	4347336	PYTHON
Registration Number:	4347335	VIPER
Registration Number:	4168740	POWER GRIP
Registration Number:	4122742	SOFT HANDS SPIRAL FOOTBALL
Registration Number:	4122741	SOFT HANDS FOOTBALL

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4122723	SURGE 10
Registration Number:	4122718	RADS 12
Registration Number:	4122717	SURGE 6
Registration Number:	4122714	TURBO 12
Registration Number:	4119423	TORRENT
Registration Number:	4115579	CONNECT THEM ALL
Registration Number:	4036798	TOMMY 20
Registration Number:	3971828	MAGIC RAINBOW MAKER
Registration Number:	3946070	ULTIMATE SNIPE BLAST
Registration Number:	3946069	ULTIMATE RAPID BLAST
Registration Number:	3946068	ULTIMATE MISSILE BLAST
Registration Number:	3901488	BLADE WARRIOR
Registration Number:	3838824	MINI MARSHMALLOW ATTACK
Registration Number:	3793810	EQUALIZER
Registration Number:	3719460	BUBBLE BUDDIES
Registration Number:	3702345	SONIC SHOCK SYSTEM
Registration Number:	3696694	PULSEBLASTER
Registration Number:	3696693	PULSEMASTER
Registration Number:	3693669	VINDICATOR
Registration Number:	3693668	EXPEDITION
Registration Number:	3693667	DELUGE
Registration Number:	3693665	PULSESTRIKE
Registration Number:	3623978	PLASMA BLASTER
Registration Number:	3623977	GLO-LAZER
Registration Number:	3603122	PUREBRED COLLECTION
Registration Number:	3550226	RUFFSTUFF
Registration Number:	3548586	RUFF STUFF
Registration Number:	3521647	HYDRO-PULSE
Registration Number:	3521646	HYDRO-BLAST
Registration Number:	2973010	SUPER HOOPS
Registration Number:	2949896	AIR BLASTERS
Registration Number:	2949888	LIGHTNING STRIKE
Registration Number:	2928435	STICKY DARTS
Registration Number:	2924181	AIR ZONE
Registration Number:	2892435	BUZZ BEE TOYS
Registration Number:	2829241	AIR WARRIORS
Registration Number:	2792587	WATER WARRIORS
Registration Number:	4115404	AIR COMMANDOS

Property Type	Number	Word Mark
Serial Number:	86599370	AIR MAX
Serial Number:	86519887	AIR MAX TYRANT
Serial Number:	86519859	AIR MAX BOSS
Serial Number:	86519842	AIR MAX BARON
Serial Number:	86519729	AIR MAX SENTINEL
Serial Number:	86519709	ULTRA TEK PROTECTOR
Serial Number:	86519695	ULTRA TEK CHAMPION
Serial Number:	86519682	ULTRA TEK WIZARD
Serial Number:	86519673	ULTRA TEK STAR
Serial Number:	86519662	ULTRA TEK GEM
Serial Number:	86519604	ULTRA TEK SNIPE
Serial Number:	86519650	ULTRA TEK BRUTE
Serial Number:	86486672	KATBIRD
Serial Number:	86486629	WILDFIRE
Serial Number:	86486595	ULTRA-TEK
Serial Number:	86486575	ULTRA RAPID TEK
Serial Number:	86486551	AIR TEK
Serial Number:	86349994	WATERLORD
Serial Number:	86305316	SQUEEZ-EZ
Serial Number:	86305287	STEADY BLAST
Serial Number:	86305271	DRENCH MASTER
Serial Number:	86305169	HARPOON
Serial Number:	86305051	AQUA BEAST
Serial Number:	86288676	AQUA-MATIC
Serial Number:	86269170	VAMPIRE HUNTER
Serial Number:	86238633	TEK 10
Serial Number:	86238606	AUTO TEK 20
Serial Number:	86206027	SMOKERZ
Serial Number:	86204729	WINGZ
Serial Number:	86204690	SONIC 6
Serial Number:	86204678	PREDATOR
Serial Number:	86204661	BLASTZOOKA
Serial Number:	85461270	JAGUAR

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: 3015 CARRINGTON MILL BOULEVARD
Address Line 2: SUITE 400
Address Line 4: MORRISVILLE, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 327000-011905

NAME OF SUBMITTER: John E. Slaughter

SIGNATURE: /John E. Slaughter/

DATE SIGNED: 07/14/2015

Total Attachments: 8

source=NGSI-T Alex Brands#page1.tif
source=NGSI-T Alex Brands#page2.tif
source=NGSI-T Alex Brands#page3.tif
source=NGSI-T Alex Brands#page4.tif
source=NGSI-T Alex Brands#page5.tif
source=NGSI-T Alex Brands#page6.tif
source=NGSI-T Alex Brands#page7.tif
source=NGSI-T Alex Brands#page8.tif

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 trademark registrations 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 registration or trademark application (or any subject matter covered thereby).

Very truly yours,

ALEX BRANDS BUZZ BEE HOLDINGS, LLC

By: 
Name: John Belmonte
Title: Vice Chairman

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

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 trademark registrations 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 registration or trademark application (or any subject matter covered thereby).

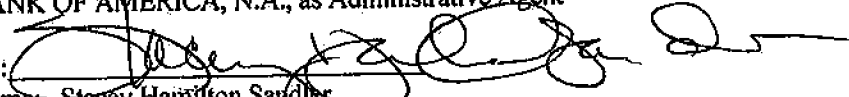
Very truly yours,

ALEX BRANDS BUZZ BEE HOLDINGS, LLC

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: Stacey Hamilton Sandler
Title: Senior Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN PATENTS
ALEX BRANDS BUZZ BEE HOLDINGS, LLC

TRADEMARK
REEL: 005576 FRAME: 0615



Schedule 1

Alex Brands Buzz Bee Holdings, LLC
(Delaware Limited Liability Company)

U.S. Trademarks


Registered Marks

Mark	Reg. No.	Reg. Date
SIDEWINDER	4629695	10/28/14
EXTREME RANGE MASTER	4615003	09/30/14
EXTREME AIR MAX	4615002	09/30/14
GUNSMOKE	4614973	09/30/14
Falcon	4614141	09/30/14
Drench n Blast	4564674	07/08/14
Overlord	4444525	12/03/13
ANGLE METER	4441614	11/26/13
Panther	4400743	09/10/13
Cougar	4400742	09/10/13
Gargoyle	4354980	06/18/13
Range Master	4354979	06/18/13
Colossus	4347337	06/04/13
Python	4347336	06/04/13
Viper	4347335	06/04/13
POWER GRIP	4168740	07/03/12
Soft Hands Spiral Football	4122742	04/03/12
Soft Hands Football	4122741	04/03/12


SURGE 10	4122723	04/03/12
RADS 12	4122718	04/03/12
SURGE 6	4122717	04/03/12
TURBO 12	4122714	04/03/12
TORRENT	4119423	03/27/12
CONNECT THEM ALL	4115579	03/20/12
TOMMY 20	4036798	10/11/11
	3971828	05/31/11
ULTIMATE SNIPER BLAST	3946070	04/12/11
ULTIMATE RAPID BLAST	3946069	04/12/11
ULTIMATE MISSILE BLAST	3946068	04/12/11
	3901488	01/04/11
MINI MARSHMALLOW ATTACK	3838824	08/24/10
EQUALIZER	3793810	05/25/10
BUBBLE BUDDIES	3719460	12/01/09
SONIC SHOCK SYSTEM	3702345	10/27/09
PULSEBLASTER	3696694	10/13/09
PULSEMASTER	3696693	10/13/09
VINDICATOR	3693669	10/06/09

CHAR2\1604236v2

TRADEMARK
REEL: 005576 FRAME: 0617

EXPEDITION	3693668	10/06/09
DELUGE	3693667	10/06/09
PULSESTRIKE	3693665	10/06/09
PLASMA BLASTER	3623978	05/19/09
GLO-LAZER	3623977	05/19/09
	3603122	04/07/09
RUFFSTUFF	3550226	12/23/08
RUFFSTUFF	3548586	12/23/08
HYDRO-PULSE	3521647	10/21/08
HYDRO-BLAST	3521646	10/21/08
SUPER HOOPS	2973010	07/19/05
AIR BLASTERS	2949896	05/10/05
LIGHTNING STRIKE	2949888	05/10/05
STICKY DARTS	2928435	02/22/05
AIR ZONE	2924181	02/01/05
BUZZ BEE TOYS	2892435	10/12/04
AIR WARRIORS	2829241	04/06/04
WATER WARRIORS	2792587	12/09/03

Registered Marks

Mark	Reg. No.	Reg. Date
	4115404	03/20/12

Pending Applications

CHAR2\1604236v2

Mark	Appl. No.	Filing Date
AIR MAX	86599370	04/16/15
AIR MAX TYRANT	86519887	01/30/15
AIR MAX BOSS	86519859	01/30/15
AIR MAX BARON	86519842	01/30/15
AIR MAX SENTINEL	86519729	01/30/15
ULTRA TEK PROTECTOR	86519709	01/30/15
ULTRA TEK CHAMPION	86519695	01/30/15
ULTRA TEK WIZARD	86519682	01/30/15
ULTRA TEK STAR	86519673	01/30/15
ULTRA TEK GEM	86519662	01/30/15
ULTRA TEK SNIPE	86519604	01/30/15
AIR TEK BRUTE	86519650	01/30/15
KATBIRD	86486672	12/19/14
WILDFIRE	86486629	12/19/14
ULTRA TEK	86486595	12/19/14
ULTRA RAPID TEK	86486575	12/19/14
AIR TEK	86486551	12/19/14
Waterlord	86349994	07/28/14
Squeez-EZ	86305316	06/10/14
Steady Blast	86305287	06/10/14
Drench Master	86305271	06/10/14
Harpoon	86305169	06/10/14
Aqua Beast	86305051	06/10/14
AQUA-MATIC	86288676	05/22/14
VAMPIRE HUNTER	86269170	05/01/14
TEK 10	86238633	04/01/14
AUTO TEK 20	86238606	04/01/14
SMOKERZ	86206027	02/27/14
Wingz	86204729	02/26/14
Sonic 6	86204690	02/26/14

Predator	86204678	02/26/14
Blastzooka	86204661	02/26/14
Jaguar	85461270	11/01/11

CHAR2\1604236v2