

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM373456

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Salus Capital Partners, LLC, as Agent		12/29/2015	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Marbles LLC
Street Address:	1918 North Mendell Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60642
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS
Name:	MARBLES HOLDINGS, LLC
Street Address:	1918 North Mendell Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60642
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	3953397	MARBLES THE BRAIN STORE
Registration Number:	4145448	MIND YOUR MARBLES
Registration Number:	4123095	MINDSTEIN
Registration Number:	4162283	MINDSPRING
Registration Number:	3571842	MARBLES
Registration Number:	3998175	MARBLES
Serial Number:	85885911	BRAINDROPS
Serial Number:	85876268	BRAINSESSIONS
Registration Number:	4329522	BRAIN SHOWERS
Serial Number:	85670745	HOW TO MAKE A COWBOY TAKE A BATH
Registration Number:	4344240	ROCK ME ARCHIMEDES
Registration Number:	4329415	SKIPPITY DO

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4325867	SMART PUZZLES
Registration Number:	4329437	SPLICKETY LIT
Registration Number:	4329426	STICK BOMBS
Registration Number:	4322183	THE BRAIN CUBE
Registration Number:	4336221	TOUCHY FEELY

CORRESPONDENCE DATA

Fax Number: 3026365454

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: 800-927-9801 x 62348

Email: usptocommunications@cscglobal.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	019061
NAME OF SUBMITTER:	Jean Paterson
SIGNATURE:	/jep/
DATE SIGNED:	02/17/2016

Total Attachments: 4

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “**Release**”) is made as of December 29, 2015, by and between Marbles Holdings, LLC, a Delaware limited liability company (“**Holdings**”), Marbles LLC, an Illinois limited liability company (together with Holdings, the “**Pledgors**”) and Salus Capital Partners, LLC, in its capacity as administrative agent and collateral agent (in such capacities, “**Agent**”) under the Term Loan Agreement (as defined below).

WHEREAS, pursuant to the terms and conditions of that certain Security Agreement (the “**Security Agreement**”) and that certain Term Loan Agreement (the “**Term Loan Agreement**”), each dated August 29, 2013 (as the same may have been amended, modified, extended or restated from time to time) to which Pledgors and Agent were parties, Pledgors and Agent entered into that certain Grant of Security Interest in Trademarks on August 29, 2013 (the “**Trademark Security Agreement**”);

WHEREAS, pursuant to the terms and conditions of the Trademark Security Agreement, the Security Agreement, and the Term Loan Agreement, Pledgors granted to Agent on behalf of the secured parties a continuing security interest in and to, and lien on, all of Pledgors’ right, title and interest in, to and under certain Marks (as defined in the Trademark Security Agreement), including, without limitation, the trademarks set forth on Schedule A attached hereto (the “**Trademarks**”);

WHEREAS, the Trademark Security Agreement was recorded with the U.S. Patent and Trademark Office (“**USPTO**”) on August 30, 2013 at Reel/Frame 5101/0130;

WHEREAS, Agent desires to terminate all such security interests, and to execute and deliver to Pledgors all deeds, assignments and other instruments as may be reasonably necessary to release the security interests relating to the Trademarks.

NOW, THEREFORE, for and in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Agent on behalf of itself and the secured parties, hereby terminates the Trademark Security Agreement, the Security Agreement, and the Term Loan Agreement, and relinquishes unto Pledgors the continuing security interest in, and lien on, the Trademarks and otherwise assigns, grants and conveys to Pledgors, without recourse, any and all right, title and interest the Agent or the secured parties may have in, to or under to the Trademarks in order to revest in Pledgors full and unencumbered title to said Trademarks.

[Signature page follows.]

IN WITNESS WHEREOF, Agent has caused this Release of Security Interest in Trademarks to be executed by its duly authorized signatory as of the date first written above.

SALUS CAPITAL PARTNERS, LLC



By: _____

Name: Kyle C. Shonak

Title: President

SCHEDULE A

<u>Trademark</u>	<u>Owner</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>	<u>Owned/Licensed</u>
Marbles The Brain Store	MARBLES LLC	03/05/2010	Registered	3953397	Owned
Mind Your Marbles	MARBLES LLC	05/13/11	Registered	4145448	Owned
Mindstein	MARBLES LLC	05/12/11	Registered	4123095	Owned
Mindspring	MARBLES LLC	05/12/11	Registered	4162283	Owned
Marbles (with logo)	MARBLES LLC	05/12/08	Registered	3571842	Owned
Oakey Dokey	MARBLES LLC	07/29/2013	Pending	n/a	Owned
Marbles	MARBLES LLC	1/10/2011	Registered	3998175	Owned
Braindrops	MARBLES HOLDINGS	3/25/13	Pending Non-Final Action - Mailed	85885911 (serial#) response due 12/26/13	Owned
Brainsessions	MARBLES HOLDINGS	3/14/13	Pending Non-Final Action - Mailed	85876268 (serial#) response due 12/24/13	Owned
Brain Showers	MARBLES HOLDINGS	8/9/12	Registered	4329522	Owned
How To Make A Cowboy Take A Bath	MARBLES HOLDINGS	7/6/12	Ordered.	85670745 (serial #)	Owned
Rock Me Archimedes	MARBLES HOLDINGS	8/9/12	Registered	4344240	Owned

Skippity Do	MARBLES HOLDINGS	5/18/12	Registered	4329415	Owned
smART Puzzles	MARBLES HOLDINGS	5/29/12	Registered	4325867	Owned
Splickety Lit	MARBLES HOLDINGS	6/1/12	Registered	4329437	Owned
Stick Bombs	MARBLES HOLDINGS	10/30/12	Registered	4329426	Owned
The Brain Cube	MARBLES HOLDINGS	5/18/12	Registered	4322183	Owned
Touchy Feely	MARBLES HOLDINGS	5/21/12	Registered	4336221	Owned