

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM422775

| | | | |
|-----------------------------------|--|--|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Security Agreement | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| LOLLYTOGS, LTD. | | 03/24/2017 | Corporation: NEW YORK |
| RECEIVING PARTY DATA | | | |
| Name: | HSBC Bank USA, N.A., as Administrative Agent | | |
| Street Address: | 452 Fifth Avenue | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10018 | | |
| Entity Type: | Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 40 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5148175 | FRENCH TOAST | |
| Registration Number: | 5110523 | A UNIFORM FOR A KID'S LIFE | |
| Registration Number: | 5037923 | FRENCH TOAST @SCHOOL | |
| Registration Number: | 5023860 | FRENCH TOAST COMFORT THAT LASTS | |
| Registration Number: | 4965476 | POWER KNEES SEAM-TO-SEAM REINFORCEMENT | |
| Registration Number: | 4814914 | COMFORT THAT LASTS | |
| Registration Number: | 4810164 | POWER KNEES | |
| Registration Number: | 4663168 | SECRET CRUSH | |
| Registration Number: | 4543061 | WRINKLE NO MORE | |
| Registration Number: | 4141715 | | |
| Registration Number: | 4166893 | SPROCKETS | |
| Registration Number: | 4419771 | CLASS AHEAD | |
| Registration Number: | 4295661 | FRENCH TOAST | |
| Registration Number: | 3153268 | OWW | |
| Registration Number: | 3778119 | @CLASS | |
| Registration Number: | 3778118 | @SCHOOL | |
| Registration Number: | 4057958 | TRIPLE HELIX | |
| Registration Number: | 2598012 | SPROCKETS | |
| Registration Number: | 2215538 | PARTNERSHIP FOR EDUCATION | |

OP \$1015.00 5148175

| Property Type | Number | Word Mark |
|----------------------|----------|--------------------------------------|
| Registration Number: | 2179678 | BY FRENCH TOAST |
| Registration Number: | 2113594 | OFFICIAL SCHOOL WEAR BY FRENCH TOAST |
| Registration Number: | 2364799 | FRENCHTOAST.COM |
| Registration Number: | 2406499 | OFFICIAL SCHOOL WEAR |
| Registration Number: | 2154096 | FT SPORT |
| Registration Number: | 1967127 | COTLER |
| Registration Number: | 1692999 | FRENCH TOAST |
| Registration Number: | 1751955 | FRENCH TOAST |
| Registration Number: | 1683842 | FT |
| Registration Number: | 1373944 | LOLLYTOGS |
| Registration Number: | 1362076 | FRENCH TOAST |
| Registration Number: | 1326046 | COTLER |
| Serial Number: | 87314472 | UNIFORM BUT UNIQUE |
| Serial Number: | 87314455 | FRENCH TOAST SCHOOLBOX |
| Serial Number: | 87314445 | FRENCH TOAST A+ SPIRITWEAR |
| Serial Number: | 86543340 | LOLLYTOGS |
| Serial Number: | 86780291 | SPROCKETS |
| Serial Number: | 86780288 | SPROCKETS |
| Serial Number: | 86780279 | SPROCKETS BABY |
| Serial Number: | 86780264 | SPROCKETS |
| Serial Number: | 86285763 | COMFORT THAT LASTS |

CORRESPONDENCE DATA

Fax Number: 80091442
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: 614-280-3568
Email: John.Salvage@wolterskluwer.com
Correspondent Name: CT Corporation System
Address Line 1: 4400 Easton Commons Way
Address Line 2: Suite 125
Address Line 4: Columbus, OHIO 43219

| | |
|--------------------|--------------------|
| NAME OF SUBMITTER: | Corenda R. Lewis |
| SIGNATURE: | /Corenda R. Lewis/ |
| DATE SIGNED: | 04/06/2017 |

Total Attachments: 6
source=TM3#page1.tif
source=TM3#page2.tif
source=TM3#page3.tif
source=TM3#page4.tif

source=TM3#page5.tif
source=TM3#page6.tif

Internal Address: _____

Street Address: _____

City: _____

State: _____

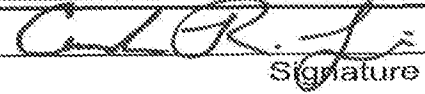
Zip: _____

Phone Number: _____

Docket Number: _____

Email Address: _____

9. Signature: _____



Signature

Corenda R. Lewis

Name of Person Signing

Documents to be recorded (including co-
Mail Stop Assignment Recordation Branch, Di

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Lollytogs, Ltd., a corporation incorporated under the laws of the State of New York, located at 100 West 33rd Street, Suite 1012, New York 10001 (“Grantor”), has adopted, used and is using the marks shown in the attached Schedule A (the “Marks”), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Grantor is obligated to HSBC Bank USA, National Association (“HSBC”) and various other financial institutions (collectively, “Lenders”), HSBC as Lender Representative (acting in such capacity, “Lender Representative”) and HSBC as Administrative Agent (acting in its capacity as the “collateral agent” pursuant to Section 8.1(e) of the Credit Agreement referred to below, “Administrative Agent”) pursuant to (i) a certain Credit Agreement, dated as of the date hereof, among Administrative Agent, Lender Representative, Lenders, Grantor and certain other loan parties, (ii) a certain Security Agreement, dated as of the date hereof, among Grantor, certain other loan parties, Lender Representative and Administrative Agent and (iii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, by and among Grantor, certain other loan parties, Lender Representative and Administrative Agent (as each may be amended, restated, amended and restated, supplemented or otherwise modified from time to time, collectively, the “Agreements”); and

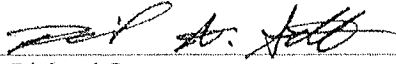
WHEREAS, pursuant to the Agreements, Grantor is granting to Administrative Agent for its benefit and for the ratable benefit of Secured Parties a first priority security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby assign unto Administrative Agent for its benefit and for the ratable benefit of the Secured Parties and grant to Administrative Agent for its benefit and for the ratable benefit of Secured Parties a first priority security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Grantor expressly acknowledges and affirms that the rights and remedies of Administrative Agent, Lender Representative and the Secured Parties with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

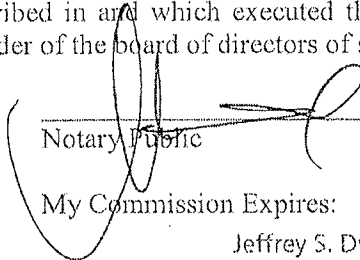
Dated: March 24, 2017

LOLLYTOGS, LTD., as Grantor

By: 
Name: Richard Sutton
Title: President and Chief Executive Officer

STATE OF NEW YORK)
)
) ss:
COUNTY OF NEW YORK)

On the 6 day of March, 2017, before me personally came Richard Sutton to me known, who being by me duly sworn, did depose and say he is the President and Chief Executive Officer of Lollytogs, Ltd., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.


Notary Public

My Commission Expires:
Jeffrey S. Dweck
Notary Public, State of New York
Reg. No. 02DW5072837
Qualified in Kings County
Commission Expires Feb. 10, 2019

SCHEDULE A

Schedule A to a Trademark Assignment of Security, dated March 24, 2017, by Lollytogs, Ltd., as Grantor, in favor of HSBC Bank USA, National Association, as Administrative Agent.

Registered Trademarks:

| <u>Registration Number</u> | <u>Registration Date</u> | <u>Trademark</u> | <u>Jurisdiction</u> |
|----------------------------|--------------------------|--|-----------------------|
| 5148175 | 02/21/17 | FRENCH TOAST | United States (USPTO) |
| 5110523 | 12/27/16 | A UNIFORM FOR A KID'S LIFE | United States (USPTO) |
| 5037923 | 09/06/16 | FRENCH TOAST @SCHOOL | United States (USPTO) |
| 5023860 | 08/16/16 | FRENCH TOAST COMFORT THAT LASTS | United States (USPTO) |
| 4965476 | 05/24/16 | POWER KNEES SEAM-TO-SEAM REINFORCEMENT | United States (USPTO) |
| 4814914 | 09/15/15 | COMFORT THAT LASTS | United States (USPTO) |
| 4810164 | 09/08/15 | POWER KNEES | United States (USPTO) |
| 4663168 | 12/30/14 | SECRET CRUSH | United States (USPTO) |
| 4543061 | 06/03/14 | WRINKLE NO MORE | United States (USPTO) |
| 4141715 | 05/15/12 | [SPROCKETS DOG DESIGN MARK] | United States (USPTO) |
| 4166893 | 07/03/12 | SPROCKETS | United States (USPTO) |
| 4419771 | 10/15/13 | CLASS AHEAD | United States (USPTO) |
| 4295661 | 02/26/13 | FRENCH TOAST | United States (USPTO) |
| 3153268 | 10/10/06 | OWW | United States (USPTO) |
| 3778119 | 04/20/10 | @CLASS | United States (USPTO) |
| 3778118 | 04/20/10 | @SCHOOL | United States (USPTO) |
| 4057958 | 11/22/11 | TRIPLE HELIX | United States (USPTO) |
| 2598012 | 07/23/02 | SPROCKETS | United States (USPTO) |
| 2215538 | 12/29/98 | PARTNERSHIP FOR EDUCATION | United States (USPTO) |

| <u>Registration Number</u> | <u>Registration Date</u> | <u>Trademark</u> | <u>Jurisdiction</u> |
|----------------------------|--------------------------|--------------------------------------|-----------------------|
| 2179678 | 08/04/98 | BY FRENCH TOAST | United States (USPTO) |
| 2113594 | 11/18/97 | OFFICIAL SCHOOL WEAR BY FRENCH TOAST | United States (USPTO) |
| 2364799 | 07/04/00 | FRENCHTOAST.COM | United States (USPTO) |
| 2406499 | 11/21/00 | OFFICIAL SCHOOL WEAR | United States (USPTO) |
| 2154096 | 04/28/98 | FT SPORT | United States (USPTO) |
| 1967127 | 04/09/96 | COTLER | United States (USPTO) |
| 1692999 | 06/09/92 | FRENCH TOAST | United States (USPTO) |
| 1751955 | 02/09/93 | FRENCH TOAST | United States (USPTO) |
| 1683842 | 04/21/92 | FT | United States (USPTO) |
| 1373944 | 12/03/85 | LOLLYTOGS | United States (USPTO) |
| 1362076 | 09/24/85 | FRENCH TOAST | United States (USPTO) |
| 1326046 | 03/19/85 | COTLER | United States (USPTO) |

Pending Applications

| <u>Application Serial Number</u> | <u>Application Filing Date</u> | <u>Trademark</u> | <u>Jurisdiction</u> |
|----------------------------------|--------------------------------|----------------------------|-----------------------|
| 1828212 | 3/20/17 | FRENCH TOAST SCHOOLBOX | Canada (CIPO) |
| 87314472 | 1/26/17 | UNIFORM BUT UNIQUE | United States (USPTO) |
| 87314455 | 1/26/17 | FRENCH TOAST SCHOOLBOX | United States (USPTO) |
| 87314445 | 1/26/17 | FRENCH TOAST A+ SPIRITWEAR | United States (USPTO) |
| 86543340 | 2/23/15 | LOLLYTOGS | United States (USPTO) |
| 86780291 | 10/7/15 | SPROCKETS | United States (USPTO) |
| 86780288 | 10/7/15 | SPROCKETS | United States |

| <u>Application Serial Number</u> | <u>Application Filing Date</u> | <u>Trademark</u> | <u>Jurisdiction</u> |
|--|------------------------------------|--------------------|--------------------------|
| | | | (USPTO) |
| 86780279 | 10/7/15 | SPROCKETS BABY | United States (USPTO) |
| 86780264 | 10/7/15 | SPROCKETS | United States (USPTO) |
| 86285763 | 5/19/14 | COMFORT THAT LASTS | United States (USPTO) |