

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM439408

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TGS ACQUISITION LLC		08/03/2017	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	ROYAL BANK OF CANADA
Street Address:	200 BAY STREET
Internal Address:	12TH FLOOR, SOUTH TOWER, ROYAL BANK PLAZA
City:	TORONTO
State/Country:	CANADA
Postal Code:	M5J 2W7
Entity Type:	Corporation: GEORGIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3172499	GIGGLATOR
Registration Number:	2852097	PONTIKI
Registration Number:	2928355	XTS
Registration Number:	2700475	YANK MY FINGER
Registration Number:	1636997	GOOD STUFF
Registration Number:	2028251	WE PUT THE WORLD'S GREATEST TOYS IN THE
Registration Number:	2029749	WE PUT THE WORLD'S GREATEST TOYS IN THE
Registration Number:	2814052	TINY TOTES
Registration Number:	2571304	GOOD STUFF
Registration Number:	2023171	BASIC FUN

CORRESPONDENCE DATA

Fax Number: 6174287045

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.

Email: PATENTADMINISTRATOR@CLARKELBING.COM

Correspondent Name: CLARK + ELBING, LLP

Address Line 1: 101 FEDERAL STREET

Address Line 2: 15TH FLOOR

Address Line 4: BOSTON, MASSACHUSETTS 02110

TRADEMARK

NAME OF SUBMITTER:	TODD ARMSTRONG
SIGNATURE:	/Todd Armstrong/
DATE SIGNED:	08/15/2017
Total Attachments: 13 source=50783-009001 US Security Agreement#page1.tif source=50783-009001 US Security Agreement#page2.tif source=50783-009001 US Security Agreement#page3.tif source=50783-009001 US Security Agreement#page4.tif source=50783-009001 US Security Agreement#page5.tif source=50783-009001 US Security Agreement#page6.tif source=50783-009001 US Security Agreement#page7.tif source=50783-009001 US Security Agreement#page8.tif source=50783-009001 US Security Agreement#page9.tif source=50783-009001 US Security Agreement#page10.tif source=50783-009001 US Security Agreement#page11.tif source=50783-009001 US Security Agreement#page12.tif source=50783-009001 US Security Agreement#page13.tif	

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of August 3, 2017 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, this “Intellectual Property Security Agreement”), is made by each of the signatories hereto (collectively, the “Grantors”) in favour of Royal Bank of Canada, as administrative agent and collateral agent (in such capacity and together with its successors and assigns, the “Administrative Agent”), for the Secured Parties (as defined in the Collateral Agreement referred to below).

WHEREAS, BASIC FUN CANADA HOLDINGS, INC. and BASIC FUN, LTD., as borrowers (the “Borrowers”) have entered into a Credit Agreement dated as of August 3, 2017 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), among the Borrowers, BASIC FUN HOLDCO, LLC (“Holdings”), the Subsidiaries of Holdings party thereto from time to time, the LENDERS party thereto from time to time, and the Administrative Agent;

WHEREAS, it is a condition precedent to the obligations of the Lenders and to make their respective extensions of credit to the Borrowers under the Credit Agreement that the Grantors shall have executed and delivered that certain U.S. Guarantee and Collateral Agreement, dated as of August 3, 2017, to the Administrative Agent (as amended, supplemented, restated or otherwise modified from time to time, the “Collateral Agreement”) for the benefit of the Secured Parties (capitalized terms used and not defined herein have the meanings given such terms in the Collateral Agreement and the Credit Agreement, as applicable);

WHEREAS, under the terms of the Collateral Agreement, the Grantors have granted a security interest in certain property, including, without limitation, certain Intellectual Property of the Grantors to the Administrative Agent for the benefit of the Secured Parties, and have agreed as a condition thereof to execute this Intellectual Property Security Agreement for recording with the Canadian Intellectual Property Office and United States Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors agree as follows:

Section 1. Grant of Security. Each Grantor hereby grants to the Administrative Agent for the benefit of the Secured Parties a security interest in and to all of such Grantor’s right, title and interest in and to the following (the “Intellectual Property Collateral”), as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor’s Obligations:

- (a) all Trademarks (other than any Excluded Property), including, without limitation, each registration and application identified in Schedule 1 attached hereto;
- (b) all Patents (other than any Excluded Property), including, without limitation, each issued Patent and Patent application identified in Schedule 1 attached hereto;
- (c) any and all proceeds of the foregoing.

Section 2. Recordation. Each Grantor authorizes and requests that the Canadian Intellectual Property Office and the Commissioner of Patents and Trademarks record this Intellectual Property Security Agreement.

Section 3. Execution in Counterparts. This Agreement may be executed in any number of counterparts (including by telecopy or other electronic transmission, including “.pdf” or “.tif”), each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

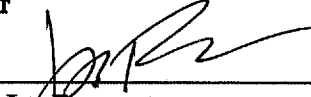
Section 4. Governing Law. This Intellectual Property Security Agreement shall be governed by, and construed and interpreted in accordance with, the law of the State of New York without regard to conflict of laws principles thereof that would require application of laws of another jurisdiction.

Section 5. Conflict Provision. This Intellectual Property Security Agreement has been entered into in conjunction with the provisions of the Collateral Agreement and the Credit Agreement. In the event that any provisions of this Intellectual Property Security Agreement are in conflict with the Collateral Agreement or the Credit Agreement, the provisions of the Collateral Agreement or the Credit Agreement shall govern.

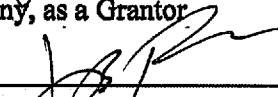
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IN WITNESS WHEREOF, each of undersigned has caused this Intellectual Property Security Agreement to be duly executed and delivered as of the date first above written.

BASIC FUN, INC., a Delaware corporation, as a Grantor

By: 
Name: Jay Foreman
Title: Chief Executive Officer

TBDUM, LLC, a Delaware limited liability company, as a Grantor

By: 
Name: Jay Foreman
Title: Chief Executive Officer

TGS ACQUISITON LLC, a Delaware limited liability company, as a Grantor

By: 
Name: Jay Foreman
Title: Chief Executive Officer

Signature Page to U.S. IP Security Agreement

Accepted and Agreed:

ROYAL BANK OF CANADA,
as Administrative Agent

By:

Name:

Title:



Susan, Khokher
Manager, Agency

Signature Page to U.S. IP Security Agreement

TRADEMARK
REEL: 006130 FRAME: 0589

Schedule 1

TRADEMARKS:

Trademarks for Basic Fun, Inc., and TGS Acquisition LLC:

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Grantor</u>	<u>Status</u>	<u>Serial Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Class</u>
B (and Design)	United States of America	Basic Fun, Inc.	Registered	85879743	March 19, 2013	4528075	May 13, 2014	28
BRIDGE DIRECT	United States of America	Basic Fun, Inc.	Registered	77774615	July 6, 2009	4099431	February 14, 2014	35
C3	United States of America	Basic Fun, Inc.	Registered	85859881	February 26, 2013	4760700	June 23, 2015	28
CS CONSTRUCTION (and Design)	United States of America	Basic Fun, Inc.	Registered	85877248	March 15, 2013	4760721	June 23, 2015	28
INKOOS	United States of America	Basic Fun, Inc.	Registered	85236724	February 8, 2011	4261881	December 18, 2012	28
MAKE 2 WEAR	United States of America	Basic Fun, Inc.	Registered	86504983	January 15, 2015	5050478	September 27, 2016	
STACK DOWN	United States of America	Basic Fun, Inc.	Registered	86011478	July 16, 2013	4744270	May 26, 2015	28
STACK DOWN UNIVERSE (and Design)	United States of America	Basic Fun, Inc.	Registered	86529750	July 16, 2013	4744271	May 26, 2015	28
THE B BRIDGE DIRECT INC. (and Design)	United States of America	Basic Fun, Inc.	Registered	85910419	April 22, 2013	4528180	May 13, 2014	28
GOOD STUFF and Design	United States of America	TGS Acquisition LLC	Registered	76261872	May 25, 2001	2571304	May 21, 2002	28
BASIC FUN	United States of America	TGS Acquisition	Registered	74690203	June 2, 1995	2023171	December 17, 1996	28


<u>Trademark</u>	<u>Jurisdiction</u>	<u>Grantor</u>	<u>Status</u>	<u>Serial Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Class</u>
		LLC						
GIGGLATOR	United States of America	TGS Acquisition LLC	Registered	78666060	July 8, 2005	3172499	November 14, 2006	28
PONTIKI	United States of America	TGS Acquisition LLC	Cancelled January 14, 2011	78250498	May 15, 2003	2852097	June 8, 2004	28
XTS	United States of America	TGS Acquisition LLC	Cancelled September 23, 2011	78321337	October 30, 2003	2928355	February 22, 2005	28
YANK MY FINGER & Design	United States of America	TGS Acquisition LLC	Cancelled November 1, 2009	78121278	April 12, 2002	2700475	March 25, 2003	20
GOOD STUFF	United States of America	TGS Acquisition LLC	Registered	74036231	March 9, 1990	1636997	March 5, 1991	28
WE PUT THE WORLD'S GREATEST TOYS IN THEPALM OF YOUR HAND	United States of America	TGS Acquisition LLC	Registered	74676965	May 19, 1995	2028251	January 07, 1997	42
WE PUT THE WORLD'S GREATEST TOYS IN THE PALM OF YOUR HAND	United States of America	TGS Acquisition LLC	Registered	74707688	July 28, 1995	2029749	January 14, 1997	28
TINY TOTES	United States of America	TGS Acquisition LLC	Cancelled September 17, 2010	78079426	August 15, 2001	2814052	February 10, 2004	28
B (and Design)	United States of America	Basic Fun, Inc.	Registered	85879743	March 19, 2013	4528075	May 13, 2014	28
BRIDGE DIRECT	United States of America	Basic Fun, Inc.	Registered	77774615	July 6, 2009	4099431	February 14, 2012	35


<u>Trademark</u>	<u>Jurisdiction</u>	<u>Grantor</u>	<u>Status</u>	<u>Serial Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Class</u>
C3	United States of America	Basic Fun, Inc.	Registered	85859881	February 26, 2013	4760700	June 23, 2015	28
C3 CONSTRUCTION	United States of America	Basic Fun, Inc.	Registered	85877248	March 15, 2013	4760721	June 23, 2015	28
INKOOS	United States of America	Basic Fun, Inc.	Registered	85236724	February 8, 2011	4261881	December 18, 2012	28
MAKE 2 WEAR	United States of America	Basic Fun, Inc.	Registered	86504983	January 15, 2015	5050478	September 27, 2016	14, 28
STACK DOWN UNIVERSE	United States of America	Basic Fun, Inc.	Registered	86011483	July 16, 2013	4744271	May 26, 2015	28
STACK DOWN	United States of America	Basic Fun, Inc.	Registered	86011478	July 16, 2013	4744270	May 26, 2015	28
BUN BUN	United States of America	Basic Fun, Inc.	Pending	86460959	November 21, 2014			28
E Z PODDERY QUICK, FUN, MESS FREE!	United States of America	Basic Fun, Inc.	Pending	87107272	July 18, 2016			16
TALKBOY	United States of America	Basic Fun, Inc.	Pending	86529750	February 10, 2015			28
BLO N' GLO	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	86240553	April 2, 2014	4632123	November 4, 2014	28
WILD WALLS	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	85739298	September 26, 2012	4486014	February 18, 2014	28
GEL COLONY	United States of America	TBDUM, LLC (formerly	Registered	85539368	February 10, 2012	4319722	April 16, 2013	28

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Grantor</u>	<u>Status</u>	<u>Serial Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Class</u>
		owned by Uncle Milton)						
DREAM FAIRY	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	85365793	July 7, 2011	4305958	March 19, 2013	28
SCURRY AND SCARE	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	85365783	July 7, 2011	4137014	May 1, 2012	28
FIREWORKS LIGHT SHOW	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	85365769	July 7, 2011	4162598	June 19, 2012	28
SHOOTING STARS IN MY ROOM	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	85365759	July 7, 2011	4140356	May 8, 2012	28
IN MY ROOM	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	85365733	July 7, 2011	4305957	March 19, 2013	29
FIRE AND ICE VOLCANO	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	85365713	July 7, 2011	4309775	March 26, 2013	28
HORRIBLE PETS	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	85365697	July 7, 2011	4305956	March 19, 2013	28

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SOLAR SYSTEM IN MY ROOM	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	85365613	July 7, 2011	4105263	February 28, 2012	28
T-REXCAVATOR	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	85365580	July 7, 2011	4102139	February 21, 2012	28
RAINBOW IN MY ROOM	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	85365547	July 7, 2011	4105262	February 28, 2012	28
MOON IN MY ROOM	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	78779732	December 22, 2005	3304265	October 2, 2007	11
GEL COLONY	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	78740378	October 25, 2005	3185104	December 12, 2006	16
HYDRO GREENHOUSE	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	78626137	May 9, 2005	3089992	May 9, 2006	16
BUG JUG	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	78626075	May 9, 2005	3085328	April 25, 2006	16
UNCLE MILTON	United States of America	TBDUM, LLC (formerly	Registered	78265317	June 20, 2003	2858040	June 29, 2004	9, 16, 28

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Grantor</u>	<u>Status</u>	<u>Serial Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Class</u>
		owned by Uncle Milton)						
UNCLE MILTON	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	77963809	March 19, 2010	4133574	May 1, 2012	28
UNCLE MILTON	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	77963758	March 19, 2010	3987795	July 5, 2011	9, 21
STAR PLANETARIUM	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	77572608	September 17, 2008	3611967	April 28, 2009	9
DINO XCAVATOR	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	76473696	December 10, 2002	2960195	June 7, 2005	28
AQUASAURS	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	76473692	December 10, 2002	2818232	February 24, 2004	16
STAR THEATER	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	76375590	February 27, 2002	2710964	April 29, 2003	9
BACK 2 NATURE	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	76302075	August 20, 2001	2792162	December 9, 2003	28

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Grantor</u>	<u>Status</u>	<u>Serial Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Class</u>
STAR PLANETARIUM	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	75889030	January 6, 2000	2626799	September 24, 2002	9
BUTTERFLY RAIN FOREST	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	75678664	April 7, 1999	2448271	May 1, 2001	28
BUTTERFLY JUNGLE	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	75676374	April 7, 1999	2448268	May 1, 2001	28
PLANET FROG	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	75676354	April 7, 1999	2483143	August 28, 2001	28
SCOPE IT OUT	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	75676330	April 7, 1999	2432227	February 27, 2001	9
	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	75477382	April 30, 1998	2327915	March 14, 2000	16
ANT FARM VILLAGE	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	75421397	January 22, 1998	2209162	December 8, 1998	16
ANTVILLE	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	75421396	January 22, 1998	2214709	December 29, 1998	16

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Grantor</u>	<u>Status</u>	<u>Serial Number</u>	<u>Filing Date</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Class</u>
		owned by Uncle Milton)						
SURF FROGS	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	75187392	October 15, 1996	2131372	January 20, 1998	28
	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	75150501	August 15, 1996	2144076	March 17, 1998	16
GIANT	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	73740819	July 19, 1988	1568280	November 28, 1989	16
ANT FARM	United States of America	TBDUM, LLC (formerly owned by Uncle Milton)	Registered	72268158	April 3, 1967	0863461	January 14, 1969	28

PATENTS:

Patents Owned by TGS Acquisition LLC:

<u>Patent</u>	<u>Registration Number</u>	<u>Registration Date</u>
Stuffed Bear with Hooded Sweatshirt	D540891	April 17, 2007
Noise Making Toy	6582274	June 24, 2003
Food Product Dispenser	D371941	July 23, 1996

Patents Owned by TBDUM LLC:

<u>Patent</u>	<u>Application Number</u>	<u>Registration Number</u>	<u>Filed Date</u>	<u>Issued Date</u>
Pneumatically Launched Folding Wing Glider Toy	10776812	7077359	February 11, 2004	July 18, 2006
Toy Figure with Interchangeable Brain Having Associated Voice Responses	11089255	7338340	March 24, 2005	March 4, 2008
Apparatus and Related Methods for the Controlled Illumination of a Convex Surface	11877226	8133058	October 23, 2007	March 13, 2012
Apparatus and Related Methods for the Controlled Illumination of a Convex Surface	13367877	8419439	February 7, 2012	April 16, 2013