

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM473651

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Phantom I.P., LLC		05/11/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Manufacturers and Traders Trust Company		
Street Address:	25 S. Charles Street		
City:	Baltimore		
State/Country:	MARYLAND		
Postal Code:	21201		
Entity Type:	Corporation: NEW YORK		
PROPERTY NUMBERS Total: 93			
Property Type	Number	Word Mark	
Serial Number:	87676131	#LIGHTANDRUN	
Registration Number:	5407587	AERIAL ARTISTRY	
Serial Number:	87675256	ALIEN ESCAPE	
Registration Number:	5407588	APACHE FIREDANCE	
Serial Number:	87566470	ASSAULT SQUAD MORTAR FIRE	
Serial Number:	87582610	ATOMIC AFTERGLOW	
Serial Number:	87352515	BAZINGA BLAST	
Registration Number:	5356670	BEE-DAZZLED	
Serial Number:	87566479	BEEHIVE BARRAGE	
Serial Number:	87432177	BIRTHDAY CAKE	
Serial Number:	87616091	BLACKBEARD'S CUTLASS	
Serial Number:	87462559	BLUE OR PINK WHAT DO YOU THINK?	
Serial Number:	87744559	BOMB CYCLONE	
Registration Number:	5418037	BREW HAHA	
Serial Number:	87675344	BROOKLYN BRIDGE SHOW	
Serial Number:	87582474	CAPTAIN NUCLEAR	
Serial Number:	87746555	CHINATOWN	
Serial Number:	87769695	CLOUD PATROL	
Registration Number:	5356673	COSMIC CARNIVAL	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	5432499	CRACKLING OCTOPUS
Serial Number:	87417035	DAVID'S SLING MISSILE SHIELD
Registration Number:	5407590	DEJA-VU
Registration Number:	5418039	DETONATION STATION
Registration Number:	5422909	DEUCES WILD
Serial Number:	87581891	DRAGON BOY
Registration Number:	5422912	DRAGON'S TEARS FOUNTAIN
Serial Number:	87752868	ERUPTION OF SPARKS
Registration Number:	5422918	EYE OF THE STORM
Serial Number:	87683502	FIERY DISCUS
Registration Number:	5422924	FIERY FALCONS
Serial Number:	87561555	FIRE & FURY
Registration Number:	5382783	FIRECRACKER FOUNTAIN
Serial Number:	87697477	FLARING STARS
Serial Number:	87708131	FLOATING
Serial Number:	87389877	FLOWER POT
Registration Number:	5422932	FLYING AERIAL CIRCUS
Registration Number:	5371769	GEOMAGNETIC STORM
Serial Number:	87567577	G-FORCE
Registration Number:	5422934	GOLD STANDARD
Registration Number:	5422936	GOLDEN FOX
Registration Number:	5414563	GRAND MASTER PYROTECHNICIAN
Registration Number:	5398146	GYRO BLOOM SURPRISE
Registration Number:	5436854	HASTA LA VISTA BABY!
Registration Number:	5422946	HOCUS POCUS
Registration Number:	5418175	HOO-AH!
Registration Number:	5418176	HULL-A-BLUE
Registration Number:	5428000	JOHNNY B GOOD
Registration Number:	5428002	JULY 4TH JUBILATION
Registration Number:	5335107	LADY LIBERTY
Serial Number:	87672784	LICENSE TO THRILL
Registration Number:	5286282	LUMINESCENCE
Serial Number:	87584947	MYSTICAL NIGHTS
Registration Number:	5423444	NEW YORK HARBOR
Registration Number:	5398147	PATRIOTIC PALMS
Serial Number:	87584938	PATRIOTIC SPARKS
Registration Number:	5414488	PHANTOM HERO SERIES
Registration Number:	5403441	PHILADELPHIA FREEDOM

Property Type	Number	Word Mark
Registration Number:	5436977	PRISMATICA
Registration Number:	5335111	PROTON BLAST
Registration Number:	5418234	PYRO PINNACLE
Registration Number:	5382517	PYROCUMULOUS CLOUD BUSTER
Registration Number:	5371753	PYROTHERAPY
Registration Number:	5376976	RADIANT ORBS
Registration Number:	5356679	RADIOACTIVE SPARK
Serial Number:	87696548	RED APPARITION
Registration Number:	5371743	RED, WHITE AND BLUE JUBILEE FOUNTAIN
Registration Number:	5418235	RED, WHITE AND BOOM!
Registration Number:	5382795	ROCKET PROPULSION PACK
Serial Number:	87672995	SAILOR'S DELIGHT
Registration Number:	5432348	SAINT ELMO'S FIRE
Serial Number:	87684687	SCATTERBUG
Registration Number:	5432332	SEISMIC ZONE
Serial Number:	87683451	SHOWER OF POWER
Registration Number:	5432336	SHRILLER
Registration Number:	5432343	SIZZLIN SKYBURST
Registration Number:	5432347	SODA POP
Registration Number:	5401646	SONIC WAVE
Registration Number:	5371776	STAR DANCE
Serial Number:	87454840	STAR SPANGLED SPECTACULAR
Serial Number:	87824580	STORM RUNNER
Serial Number:	87578232	STROBE SPECTACULAR
Registration Number:	5432411	SUPERCELL STORM
Serial Number:	87735134	TANKINATOR
Serial Number:	87602838	THE FAT ONE
Serial Number:	87602822	THE PHAT EFFECT
Registration Number:	5371745	THERE SHE GLOWS
Registration Number:	5432413	THREE PRONGED ATTACK
Serial Number:	87578794	VIBRANT VOLTAGE
Registration Number:	5427689	WAR FOUNTAIN
Serial Number:	87541668	WELDER'S FLASH STROBE FOUNTAIN
Registration Number:	5432694	WICKED PISSAH
Serial Number:	87580026	WILLOW AMONG THE PALMS
Registration Number:	5432494	WITCHCRAFT

CORRESPONDENCE DATA

**TRADEMARK
REEL: 006329 FRAME: 0706**

Fax Number: 2028428465

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: 202-842-8800

Email: dctrademarks@dbr.com

Correspondent Name: Jennifer T. Criss

Address Line 1: Drinker Biddle & Reath LLP

Address Line 2: 1500 K Street, N.W., Suite 1100

Address Line 4: Washington, D.C. 20005-1209

ATTORNEY DOCKET NUMBER:	518741
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NAME OF SUBMITTER:	Jeremy T. Bui
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SIGNATURE:	/jeremy t. bui/
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DATE SIGNED:	05/11/2018
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Total Attachments: 7

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INTELLECTUAL PROPERTY SECURITY AGREEMENT (SUPPLEMENTAL)

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (SUPPLEMENTAL), dated as of May 11, 2018, is by and between Phantom I.P., LLC, a Delaware limited liability company with an address at 555 Martin Luther King, Jr. Blvd., Youngstown, Ohio 44502 (together with its successors and permitted assigns, the "Assignor") and Manufacturers and Traders Trust Company, a New York corporation with an address at 25 S. Charles Street, Baltimore, MD 21201 ("Assignee") as agent for itself and the other Secured Parties (as defined in the Credit Agreement identified below), and is made pursuant to a Security Agreement dated as of December 31, 2014 by and between Assignor and Assignee (as amended by that certain Joinder dated as of December 22, 2016 by and between Assignor and Assignee and those certain Joinders dated as of December 30, 2016, and as reaffirmed and amended pursuant to that certain Omnibus Amendment and Reaffirmation to Loan Documents dated as of January 26, 2017, and as the same may be amended, restated, reaffirmed, modified and/or supplemented from time to time, the "Security Agreement").

WHEREAS, Assignor owns all right, title and interest in and to certain trademarks and copyrights, including the trademarks reflected on Exhibit A attached hereto (collectively, the "Intellectual Property");

WHEREAS, Assignor, Assignee and certain other parties entered into that certain Amended and Restated Credit Agreement dated as of January 26, 2017, amended by Amendment No. 1 of even date herewith (as the same may be further amended, restated, modified, supplemented and/or replaced from time to time, the "Credit Agreement," and, together with the Security Agreement, the "Agreements"), pursuant to which the Lenders (as defined in the Credit Agreement) agreed to extend credit to Assignor on the terms and conditions described therein;

WHEREAS, pursuant to the Security Agreement, the Assignor is assigning, mortgaging and pledging to Assignee for the benefit of itself and the Secured Parties a security interest in the Intellectual Property.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Assignee and grant to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Intellectual Property, together with all registrations and pending applications therefor, the goodwill of the business connected with its use and symbolized thereby; all reproduction and allied rights necessary for production, distribution and exploitation thereof, all translations,

adaptations and other versions thereof now made or hereafter created and all proceeds thereof, including, without limitation, any and all causes of action for infringement thereof for the full term of the Intellectual Property, if applicable, and any and all royalties for any licensees thereof (the "IP Collateral"), to secure the prompt payment, performance and observance of the Secured Obligations, as defined in the Agreements. Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of and security interest in the IP Collateral made and generated hereby are more fully set forth in the Agreements, the terms and provision of which are hereby incorporated herein by reference as if fully set forth herein.

Assignor further covenants to execute all additional instruments and to do all things necessary for carrying out the purposes of this instrument, including execution of additional agreements concerning the Intellectual Property for the purpose of perfecting Assignee's security interest therein.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Intellectual Property Security Agreement (Supplemental) to be executed in the name and on behalf of the parties hereto as of the date first above written.

PHANTOM I.P., LLC

By: 

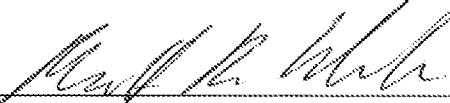
Name: Bruce J. Zoldan

Title: President

Signature Page to Intellectual Property Security Agreement (Supplemental)

TRADEMARK
REEL: 006329 FRAME: 0710

MANUFACTURERS AND TRADERS TRUST
COMPANY, on behalf of itself and the Secured
Parties

By: 
Name: Matthew Ryan Weir Jr.
Title: Vice President

Signature Page to Intellectual Property Security Agreement (Supplemental)

TRADEMARK
REEL: 006329 FRAME: 0711

Exhibit A
Trademarks

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Owner
#LIGHTANDRUN	87676131	November 8, 2017			Phantom I.P., LLC
AERIAL ARTISTRY	87566454	August 12, 2017	5407587	February 20, 2018	Phantom I.P., LLC
ALIEN ESCAPE	87675256	November 7, 2017			Phantom I.P., LLC
APACHE FIREDANCE	87566464	August 12, 2017	5407588	February 20, 2018	Phantom I.P., LLC
ASSAULT SQUAD MORTAR FIRE	87566470	August 12, 2017			Phantom I.P., LLC
ATOMIC AFTERGLOW	87582610	August 24, 2017			Phantom I.P., LLC
BAZINGA BLAST	87352515	February 28, 2017			Phantom I.P., LLC
BEE-DAZZLED	87408774	April 12, 2017	5356670	December 12, 2017	Phantom I.P., LLC
BEEHIVE BARRAGE	87566479	August 12, 2017			Phantom I.P., LLC
BIRTHDAY CAKE	87432177	May 1, 2017			Phantom I.P., LLC
BLACKBEARD'S CUTLASS	87616091	September 20, 2017			Phantom I.P., LLC
BLUE OR PINK WHAT DO YOU THINK?	87462559	May 24, 2017			Phantom I.P., LLC
BOMB CYCLONE	87744559	January 5, 2018			Phantom I.P., LLC
BREW HAHA	87566560	August 12, 2017	5418037	March 6, 2018	Phantom I.P., LLC
BROOKLYN BRIDGE SHOW	87675344	November 7, 2017			Phantom I.P., LLC
CAPTAIN NUCLEAR	87582474	August 24, 2017			Phantom I.P., LLC
CHINATOWN	87746555	January 8, 2018			Phantom I.P., LLC
CLOUD PATROL	87769695	January 25, 2018			Phantom I.P., LLC
COSMIC CARNIVAL	87411689	April 14, 2017	5356673	December 12, 2017	Phantom I.P., LLC
CRACKLING OCTOPUS	87580188	August 23, 2017	5432499	March 27, 2018	Phantom I.P., LLC
DAVID'S SLING MISSILE SHIELD	87417035	April 19, 2017			Phantom I.P., LLC
DEJA-VU	87566586	August 12, 2017	5407590	February 20, 2018	Phantom I.P., LLC
DETONATION STATION	87566603	August 12, 2017	5418039	March 6, 2018	Phantom I.P., LLC
DEUCES WILD	87567235	August 14, 2017	5422909	March 13, 2018	Phantom I.P., LLC
DRAGON BOY	87581891	August 24, 2017			Phantom I.P., LLC
DRAGON'S TEARS FOUNTAIN	87567316	August 14, 2017	5422912	March 13, 2018	Phantom I.P., LLC
ERUPTION OF SPARKS	87752868	January 12, 2018			Phantom I.P., LLC
EYE OF THE STORM	87567387	August 14, 2017	5422918	March 13, 2018	Phantom I.P., LLC
FIERY DISCUS	87683502	November 14, 2017			Phantom I.P., LLC
FIERY FALCONS	87567446	August 14, 2017	5422924	March 13, 2018	Phantom I.P., LLC
FIRE & FURY	87561555	August 9, 2017			Phantom I.P., LLC
FIRECRACKER FOUNTAIN	87567480	August 14, 2017	5382783	January 16, 2018	Phantom I.P., LLC
FLARING STARS	87697477	November 27, 2017			Phantom I.P., LLC
FLOATING	87708131	December 5, 2017			Phantom I.P., LLC

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Owner
FLOWER POT	87389877	March 29, 2017			Phantom I.P., LLC
FLYING AERIAL CIRCUS	87567545	August 14, 2017	5422932	March 13, 2018	Phantom I.P., LLC
GEOMAGNETIC STORM	87422916	April 24, 2017	5371769	January 2, 2018	Phantom I.P., LLC
G-FORCE	87567577	August 14, 2017			Phantom I.P., LLC
GOLD STANDARD	87567627	August 14, 2017	5422934	March 13, 2018	Phantom I.P., LLC
GOLDEN FOX	87567725	August 14, 2017	5422936	March 13, 2018	Phantom I.P., LLC
GRAND MASTER PYROTECHNICIAN	87454798	May 18, 2017	5414563	February 27, 2018	Phantom I.P., LLC
GYRO BLOOM SURPRISE	87454769	May 18, 2017	5398146	February 6, 2018	Phantom I.P., LLC
HASTA LA VISTA BABY!	87567844	August 14, 2017	5436854	April 3, 2018	Phantom I.P., LLC
HOCUS POCUS	87567955	August 14, 2017	5422946	March 13, 2018	Phantom I.P., LLC
HOO-AH!	87569092	August 15, 2017	5418175	March 6, 2018	Phantom I.P., LLC
HULL-A-BLUE	87569143	August 15, 2017	5418176	March 6, 2018	Phantom I.P., LLC
JOHNNY B GOOD	87575767	August 19, 2017	5428000	March 20, 2018	Phantom I.P., LLC
JULY 4TH JUBILATION	87575775	August 19, 2017	5428002	March 20, 2018	Phantom I.P., LLC
LADY LIBERTY	87416633	April 19, 2017	5335107	November 14, 2017	Phantom I.P., LLC
LICENSE TO THRILL	87672784	November 6, 2017			Phantom I.P., LLC
LUMINESCENCE	87368748	March 13, 2017	5286282	September 12, 2017	Phantom I.P., LLC
MYSTICAL NIGHTS	87584947	August 26, 2017			Phantom I.P., LLC
NEW YORK HARBOR	87576583	August 21, 2017	5423444	March 13, 2018	Phantom I.P., LLC
PATRIOTIC PALMS	87454899	May 18, 2017	5398147	February 6, 2018	Phantom I.P., LLC
PATRIOTIC SPARKS	87584938	August 26, 2017			Phantom I.P., LLC
PHANTOM HERO SERIES	87419395	April 20, 2017	5414488	February 27, 2018	Phantom I.P., LLC
PHILADELPHIA FREEDOM	87454944	May 18, 2017	5403441	February 13, 2018	Phantom I.P., LLC
PRISMATICA	87576608	August 21, 2017	5436977	April 3, 2018	Phantom I.P., LLC
PROTON BLAST	87416709	April 19, 2017	5335111	November 14, 2017	Phantom I.P., LLC
PYRO PINNACLE	87576649	August 21, 2017	5418234	March 6, 2018	Phantom I.P., LLC
PYROCUMULOUS CLOUD BUSTER	87419411	April 20, 2017	5382517	January 16, 2018	Phantom I.P., LLC
PYROTHERAPY	87417150	April 19, 2017	5371753	January 2, 2018	Phantom I.P., LLC
RADIANT ORBS	87419433	April 20, 2017	5376976	January 9, 2018	Phantom I.P., LLC
RADIOACTIVE SPARK	87414959	April 18, 2017	5356679	December 12, 2017	Phantom I.P., LLC
RED APPARITION	87696548	November 24, 2017			Phantom I.P., LLC
RED, WHITE AND BLUE JUBILEE FOUNTAIN	87415014	April 18, 2017	5371743	January 2, 2018	Phantom I.P., LLC
RED, WHITE AND BOOM!	87576678	August 21, 2017	5418235	March 6, 2018	Phantom I.P., LLC
ROCKET PROPULSION PACK	87576719	21-Aug-17	5382795	16-Jan-18	Phantom I.P., LLC

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Owner
SAILOR'S DELIGHT	87672995	November 6, 2017			Phantom I.P., LLC
SAINT ELMO'S FIRE	87577290	August 21, 2017	5432348	March 27, 2018	Phantom I.P., LLC
SCATTERBUG	87684687	November 14, 2017			Phantom I.P., LLC
SEISMIC ZONE	87577037	August 21, 2017	5432332	March 27, 2018	Phantom I.P., LLC
SHOWER OF POWER	87683451	November 14, 2017			Phantom I.P., LLC
SHRILLER	87577119	August 21, 2017	5432336	March 27, 2018	Phantom I.P., LLC
SIZZLIN SKYBURST	87577187	August 21, 2017	5432343	March 27, 2018	Phantom I.P., LLC
SODA POP	87577233	August 21, 2017	5432347	March 27, 2018	Phantom I.P., LLC
SONIC WAVE	87558671	August 7, 2017	5401646	February 13, 2018	Phantom I.P., LLC
STAR DANCE	87425652	April 26, 2017	5371776	January 2, 2018	Phantom I.P., LLC
STAR SPANGLED SPECTACULAR	87454840	May 18, 2017			Phantom I.P., LLC
STORM RUNNER	87824580	March 7, 2018			Phantom I.P., LLC
STROBE SPECTACULAR	87578232	August 22, 2017			Phantom I.P., LLC
SUPERCELL STORM	87578277	August 22, 2017	5432411	March 27, 2018	Phantom I.P., LLC
TANKINATOR	87735134	December 27, 2017			Phantom I.P., LLC
THE FAT ONE	87602838	September 11, 2017			Phantom I.P., LLC
THE PHAT EFFECT	87602822	September 11, 2017			Phantom I.P., LLC
THERE SHE GLOWS	87415776	April 18, 2017	5371745	January 2, 2018	Phantom I.P., LLC
THREE PRONGED ATTACK	87578316	August 22, 2017	5432413	March 27, 2018	Phantom I.P., LLC
VIBRANT VOLTAGE	87578794	August 22, 2017			Phantom I.P., LLC
WAR FOUNTAIN	87567203	August 14, 2017	5427689	March 20, 2018	Phantom I.P., LLC
WELDER'S FLASH STROBE FOUNTAIN	87541668	July 25, 2017			Phantom I.P., LLC
WICKED PISSAH	87582716	August 24, 2017	5432694	March 27, 2018	Phantom I.P., LLC
WILLOW AMONG THE PALMS	87580026	August 23, 2017			Phantom I.P., LLC
WITCHCRAFT	87580059	August 23, 2017	5432494	March 27, 2018	Phantom I.P., LLC