

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM497937

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ALEX TOYS, LLC		07/27/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	PINEBRIDGE STRUCTURED CAPITAL PARTNERS III, L.P.
Street Address:	399 PARK AVENUE
Internal Address:	4TH FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	Limited Partnership: DELAWARE
Name:	PINEBRIDGE STRUCTURED CAPITAL PARTNERS OFFSHORE III-A, L.P.
Street Address:	399 PARK AVENUE
Internal Address:	4TH FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	Limited Partnership: CAYMAN ISLANDS

PROPERTY NUMBERS Total: 66

Property Type	Number	Word Mark
Registration Number:	1944969	ALEX
Registration Number:	4932878	ALEX BRANDS
Registration Number:	4914241	ALEX BRANDS
Registration Number:	4932935	ALEX BRANDS
Registration Number:	4932936	ALEX BRANDS
Registration Number:	4705070	ALEX BRANDS CARES
Registration Number:	4224579	ALEX JR.
Registration Number:	3690734	ALEX LITTLE HANDS
Registration Number:	4120424	ALEX
Registration Number:	4442137	ALEX TOYS
Serial Number:	87593262	BATHACCINO

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	5318052	BRAINY BUCKS
Registration Number:	4618523	BUBBALOOKA
Serial Number:	87701427	COLOR ME SQOOSHIES
Registration Number:	5272491	COLORAVE
Registration Number:	5272642	CÔTÉ CUISINE
Registration Number:	4782203	CRAFT COUTURE
Registration Number:	4837970	CROCHET A RAINBOW SCARF
Registration Number:	4245736	DIVE PETS
Serial Number:	87699255	DO DATS
Registration Number:	4568808	EARPHONE COUTURE
Registration Number:	4814456	ECO CRAFTER
Registration Number:	5124322	FANTASTIC SPINNER
Registration Number:	5381521	FUTURE CODERS
Registration Number:	4828521	GIGANTIC STEP & PLAY PIANO
Serial Number:	87702826	GLITTERAVE
Registration Number:	5378527	GLITZY LOCKS
Registration Number:	4729130	GO GO GEAR ART
Registration Number:	5392452	HAPPY LITTLE LOOM
Serial Number:	87693127	HEAD WAITER
Registration Number:	4480519	JARTS
Serial Number:	87689518	JUSTBEYOU
Registration Number:	4692537	KNOT-A-LOT
Registration Number:	3500383	KNOT-A-QUILT
Registration Number:	5227296	LIL LOCKITZ
Registration Number:	4852088	MAGNETIC-GO
Registration Number:	4269313	MIX & MAKEUP
Registration Number:	2238982	MY ART GALLERY
Serial Number:	87693420	PLUNGE IT!
Registration Number:	4795523	PRESCHOOL
Registration Number:	3563133	PRISM BRICKS
Registration Number:	4399904	PRO GOLD
Registration Number:	1876614	READ ALL ABOUT ME
Registration Number:	4133827	RUB A DUB
Registration Number:	4471981	SCIENTIFIC EXPLORER
Registration Number:	4783029	SCRA-FFITI
Serial Number:	87593290	SCREW BALLZ
Serial Number:	87593276	SEW CORKY
Registration Number:	4796135	SKETCH IT NAIL PENS

Property Type	Number	Word Mark
Registration Number:	4791404	SKETCH-IT NAIL PEN
Serial Number:	87612261	SNAP-TO-IT
Registration Number:	4729034	SOUND & PLAY BUSY TABLE
Registration Number:	4821727	SQUEEZE & SCULPT DOUGH MACHINE
Registration Number:	4650774	STINK BUGZZZ
Registration Number:	5381508	SWEETLINGS
Registration Number:	4682163	TATTOO PARLOR
Registration Number:	4689053	TECH COUTURE
Registration Number:	4478513	THE ART OF FUN
Registration Number:	4923600	TIC TAC SPLASH
Registration Number:	4828526	TILT & SWIRL PAINTER
Registration Number:	4335746	TOTS ART START
Registration Number:	4273193	TUB JOY
Registration Number:	2974461	TUB TUNES
Registration Number:	4782946	ULTIMATE HAIR & BODY SALON
Registration Number:	5387517	WHAT DID I STEP IN?
Serial Number:	86889752	YOUNG ARCHITECT

CORRESPONDENCE DATA

Fax Number: 3105572193

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: 310-557-2900

Email: klathrop@proskauer.com

Correspondent Name: PROSKAUER ROSE LLP

Address Line 1: 2029 CENTURY PARK EAST, SUITE 2400

Address Line 2: C/O KIMBERLEY A. LATHROP

Address Line 4: LOS ANGELES, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	11816.021 Alex Toys
NAME OF SUBMITTER:	Kimberley A. Lathrop
SIGNATURE:	/Kimberley A. Lathrop/
DATE SIGNED:	11/13/2018

Total Attachments: 7

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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 July 27, 2018 (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 PINEBRIDGE STRUCTURED CAPITAL PARTNERS III, L.P. and PINEBRIDGE STRUCTURED CAPITAL PARTNERS OFFSHORE III-A, L.P. (the "Purchasers"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademark registrations and trademark applications shown below to the Purchasers 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 Purchasers, 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 TOYS, LLC

By: 

Name: Robert E. Olson

Title: CFO Alex Toys

The undersigned Obligor and the Purchasers, hereby acknowledge and agree that the security interest in the foregoing patents and patent 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 patent or patent application (or any subject matter covered thereby).

Very truly yours,

ALEX TOYS, LLC

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

PINEBRIDGE STRUCTURED CAPITAL PARTNERS III, L.P., as a Purchaser

By: PineBridge Structured Capital General Partner III, L.P., its general Partner

By: PineBridge Structured Capital General Partner III, LLC, its general Partner

By: PineBridge Investments LLC, its sole member

By: 
Name: Scott Gallin
Title: Managing Director

PINEBRIDGE STRUCTURED CAPITAL PARTNERS OFFSHORE III-A, L.P., as a Purchaser

By: PineBridge Structured Capital General Partner III, L.P., its general Partner

By: PineBridge Structured Capital General Partner III, LLC, its general Partner

By: PineBridge Investments LLC, its sole member

By: 
Name: Scott Gallin
Title: Managing Director

SCHEDULE 1

MARK	COUNTRY NAME	SERIAL NUMBER	FILING DATE	REG. NUMBER	REG. DATE
ALEX (Stylized)	United States of America	74487784	Feb 7, 1994	1944969	Jan 2, 1996
ALEX BRANDS	United States of America	86125431	Nov 21, 2013	4932878	Apr 5, 2016
ALEX BRANDS	United States of America	86134992	Dec 4, 2013	4914241	Mar 8, 2016
ALEX BRANDS	United States of America	86175728	Jan 27, 2014	4932935	Apr 5, 2016
ALEX BRANDS	United States of America	86175732	Jan 27, 2014	4932936	Apr 5, 2016
ALEX BRANDS CARES	United States of America	86175704	Jan 27, 2014	4705070	Mar 17, 2015
ALEX Jr. Logo	United States of America	85487822	Dec 6, 2011	4224579	Oct 16, 2012
ALEX Little Hands Logo	United States of America	78981232	Aug 31, 2005	3690734	Sep 29, 2009
ALEX Logo	United States of America	85194650	Dec 9, 2010	4120424	Apr 3, 2012
ALEX TOYS	United States of America	85461479	Nov 1, 2011	4442137	Dec 3, 2013
BATHACCINO	United States of America	87593262	Sep 1, 2017		
BRAINY BUCKS	United States of America	87085988	Jun 28, 2016	5318052	Oct 24, 2017
BUBBALOOKA	United States of America	86022548	Jul 29, 2013	4618523	Oct 7, 2014
BUBBALOOKA	United States of America	86022548	Aug 6, 2014		
COLOR ME SQOOSHIES	United States of America	87701427	Nov 29, 2017		
COLORAVE	United States of America	87075291	Jun 17, 2016	5272491	Aug 22, 2017
CÔTÉ-CUISINE	United States of America	87140047	Aug 16, 2016	5272642	Aug 22, 2017
CRAFT COUTURE	United States of America	85478798	Nov 22, 2011	4782203	Jul 28, 2015
CROCHET A RAINBOW SCARF	United States of America	86377069	Aug 26, 2014	4837970	Oct 23, 2015

DIVE PETS	United States of America	85595219	Apr 11, 2012	4245736	Nov 20, 2012
DO DATS	United States of America	87699255	Nov 28, 2017		
EARPHONE COUTURE	United States of America	85630608	May 21, 2012	4568808	Jul 15, 2014
ECO CRAFTER	United States of America	86366356	Aug 14, 2014	4814456	Sep 15, 2015
FANTASTIC SPINNER	United States of America	87087977	Jun 29, 2016	5124322	Jan 17, 2017
FUTURE CODERS	United States of America	87074929	Jun 17, 2016	5381521	Jan 16, 2018
GIGANTIC STEP & PLAY PIANO	United States of America	86376911	Aug 26, 2014	4828521	Oct 6, 2015
GLITTER RAVE	United States of America	87702826	Nov 30, 2017		
GLITZY LOCKS	United States of America	87476531	Jun 6, 2017	5378527	Jan 16, 2018
GO GO GEAR ART	United States of America	86282356	May 15, 2014	4729130	Apr 28, 2015
HAPPY LITTLE LOOM	United States of America	87033344	May 11, 2016	5392452	Jan 30, 2018
HEAD WAITER	United States of America	87693127	Nov 21, 2017		
JARTS	United States of America	85962705	Jun 18, 2013	4480519	Feb 11, 2014
JUSTBEYOU	United States of America	87689518	Nov 17, 2017		
KNOT-A-LOT	United States of America	86357977	Aug 5, 2014	4692537	Feb 24, 2015
KNOT-A-QUILT	United States of America	77278248	Sep 12, 2007	3500383	Sep 9, 2008
LIL LOCKITZ	United States of America	87231398	Nov 9, 2016	5227296	Jun 20, 2017
MAGNETIC-GO	United States of America	86287842	May 21, 2014	4852088	Nov 10, 2015
MIX & MAKEUP	United States of America	85438772	Oct 4, 2011	4269313	Jan 1, 2013
MY ART GALLERY	United States of America	75484753	May 8, 1998	2238982	Apr 13, 1999
PLUNGE IT!	United States of America	87693420	Nov 21, 2017		

PRESCHOOL	United States of America	85631348	May 22, 2012	4795523	Aug 18, 2015
PRISM BRICKS	United States of America	77279921	Sep 14, 2007	3563133	Jan 20, 2009
PRO GOLD	United States of America	85841383	Feb 5, 2013	4399904	Sep 10, 2013
READ ALL ABOUT ME	United States of America	74487783	Feb 7, 1994	1876614	Jan 31, 1995
RUB A DUB	United States of America	85023085	Apr 26, 2010	4133827	May 1, 2012
SCIENTIFIC EXPLORER	United States of America	85729669	Sep 14, 2012	4471981	Jan 21, 2014
SCRAFFITI	United States of America	86263174	Apr 25, 2014	4783029	Jul 28, 2015
SCREW BALLZ	United States of America	87593290	Sep 1, 2017		
SEW CORKY	United States of America	87593276	Sep 1, 2017		
SKETCH IT NAIL PENS	United States of America	86194250	Feb 14, 2014	4796135	Aug 18, 2015
SKETCH-IT NAIL PEN	United States of America	86175772	Jan 27, 2014	4791404	Aug 11, 2015
SNAP-TO-IT	United States of America	87612261	Sep 18, 2017		
SOUND & PLAY BUSY TABLE	United States of America	86245392	Apr 8, 2014	4729034	Apr 28, 2015
SQUEEZE & SCULPT DOUGH MACHINE	United States of America	86525100	Feb 5, 2015	4821727	Sep 29, 2015
STINK BUGZZZ	United States of America	76714941	Sep 10, 2013	4650774	Dec 9, 2014
SWEETLINGS	United States of America	87066139	Jun 9, 2016	5381508	Jan 16, 2018
TATTOO PARLOR	United States of America	86331295	Jul 8, 2014	4682163	Feb 3, 2015
TECH COUTURE	United States of America	85630615	May 21, 2012	4689053	Feb 17, 2015
THE ART OF FUN	United States of America	85487085	Dec 5, 2011	4478513	Feb 4, 2014
TIC TAC SPLASH	United States of America	86358909	Aug 6, 2014	4923600	Mar 22, 2016
TILT & SWIRL PAINTER	United States of America	86378641	Aug 27, 2014	4828526	Oct 6, 2015

TOTS ART START	United States of America	85473309	Nov 15, 2011	4335746	May 14, 2013
TUB JOY	United States of America	85456553	Oct 26, 2011	4273193	Jan 8, 2013
TUB TUNES	United States of America	78359015		2974461	Jul 19, 2005
ULTIMATE HAIR & BODY	United States of America	86245428	Apr 8, 2014	4782946	Jul 28, 2015
WHAT DID I STEP IN?	United States of America	87075257	Jun 17, 2016	5387517	Jan 23, 2018
YOUNG ARCHITECT	United States of America	86889752	Jan 28, 2016		