

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM508418

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PROJECT COMFORT BUYER, INC.		02/01/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	MIDCAP FINANCIAL TRUST		
Street Address:	7255 WOODMONT AVENUE		
Internal Address:	SUITE 200		
City:	BETHESDA		
State/Country:	MARYLAND		
Postal Code:	20814		
Entity Type:	STATUTORY TRUST: DELAWARE		
PROPERTY NUMBERS Total: 182			
Property Type	Number	Word Mark	
Registration Number:	5644821	MAKE EVERY DAY A DANDEE DAY	
Registration Number:	5596479	MAKE TEDDY BEARS GREAT AGAIN	
Registration Number:	5421309	BIG GREETER HEADS	
Registration Number:	5397107	MYSTERY EGG	
Registration Number:	5301717	BABY'S FIRST BIRTHDAY	
Registration Number:	5246650	RAINBOW BUNNY	
Registration Number:	5238213	STATUS QUO	
Registration Number:	5209583	HONEY TEDDY	
Registration Number:	5101616	HUGGIE HUGS	
Registration Number:	5074631	YUMMYLICIOUS	
Registration Number:	4917817	SOCK MONKEY	
Registration Number:	4905536	MY FIRST BIRTHDAY	
Registration Number:	4883195	MR. VALENTINE	
Registration Number:	4846957	BUNNY BRITE	
Registration Number:	4796025	UGLY SWEATER BEAR AND FRIENDS	
Registration Number:	4748790	SANTA PAWS	
Registration Number:	4668408	LAURELL'S ATTIC	
Registration Number:	4614024	EARTHRITE	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	4585747	TRAVEL PAWS
Registration Number:	4549248	I WANT TO KISS YOU ALL OVER
Registration Number:	4530374	MY FIRST CHRISTMAS
Registration Number:	4526212	HEART BEAT FRIENDS
Registration Number:	4518447	THE PRICE IS SO LOW YOU CAN'T SAY NO
Registration Number:	4485315	MY FIRST SLIPPERS
Registration Number:	4444108	LOVE IS ALL AROUND
Registration Number:	4372788	EARTHWISE
Registration Number:	4358348	GREENIMALS
Registration Number:	4325676	I LOVE YOU THIS MUCH
Registration Number:	4139834	SANTA PAWS
Registration Number:	4139762	ECO-GREEN
Registration Number:	4122129	SANTA PAWS
Registration Number:	3999207	EARTHWISE
Registration Number:	3991612	DANDEE
Registration Number:	3977784	PUSH N' POP
Registration Number:	3977580	JESUS LOVES ME
Registration Number:	3959207	SANTA BABY
Registration Number:	3931799	GREENIMALS
Registration Number:	3931779	ECO-GREEN
Registration Number:	3888132	HANDMADE FROM THE HEART
Registration Number:	3846349	ROLL OVER RUFF
Registration Number:	3825666	TRICK OR TREAT KIDS
Registration Number:	3822390	FEEL BETTER TEDDY
Registration Number:	3787904	BIG MOUTH
Registration Number:	3779541	EASTER EGG LANE
Registration Number:	3702104	ROCKIN' DUCK
Registration Number:	3699499	WELCOME TOOTH FAIRY
Registration Number:	3690053	PONY PRECIOUS
Registration Number:	3648906	EARTHRITE
Registration Number:	3628899	SAVE OUR EARTH NOW
Registration Number:	3568914	TRAVEL FRIENDS
Registration Number:	3561796	LOVE IS EVERYWHERE
Registration Number:	3525860	SWEET THOUGHTS
Registration Number:	3520564	FEELS SO REAL
Registration Number:	3520508	BOING BOING BUNNY
Registration Number:	3467681	SOFT AND TENDER
Registration Number:	3432593	MY FIRST VALENTINE

Property Type	Number	Word Mark
Registration Number:	3419826	SWEET THOUGHTS
Registration Number:	3403410	HEAVENLY SOFT
Registration Number:	3345681	FEEL BETTER
Registration Number:	3298832	HUGGER
Registration Number:	3276657	OOH LA LA
Registration Number:	3246129	HUMFREY
Registration Number:	3185511	DARE TO BE DIFFERENT
Registration Number:	3177935	YOU GOTTA SQUEEZE IT TO BELIEVE IT.
Registration Number:	3174964	SQUISHY
Registration Number:	3171278	SNOWY
Registration Number:	3169519	MY FIRST BUNNY
Registration Number:	3163583	MY FIRST EASTER
Registration Number:	3163574	SQUISHY
Registration Number:	3141094	FOREVER ROSES
Registration Number:	3133949	ESPECIALLY FOR YOU
Registration Number:	3107692	KOOL KIDS
Registration Number:	3079670	RAPPIN' RABBIT
Registration Number:	3075950	HUG-A-BEAR
Registration Number:	3047166	ITSY BITSY
Registration Number:	3033320	LOVE PUPPY
Registration Number:	3023636	ROCKIN REINDEER
Registration Number:	2987673	SPELLING BEE
Registration Number:	2977539	HOLIDAY TREASURES
Registration Number:	2952152	KOOL KIDS
Registration Number:	2944118	LOVE & LEARN
Registration Number:	2930878	ROOT'N TOOT'N
Registration Number:	2885491	PRECIOUS TWINS
Registration Number:	2885487	PUPPY PRECIOUS
Registration Number:	2879557	SNUGGLY & CUDDLY
Registration Number:	2845294	SOFT EXPRESSIONS
Registration Number:	2838861	PICK-A-CHICK
Registration Number:	2828569	DRESS ME DIFFERENTLY EVERYDAY
Registration Number:	2778989	LOVABLE HUGGABLE
Registration Number:	2767551	BASHFUL BUDDY
Registration Number:	2748053	RUSTIC GARDEN
Registration Number:	2742796	ROCKIN' RABBIT
Registration Number:	2739384	KITTY PRECIOUS
Registration Number:	2738180	SNOWCONE

Property Type	Number	Word Mark
Registration Number:	2735473	HELLO TEDDY
Registration Number:	2690632	SNOWFLAKE FRIENDS
Registration Number:	2667530	SLEEPYTIME TEDDY
Registration Number:	2666978	FARM FRIENDS
Registration Number:	2636578	MATHEMATICAL MONKEY
Registration Number:	2636577	SAFARI SAM
Registration Number:	2524951	LAURELL'S ATTIC
Registration Number:	2522561	CUDDLY CLASSICS
Registration Number:	2485273	HOP AND BOP
Registration Number:	2484255	PRETTY AS A PICTURE
Registration Number:	2469824	PROFESSOR OWL
Registration Number:	2451807	GHOULISH GIGGLERS
Registration Number:	2447170	CLASSIC
Registration Number:	2423471	BABY'S FIRST TEDDY
Registration Number:	2421937	TICKLE TICKLE WIGGLE WIGGLE
Registration Number:	2410097	PAJAMA TIME BEAR
Registration Number:	2404590	WIGGLE WIGGLE WADDLE WADDLE
Registration Number:	2348423	TOOTSIE FOOTSIE
Registration Number:	2327405	AROMA FRESH
Registration Number:	2278652	SNOW BEAR
Registration Number:	2276735	SWING ME
Registration Number:	2266125	TINY TALKERS
Registration Number:	2262423	ORIGINAL CHOCOLATE SCENTED BUNNY
Registration Number:	2240786	ONLY THE BEST FOR MY DOG
Registration Number:	2240785	ONLY THE BEST FOR MY CAT
Registration Number:	2230621	CHATTER BUGS
Registration Number:	2226890	AROMA FRESH
Registration Number:	2212994	JUNGLE CUBS
Registration Number:	2212265	LOVE & LEARN
Registration Number:	2211115	TEAM SANTA
Registration Number:	2209093	CANDY AND DANDY
Registration Number:	2208959	PLUSH NOTES
Registration Number:	2190514	HOMESPUN SANTA
Registration Number:	2156744	COLLECTOR'S CHOICE
Registration Number:	2144312	BEANIMALS
Registration Number:	2134021	SNOW TEDDY
Registration Number:	2127428	SHUTTERBUGZ
Registration Number:	2125456	SHUTTERBUG

Property Type	Number	Word Mark
Registration Number:	2118802	PORCELAIN PETITES
Registration Number:	2110756	HAPPY FACE
Registration Number:	2101540	BLINKER
Registration Number:	2099381	KEEPSAKE MEMORIES
Registration Number:	2056874	SANTA'S HOMESPUN BEARS
Registration Number:	2056873	SANTA'S TOY CHEST BEARS
Registration Number:	2050121	SQUEEZE-N'-TALK
Registration Number:	2043698	HOPPY EASTER BUNNY
Registration Number:	2043696	HOPPY HOPSTER
Registration Number:	2043591	HOPALONG HOPSTER
Registration Number:	2040425	MY FIRST SANTA
Registration Number:	2040424	MY FIRST CHRISTMAS
Registration Number:	2040423	MY FIRST SNOWMAN
Registration Number:	2035665	BUTTERY SOFT
Registration Number:	2035664	SWINGING SAM
Registration Number:	2035663	SWEET THOUGHTS
Registration Number:	2023916	SWEETHEART TEDDY
Registration Number:	2022686	THE CHRISTMAS TREE BEARS
Registration Number:	2016991	EMIGRE
Registration Number:	2012899	DECORATE YOUR BASKET BUNNY
Registration Number:	2009195	HOMESPUN CREATIONS
Registration Number:	2004359	BROWN NOSE BEAR
Registration Number:	1992745	TRICK OR TREAT KIDS
Registration Number:	1989811	FROSTY THE SINGING FROG
Registration Number:	1961824	SQUARE BEAR
Registration Number:	1927155	TEDDY SWEETNESS
Registration Number:	1918124	HOLLY BERRY BEAR
Registration Number:	1911546	PLATINUM PLUS
Registration Number:	1908627	JELLY BEAN BUNNY
Registration Number:	1905755	MY FIRST TEDDY
Registration Number:	1895200	CHUBBY CHEEKS
Registration Number:	1895197	TICKLE TICKLE WIGGLE WIGGLE
Registration Number:	1894180	RAGAMUFFIN TEDDY BEARS
Registration Number:	1891210	CHRISTMAS COTTAGE MOUSE
Registration Number:	1888608	CUDDLY KINGDOM
Registration Number:	1883702	KINGDOM OF KRITTERS
Registration Number:	1882361	MY LITTLE LOCKET PET
Registration Number:	1882354	HAPPY HOPSTER

Property Type	Number	Word Mark
Registration Number:	1880740	PALM PET
Registration Number:	1879927	SNUGGLY & CUDDLY
Registration Number:	1865876	FAMILY HOLIDAY BEARS
Registration Number:	1857782	MILK & COOKIES
Registration Number:	1849441	BABY SOFT EXPRESSION
Registration Number:	1837963	TEDDY PRECIOUS
Registration Number:	1813022	RAP BACK GANG
Registration Number:	1794345	SAVE OUR EARTH NOW
Registration Number:	1791031	SNOWFLAKE TEDDY
Registration Number:	1735753	SOFT EXPRESSIONS
Registration Number:	1699241	GOODTIME GANG
Serial Number:	87373795	BUNNI BUNNY

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: 11964.144

NAME OF SUBMITTER: Kimberley A. Lathrop

SIGNATURE: /Kimberley A. Lathrop/

DATE SIGNED: 02/01/2019

Total Attachments: 17

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this “**Trademark Security Agreement**”) is entered into as of February 1, 2019 among Grantors listed on the signature pages hereof (collectively, “**Grantors**” and, each, individually, “**Grantor**”) and MIDCAP FINANCIAL TRUST, in its capacity as administrative agent for the Lenders (together with its successors and permitted assigns in such capacity, “**Administrative Agent**”).

WITNESSETH:

WHEREAS, pursuant to that certain Credit and Guaranty Agreement, dated as of February 1, 2019 (as amended, restated, amended and restated, supplemented, or otherwise modified from time to time, including all annexes, exhibits and schedules thereto, the “**Credit Agreement**”), among PROJECT COMFORT BUYER, INC., a Delaware corporation (“**Administrative Borrower**”; and together with any other Person that becomes a Borrower thereunder from time to time, collectively, “**Borrowers**” and, each, “**Borrower**”), PROJECT COMFORT TOPCO, INC., a Delaware corporation (“**Holdings**”), the other Subsidiaries (as defined therein) of Holdings from time to time party thereto, as Guarantors (as defined therein), the financial institutions from time to time party thereto, as Lenders (as defined therein), and Administrative Agent, Lenders have agreed to make Loans (as defined therein) and other financial accommodations to Borrowers from time to time pursuant to the terms and subject to the conditions set forth therein;

WHEREAS, Lenders are willing to make Loans to and each LC Issuer (as defined in the Credit Agreement) is willing to issue Letters of Credit (as defined in the Credit Agreement) on behalf of Borrowers as provided for in the Credit Agreement, upon the condition, among others, that Grantors shall have executed and delivered to Administrative Agent, for the benefit of the Secured Parties (as defined in the Security Agreement, defined below), that certain Security and Pledge Agreement dated as of February 1, 2019 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, including all schedules and exhibits thereto, the “**Security Agreement**”); and

WHEREAS, pursuant to the Security Agreement, Grantors are required to execute and deliver to Administrative Agent, for the benefit of the Secured Parties, this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

1. **DEFINED TERMS**. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement or the Credit Agreement, as the context requires.

2. **GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL**. Each Grantor hereby grants to Administrative Agent, for the benefit of the Secured Parties, a valid and continuing security interest in and Lien on all of such Grantor’s right, title and interest in, to and

under the following, whether presently existing or hereafter created or acquired, except to the extent constituting Excluded Collateral (collectively, the “**Trademark Collateral**”):

(a) all of such Grantor’s Trademark registrations and Trademark applications, including, without limitation, those U.S. federal Trademark and service mark registrations and applications referred to on Schedule 1 hereto;

(b) all goodwill, trade secrets, proprietary or confidential information, technical information, procedures, formulae, quality control standards, designs, operating and training manuals, customer lists, and other General Intangibles with respect to the foregoing;

(c) all reissues, continuations, continuations in part, substitutes, extensions, modifications or renewals of and improvements on the foregoing;

(d) all goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(e) all products and proceeds of the foregoing, including any claim by such Grantor against third parties for past, present or future (i) infringement, misappropriation or dilution of any Trademark or (ii) injury to the goodwill associated with any Trademark.

3. SECURITY FOR OBLIGATIONS. This Trademark Security Agreement and the security interest created hereby secure the payment and performance of all the Secured Obligations of each Grantor, whether now existing or arising hereafter.

4. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with and in furtherance of the security interests and Liens granted to Administrative Agent, for the benefit of the Secured Parties, pursuant to the Security Agreement. Each party hereto hereby acknowledges and affirms that the rights and remedies of Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein, and to the extent a conflict exists, the terms of the Security Agreement control.

5. SUCCESSORS IN INTEREST. This Trademark Security Agreement shall be binding upon each Grantor, its successors and assigns, and shall inure, together with the rights and remedies of Administrative Agent and the other Secured Parties hereunder, to the benefit of Administrative Agent and the other Secured Parties and their successors and permitted assigns.

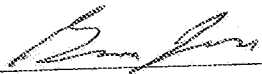
6. MISCELLANEOUS. The terms and provisions of Section 1.3 (*Other Definitional Provisions*), Article 9 (*Expenses and Indemnity*), Sections 12.1 (*Survival*), 12.2 (*No Waivers*), 12.3 (*Notices*), 12.4 (*Severability*), 12.5 (*Amendments and Waivers*), 12.7 (*Headings*), 12.10 (*GOVERNING LAW; SUBMISSION TO JURISDICTION*) 12.11 (*WAIVER OF JURY TRIAL*), Section 12.13 (*Counterparts; Integration*) and 12.15 (*No Strict Construction*) of the Credit Agreement are hereby incorporated herein by reference and shall apply to this Trademark Security Agreement *mutatis mutandis* as if fully set forth herein.

[Signature pages follow]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

GRANTORS:

PROJECT COMFORT BUYER, INC.,
as a Grantor

By: 
Name: George Jones
Title: Chief Executive Officer, President and
Secretary

ACKNOWLEDGED AND AGREED:

MIDCAP FINANCIAL TRUST,
as Administrative Agent

By: Apollo Capital Management, L.P.,
its investment manager

By: Apollo Capital Management GP, LLC,
its general partner

By: 
Name: _____
Title: Maurice Amsellem
Authorized Signatory

SCHEDULE 1
TO
TRADEMARK SECURITY AGREEMENT

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
1.	MAKE EVERY DAY A DANDEE DAY	87641092 11-OCT-2017	5644821 01-Jan-2019	Project Comfort Buyer, Inc.
2.	MAKE TEDDY BEARS GREAT AGAIN	87348758 24-FEB-2017	5596479 30-Oct-2018	Project Comfort Buyer, Inc.
3.	BIG GREETER HEADS	87312007 24-JAN-2017	5421309 13-MAR-2018	Project Comfort Buyer, Inc.
4.	MYSTERY EGG	87024649 04-MAY-2016	5397107 06-FEB-2018	Project Comfort Buyer, Inc.
5.	BABY'S FIRST BIRTHDAY	86042932 20-AUG-2013	5301717 03-OCT-2017	Project Comfort Buyer, Inc.
6.	RAINBOW BUNNY	86113285 08-NOV-2013	5246650 18-JUL-2017	Project Comfort Buyer, Inc.
7.	STATUS QUO	87102254 13-JUL-2016	5238213 04-JUL-2017	Project Comfort Buyer, Inc.
8.	HONEY TEDDY	85804574 17-DEC-2012	5209583 23-MAY-2017	Project Comfort Buyer, Inc.
9.	HUGGIE HUGS	86770725 28-SEP-2015	5101616 13-DEC-2016	Project Comfort Buyer, Inc.
10.	YUMMYLICIOUS	86728031 18-AUG-2015	5074631 01-NOV-2016	Project Comfort Buyer, Inc.
11.	SOCK MONKEY	86524448 04-FEB-2015	4917817 15-MAR-2016	Project Comfort Buyer, Inc.
12.	MY FIRST BIRTHDAY	86032682 08-AUG-2013	4905536 23-FEB-2016	Project Comfort Buyer, Inc.
13.	MR. VALENTINE	86602646 20-APR-2015	4883195 05-JAN-2016	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
14.	BUNNY BRITE	86261247 24-APR-2014	4846957 03-NOV-2015	Project Comfort Buyer, Inc.
15.	UGLY SWEATER BEAR AND FRIENDS	86144335 16-DEC-2013	4796025 18-AUG-2015	Project Comfort Buyer, Inc.
16.	SANTA PAWS	86092629 16-OCT-2013	4748790 02-JUN-2015	Project Comfort Buyer, Inc.
17.	LAURELL'S ATTIC	86067066 17-SEP-2013	4668408 06-JAN-2015	Project Comfort Buyer, Inc.
18.	EARTHRITE	77831151 21-SEP-2009	4614024 30-SEP-2014	Project Comfort Buyer, Inc.
19.	TRAVEL PAWS	85967927 24-JUN-2013	4585747 12-AUG-2014	Project Comfort Buyer, Inc.
20.	I WANT TO KISS YOU ALL OVER	86025120 31-JUL-2013	4549248 10-JUN-2014	Project Comfort Buyer, Inc.
21.	MY FIRST CHRISTMAS	85735321 21-SEP-2012	4530374 13-MAY-2014	Project Comfort Buyer, Inc.
22.	HEART BEAT FRIENDS	85523598 24-JAN-2012	4526212 06-MAY-2014	Project Comfort Buyer, Inc.
23.	THE PRICE IS SO LOW YOU CAN'T SAY NO	85665075 29-JUN-2012	4518447 22-APR-2014	Project Comfort Buyer, Inc.
24.	MY FIRST SLIPPERS	86039143 15-AUG-2013	4485315 18-FEB-2014	Project Comfort Buyer, Inc.
25.	LOVE IS ALL AROUND	85080329 08-JUL-2010	4444108 03-DEC-2013	Project Comfort Buyer, Inc.
26.	EARTHWISE	77831124 21-SEP-2009	4372788 23-JUL-2013	Project Comfort Buyer, Inc.
27.	GREENIMALS	85104092 10-AUG-2010	4358348 25-JUN-2013	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
28.	I LOVE YOU THIS MUCH	85563011 07-MAR-2012	4325676 23-APR-2013	Project Comfort Buyer, Inc.
29.	SANTA PAWS	85142845 01-OCT-2010	4139834 08-MAY-2012	Project Comfort Buyer, Inc.
30.	ECO-GREEN	85104116 10-AUG-2010	4139762 08-MAY-2012	Project Comfort Buyer, Inc.
31.	SANTA PAWS	77643896 06-JAN-2009	4122129 03-APR-2012	Project Comfort Buyer, Inc.
32.	EARTHWISE	78855878 06-APR-2006	3999207 19-JUL-2011	Project Comfort Buyer, Inc.
33.	DANDEE	77894828 16-DEC-2009	3991612 12-JUL-2011	Project Comfort Buyer, Inc.
34.	PUSH N' POP	85168986 04-NOV-2010	3977784 14-JUN-2011	Project Comfort Buyer, Inc.
35.	JESUS LOVES ME	85166325 01-NOV-2010	3977580 14-JUN-2011	Project Comfort Buyer, Inc.
36.	SANTA BABY	77945626 26-FEB-2010	3959207 10-MAY-2011	Project Comfort Buyer, Inc.
37.	GREENIMALS	77765891 23-JUN-2009	3931799 15-MAR-2011	Project Comfort Buyer, Inc.
38.	ECO-GREEN	77759406 15-JUN-2009	3931779 15-MAR-2011	Project Comfort Buyer, Inc.
39.	HANDMADE FROM THE HEART	78858883 11-APR-2006	3888132 07-DEC-2010	Project Comfort Buyer, Inc.
40.	ROLL OVER RUFF	77804113 13-AUG-2009	3846349 07-SEP-2010	Project Comfort Buyer, Inc.
41.	TRICK OR TREAT KIDS	77472122 12-MAY-2008	3825666 27-JUL-2010	Project Comfort Buyer, Inc.
42.	FEEL BETTER TEDDY	77423517 17-MAR-2008	3822390 20-JUL-2010	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
43.	BIG MOUTH	77433396 27-MAR-2008	3787904 11-MAY-2010	Project Comfort Buyer, Inc.
44.	EASTER EGG LANE	78683321 02-AUG-2005	3779541 20-APR-2010	Project Comfort Buyer, Inc.
45.	ROCKIN' DUCK	77225533 10-JUL-2007	3702104 27-OCT-2009	Project Comfort Buyer, Inc.
46.	WELCOME TOOTH FAIRY	77259355 20-AUG-2007	3699499 20-OCT-2009	Project Comfort Buyer, Inc.
47.	PONY PRECIOUS	77363097 03-JAN-2008	3690053 29-SEP-2009	Project Comfort Buyer, Inc.
48.	EARTHRITE	78855857 06-APR-2006	3648906 30-JUN-2009	Project Comfort Buyer, Inc.
49.	SAVE OUR EARTH NOW	78855849 06-APR-2006	3628899 26-MAY-2009	Project Comfort Buyer, Inc.
50.	TRAVEL FRIENDS	77159355 18-APR-2007	3568914 03-FEB-2009	Project Comfort Buyer, Inc.
51.	LOVE IS EVERYWHERE	77154035 11-APR-2007	3561796 13-JAN-2009	Project Comfort Buyer, Inc.
52.	SWEET THOUGHTS	78858007 10-APR-2006	3525860 28-OCT-2008	Project Comfort Buyer, Inc.
53.	FEELS SO REAL	77472733 13-MAY-2008	3520564 21-OCT-2008	Project Comfort Buyer, Inc.
54.	BOING BOING BUNNY	77452355 18-APR-2008	3520508 21-OCT-2008	Project Comfort Buyer, Inc.
55.	SOFT AND TENDER	77351287 13-DEC-2007	3467681 15-JUL-2008	Project Comfort Buyer, Inc.
56.	MY FIRST VALENTINE	78449050 12-JUL-2004	3432593 20-MAY-2008	Project Comfort Buyer, Inc.
57.	SWEET THOUGHTS	78493247 01-OCT-2004	3419826 29-APR-2008	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
58.	HEAVENLY SOFT	78863386 18-APR-2006	3403410 25-MAR-2008	Project Comfort Buyer, Inc.
59.	FEEL BETTER	78783295 30-DEC-2005	3345681 27-NOV-2007	Project Comfort Buyer, Inc.
60.	HUGGER	78479296 07-SEP-2004	3298832 25-SEP-2007	Project Comfort Buyer, Inc.
61.	OOH LA LA	78573989 24-FEB-2005	3276657 07-AUG-2007	Project Comfort Buyer, Inc.
62.	HUMFREY	78483094 14-SEP-2004	3246129 29-MAY-2007	Project Comfort Buyer, Inc.
63.	DARE TO BE DIFFERENT	78467033 13-AUG-2004	3185511 19-DEC-2006	Project Comfort Buyer, Inc.
64.	YOU GOTTA SQUEEZE IT TO BELIEVE IT.	78463545 06-AUG-2004	3177935 28-NOV-2006	Project Comfort Buyer, Inc.
65.	SQUISHY	78463366 06-AUG-2004	3174964 21-NOV-2006	Project Comfort Buyer, Inc.
66.	SNOWY	78775229 16-DEC-2005	3171278 14-NOV-2006	Project Comfort Buyer, Inc.
67.	MY FIRST BUNNY	78449055 12-JUL-2004	3169519 07-NOV-2006	Project Comfort Buyer, Inc.
68.	MY FIRST EASTER	78449030 12-JUL-2004	3163583 24-OCT-2006	Project Comfort Buyer, Inc.
69.	SQUISHY	78444688 01-JUL-2004	3163574 24-OCT-2006	Project Comfort Buyer, Inc.
70.	FOREVER ROSES	78277631 23-JUL-2003	3141094 12-SEP-2006	Project Comfort Buyer, Inc.
71.	ESPECIALLY FOR YOU	78444679 01-JUL-2004	3133949 22-AUG-2006	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
72.	KOOL KIDS	78378708 04-MAR-2004	3107692 20-JUN-2006	Project Comfort Buyer, Inc.
73.	RAPPIN' RABBIT	78614601 22-APR-2005	3079670 11-APR-2006	Project Comfort Buyer, Inc.
74.	HUG-A-BEAR	78492908 01-OCT-2004	3075950 04-APR-2006	Project Comfort Buyer, Inc.
75.	ITSY BITSY	75287891 07-MAY-1997	3047166 24-JAN-2006	Project Comfort Buyer, Inc.
76.	LOVE PUPPY	75928371 26-FEB-2000	3033320 27-DEC-2005	Project Comfort Buyer, Inc.
77.	ROCKIN REINDEER	78513131 08-NOV-2004	3023636 06-DEC-2005	Project Comfort Buyer, Inc.
78.	SPELLING BEE	76099331 28-JUL-2000	2987673 23-AUG-2005	Project Comfort Buyer, Inc.
79.	HOLIDAY TREASURES	76531627 23-JUL-2003	2977539 26-JUL-2005	Project Comfort Buyer, Inc.
80.	KOOL KIDS	76283314 11-JUL-2001	2952152 17-MAY-2005	Project Comfort Buyer, Inc.
81.	LOVE & LEARN	75642207 17-FEB-1999	2944118 26-APR-2005	Project Comfort Buyer, Inc.
82.	ROOT'N TOOT'N	78376941 02-MAR-2004	2930878 08-MAR-2005	Project Comfort Buyer, Inc.
83.	PRECIOUS TWINS	75263296 25-MAR-1997	2885491 21-SEP-2004	Project Comfort Buyer, Inc.
84.	PUPPY PRECIOUS	75209248 06-DEC-1996	2885487 21-SEP-2004	Project Comfort Buyer, Inc.
85.	SNUGGLY & CUDDLY	78295000 02-SEP-2003	2879557 31-AUG-2004	Project Comfort Buyer, Inc.
86.	SOFT EXPRESSIONS	76111661 17-AUG-2000	2845294 25-MAY-2004	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
87.	PICK-A-CHICK	78265069 20-JUN-2003	2838861 04-MAY-2004	Project Comfort Buyer, Inc.
88.	DRESS ME DIFFERENTLY EVERYDAY	78146705 23-JUL-2002	2828569 30-MAR-2004	Project Comfort Buyer, Inc.
89.	LOVABLE HUGGABLE	76318617 01-OCT-2001	2778989 04-NOV-2003	Project Comfort Buyer, Inc.
90.	BASHFUL BUDDY	76282314 09-JUL-2001	2767551 23-SEP-2003	Project Comfort Buyer, Inc.
91.	RUSTIC GARDEN	76233661 30-MAR-2001	2748053 05-AUG-2003	Project Comfort Buyer, Inc.
92.	ROCKIN' RABBIT	76060278 31-MAY-2000	2742796 29-JUL-2003	Project Comfort Buyer, Inc.
93.	KITTY PRECIOUS	75209225 06-DEC-1996	2739384 22-JUL-2003	Project Comfort Buyer, Inc.
94.	SNOWCONE	76282313 09-JUL-2001	2738180 15-JUL-2003	Project Comfort Buyer, Inc.
95.	HELLO TEDDY	76345764 04-DEC-2001	2735473 08-JUL-2003	Project Comfort Buyer, Inc.
96.	SNOWFLAKE FRIENDS	76401788 29-APR-2002	2690632 25-FEB-2003	Project Comfort Buyer, Inc.
97.	SLEEPYTIME TEDDY	75700775 07-MAY-1999	2667530 31-DEC-2002	Project Comfort Buyer, Inc.
98.	FARM FRIENDS	76099327 28-JUL-2000	2666978 24-DEC-2002	Project Comfort Buyer, Inc.
99.	MATHEMATICAL MONKEY	76099330 28-JUL-2000	2636578 15-OCT-2002	Project Comfort Buyer, Inc.
100.	SAFARI SAM	76099328 28-JUL-2000	2636577 15-OCT-2002	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
101.	LAURELL'S ATTIC	76222493 12-MAR-2001	2524951 01-JAN-2002	Project Comfort Buyer, Inc.
102.	CUDDLY CLASSICS	76255319 14-MAY-2001	2522561 25-DEC-2001	Project Comfort Buyer, Inc.
103.	HOP AND BOP	76140827 05-OCT-2000	2485273 04-SEP-2001	Project Comfort Buyer, Inc.
104.	PRETTY AS A PICTURE	75670039 29-MAR-1999	2484255 04-SEP-2001	Project Comfort Buyer, Inc.
105.	PROFESSOR OWL	76106629 10-AUG-2000	2469824 17-JUL-2001	Project Comfort Buyer, Inc.
106.	GHOULISH GIGGLERS	75698239 05-MAY-1999	2451807 15-MAY-2001	Project Comfort Buyer, Inc.
107.	CLASSIC	75598647 02-DEC-1998	2447170 24-APR-2001	Project Comfort Buyer, Inc.
108.	BABY'S FIRST TEDDY	75938819 08-MAR-2000	2423471 23-JAN-2001	Project Comfort Buyer, Inc.
109.	TICKLE TICKLE WIGGLE WIGGLE	75574697 21-OCT-1998	2421937 16-JAN-2001	Project Comfort Buyer, Inc.
110.	PAJAMA TIME BEAR	75700833 07-MAY-1999	2410097 05-DEC-2000	Project Comfort Buyer, Inc.
111.	WIGGLE WIGGLE WADDLE WADDLE	75478665 04-MAY-1998	2404590 14-NOV-2000	Project Comfort Buyer, Inc.
112.	TOOTSIE FOOTSIE	75658659 11-MAR-1999	2348423 09-MAY-2000	Project Comfort Buyer, Inc.
113.	AROMA FRESH	75386981 10-NOV-1997	2327405 07-MAR-2000	Project Comfort Buyer, Inc.
114.	SNOW BEAR	75185564 22-OCT-1996	2278652 21-SEP-1999	Project Comfort Buyer, Inc.
115.	SWING ME	75444653 04-MAR-1998	2276735 07-SEP-1999	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
116.	TINY TALKERS	75331489 28-JUL-1997	2266125 03-AUG-1999	Project Comfort Buyer, Inc.
117.	ORIGINAL CHOCOLATE SCENTED BUNNY	75408529 19-DEC-1997	2262423 20-JUL-1999	Project Comfort Buyer, Inc.
118.	ONLY THE BEST FOR MY DOG	75465573 09-APR-1998	2240786 20-APR-1999	Project Comfort Buyer, Inc.
119.	ONLY THE BEST FOR MY CAT	75465572 09-APR-1998	2240785 20-APR-1999	Project Comfort Buyer, Inc.
120.	CHATTER BUGS	75427667 02-FEB-1998	2230621 09-MAR-1999	Project Comfort Buyer, Inc.
121.	AROMA FRESH	75356926 15-SEP-1997	2226890 23-FEB-1999	Project Comfort Buyer, Inc.
122.	JUNGLE CUBS	75408675 19-DEC-1997	2212994 22-DEC-1998	Project Comfort Buyer, Inc.
123.	LOVE & LEARN	75259948 19-MAR-1997	2212265 22-DEC-1998	Project Comfort Buyer, Inc.
124.	TEAM SANTA	75398381 01-DEC-1997	2211115 15-DEC-1998	Project Comfort Buyer, Inc.
125.	CANDY AND DANDY	75408810 19-DEC-1997	2209093 08-DEC-1998	Project Comfort Buyer, Inc.
126.	PLUSH NOTES	75385690 06-NOV-1997	2208959 08-DEC-1998	Project Comfort Buyer, Inc.
127.	HOMESPUN SANTA	75265887 28-MAR-1997	2190514 22-SEP-1998	Project Comfort Buyer, Inc.
128.	COLLECTOR'S CHOICE	75279888 23-APR-1997	2156744 12-MAY-1998	Project Comfort Buyer, Inc.
129.	BEANIMALS	75209986 09-DEC-1996	2144312 17-MAR-1998	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
130.	SNOW TEDDY	75185475 22-OCT-1996	2134021 03-FEB-1998	Project Comfort Buyer, Inc.
131.	SHUTTERBUGZ	75244429 20-FEB-1997	2127428 06-JAN-1998	Project Comfort Buyer, Inc.
132.	SHUTTERBUG	75211637 11-DEC-1996	2125456 30-DEC-1997	Project Comfort Buyer, Inc.
133.	PORCELAIN PETITES	75025223 28-NOV-1995	2118802 09-DEC-1997	Project Comfort Buyer, Inc.
134.	HAPPY FACE	75195179 08-NOV-1996	2110756 04-NOV-1997	Project Comfort Buyer, Inc.
135.	BLINKER	75179933 10-OCT-1996	2101540 30-SEP-1997	Project Comfort Buyer, Inc.
136.	KEEPSAKE MEMORIES	75174836 01-OCT-1996	2099381 23-SEP-1997	Project Comfort Buyer, Inc.
137.	SANTA'S HOMESPUN BEARS	75013338 01-NOV-1995	2056874 29-APR-1997	Project Comfort Buyer, Inc.
138.	SANTA'S TOY CHEST BEARS	75013337 01-NOV-1995	2056873 29-APR-1997	Project Comfort Buyer, Inc.
139.	SQUEEZE-N'-TALK	74505729 25-MAR-1994	2050121 08-APR-1997	Project Comfort Buyer, Inc.
140.	HOPPY EASTER BUNNY	75098316 03-MAR-1996	2043698 11-MAR-1997	Project Comfort Buyer, Inc.
141.	HOPPY HOPSTER	75098236 03-MAY-1996	2043696 11-MAR-1997	Project Comfort Buyer, Inc.
142.	HOPALONG HOPSTER	75090507 18-APR-1996	2043591 11-MAR-1997	Project Comfort Buyer, Inc.
143.	MY FIRST SANTA	75076797 22-MAR-1996	2040425 25-FEB-1997	Project Comfort Buyer, Inc.
144.	MY FIRST CHRISTMAS	75076796 22-MAR-1996	2040424 25-FEB-1997	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
145.	MY FIRST SNOWMAN	75076795 22-MAR-1996	2040423 25-FEB-1997	Project Comfort Buyer, Inc.
146.	BUTTERY SOFT	75074090 18-MAR-1996	2035665 04-FEB-1997	Project Comfort Buyer, Inc.
147.	SWINGING SAM	75074089 18-MAR-1996	2035664 04-FEB-1997	Project Comfort Buyer, Inc.
148.	SWEET THOUGHTS	75074087 18-MAR-1996	2035663 04-FEB-1997	Project Comfort Buyer, Inc.
149.	SWEETHEART TEDDY	75045626 18-JAN-1996	2023916 17-DEC-1996	Project Comfort Buyer, Inc.
150.	THE CHRISTMAS TREE BEARS	75013339 01-NOV-1995	2022686 10-DEC-1996	Project Comfort Buyer, Inc.
151.	EMIGRE	74662613 17-APR-1995	2016991 19-NOV-1996	Project Comfort Buyer, Inc.
152.	DECORATE YOUR BASKET BUNNY	74494721 28-FEB-1994	2012899 29-OCT-1996	Project Comfort Buyer, Inc.
153.	HOMESPUN CREATIONS	74697287 05-JUL-1995	2009195 15-OCT-1996	Project Comfort Buyer, Inc.
154.	BROWN NOSE BEAR	75004926 12-OCT-1995	2004359 01-OCT-1996	Project Comfort Buyer, Inc.
155.	TRICK OR TREAT KIDS	74648485 20-MAR-1995	1992745 13-AUG-1996	Project Comfort Buyer, Inc.
156.	FROSTY THE SINGING FROG	74684160 05-JUN-1995	1989811 30-JUL-1996	Project Comfort Buyer, Inc.
157.	SQUARE BEAR	74644946 08-MAR-1995	1961824 12-MAR-1996	Project Comfort Buyer, Inc.
158.	TEDDY SWEETNESS	74495035 28-FEB-1994	1927155 17-OCT-1995	Project Comfort Buyer, Inc.
159.	HOLLY BERRY BEAR	74513845 18-APR-1994	1918124 12-SEP-1995	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
160.	PLATINUM PLUS	74494763 28-FEB-1994	1911546 15-AUG-1995	Project Comfort Buyer, Inc.
161.	JELLY BEAN BUNNY	74382013 21-APR-1993	1908627 01-AUG-1995	Project Comfort Buyer, Inc.
162.	MY FIRST TEDDY	74521513 09-MAY-1994	1905755 18-JUL-1995	Project Comfort Buyer, Inc.
163.	CHUBBY CHEEKS	74537072 13-JUN-1994	1895200 23-MAY-1995	Project Comfort Buyer, Inc.
164.	TICKLE TICKLE WIGGLE WIGGLE	74536051 10-JUN-1994	1895197 23-MAY-1995	Project Comfort Buyer, Inc.
165.	RAGAMUFFIN TEDDY BEARS	74504825 25-MAR-1994	1894180 16-MAY-1995	Project Comfort Buyer, Inc.
166.	CHRISTMAS COTTAGE MOUSE	74504961 25-MAR-1994	1891210 25-APR-1995	Project Comfort Buyer, Inc.
167.	CUDDLY KINGDOM	74494947 28-FEB-1994	1888608 11-APR-1995	Project Comfort Buyer, Inc.
168.	KINGDOM OF KRITTERS	74507327 31-MAR-1994	1883702 14-MAR-1995	Project Comfort Buyer, Inc.
169.	MY LITTLE LOCKET PET	74505273 25-MAR-1994	1882361 07-MAR-1995	Project Comfort Buyer, Inc.
170.	HAPPY HOPSTER	74492231 22-FEB-1994	1882354 07-MAR-1995	Project Comfort Buyer, Inc.
171.	PALM PET	74494214 25-FEB-1994	1880740 28-FEB-1995	Project Comfort Buyer, Inc.
172.	SNUGGLY & CUDDLY	74504872 25-MAR-1994	1879927 21-FEB-1995	Project Comfort Buyer, Inc.
173.	FAMILY HOLIDAY BEARS	74388584 11-MAY-1993	1865876 06-DEC-1994	Project Comfort Buyer, Inc.
174.	MILK & COOKIES	74388589 11-MAY-1993	1857782 11-OCT-1994	Project Comfort Buyer, Inc.

No.	Mark	Serial No./ Filing Date	Registration No./ Registration Date	Credit Party
175.	BABY SOFT EXPRESSION	74324018 20-OCT-1992	1849441 09-AUG-1994	Project Comfort Buyer, Inc.
176.	TEDDY PRECIOUS	74355481 04-FEB-1993	1837963 31-MAY-1994	Project Comfort Buyer, Inc.
177.	RAP BACK GANG	74197576 23-AUG-1991	1813022 21-DEC-1993	Project Comfort Buyer, Inc.
178.	SAVE OUR EARTH NOW	74200975 05-SEP-1991	1794345 21-SEP-1993	Project Comfort Buyer, Inc.
179.	SNOWFLAKE TEDDY	74187291 22-JUL-1991	1791031 31-AUG-1993	Project Comfort Buyer, Inc.
180.	SOFT EXPRESSIONS	74141970 25-FEB-1991	1735753 24-NOV-1992	Project Comfort Buyer, Inc.
181.	GOODTIME GANG	74187992 25-JUL-1991	1699241 07-JUL-1992	Project Comfort Buyer, Inc.

U.S. TRADEMARK APPLICATIONS

Grantor	Mark	Application No.	Application Date
Project Comfort Buyer, Inc.	BUNNI BUNNY	87373795	16-MAR-2017