

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM502755

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BARBARAS INC.		12/10/2018	Corporation: CALIFORNIA
PETUNIA, LLC		12/10/2018	Limited Liability Company: CALIFORNIA
BRANDS FOUR KIDS, LLC		12/10/2018	Limited Liability Company: CALIFORNIA

RECEIVING PARTY DATA

Name:	MUFG UNION BANK, NATIONAL ASSOCIATION
Street Address:	445 South Figueroa Street
Internal Address:	16th floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	National Banking Association: CALIFORNIA

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	2563309	WIREWRIGHT
Registration Number:	2824363	D-WEB
Registration Number:	2845617	TITAN
Registration Number:	2877576	D WEB
Registration Number:	2874969	GRIP IT
Registration Number:	3103667	DIRECTEX
Registration Number:	3630385	DIREC SOURCE
Registration Number:	3866378	ZIP IT
Registration Number:	3736917	YAW LIAMY
Registration Number:	2590549	PETUNIA PICKLE BOTTOM
Registration Number:	3084269	PETUNIA PICKLE BOTTOM
Registration Number:	3175563	PPB
Registration Number:	3175590	PETUNIA PICKLE BOTTOM
Registration Number:	3236193	
Registration Number:	3217416	BOXY BACKPACK

OP \$590.00 2563309

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3289096	PETUNIA
Registration Number:	3694280	CAKE BY PETUNIA
Registration Number:	3674909	VALET STROLLER CLIPS
Registration Number:	4174413	PETUNIA
Registration Number:	4233672	PETUNIA
Registration Number:	4233671	PETUNIA PICKLE BOTTOM
Registration Number:	4339813	PETUNIA
Registration Number:	5455154	CLOSE ENOUGH TO KISS

CORRESPONDENCE DATA

Fax Number:

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: tbutler@mcguirewoods.com

Correspondent Name: mcguirewoods LLP

Address Line 1: 1750 Tysons boulevard

Address Line 2: suite 1800

Address Line 4: Tysons, VIRGINIA 22102

NAME OF SUBMITTER:	Tiffany Butler
SIGNATURE:	/Tiffany Butler/
DATE SIGNED:	12/19/2018

Total Attachments: 4

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

December 10, 2018

BARBARAS, INC., a California corporation ("Barbaras"), **PETUNIA, LLC**, a California limited liability company ("Petunia"), **BRANDS FOUR KIDS, LLC**, a California limited liability company ("B4K") and together with Barbaras, each a "Grantor" and collectively, the "Grantors") hereby acknowledges that it has granted to **MUFG UNION BANK, NATIONAL ASSOCIATION** a national banking association ("Lender"), whose address is 445 South Figueroa Street, 16th Floor, Los Angeles, California 90071, a security interest in and to all of each Grantors' right, title and interest in and to the (a) trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by each Grantor (the "Trademarks") and (b) patent and patent registrations and applications therefor which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by each Grantor (the "Patents"), together with the goodwill and assets of the business, as set forth in the Credit Agreement (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Credit and Security Agreement dated as of December 10, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and among each Grantor, Baby Bella Maya, LLC, a California limited liability company and Lender, as security for the Obligations (as defined in the Credit Agreement) as set forth in the Credit Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Lender may have in any other collateral described in the Credit Agreement or otherwise.

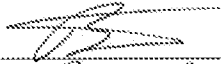
The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property shall be governed by the laws of the State of California, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 16.14, 16.16 and 16.17 of the Credit Agreement are hereby incorporated by reference. Each Grantor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office.

[Signature Pages Follow]

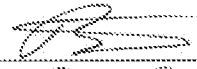
IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

GRANTORS:

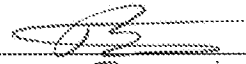
BARBARAS DEVELOPMENT, INC.,
a California corporation

By: 
Name: Bruce Rothwell
Title: CEO

PETUNIA, LLC,
a California limited liability company

By: 
Name: Bruce Rothwell
Title: Manager

BRANDS FOUR KIDS, LLC,
a California limited liability company

By: 
Name: Bruce Rothwell
Title: Manager

LENDER:

MUFG UNION BANK, N.A.

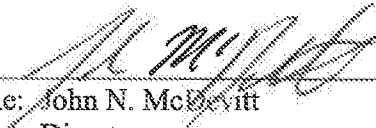
By: 
Name: John N. McDevitt
Title: Director

EXHIBIT A
TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Name of Grantor</u>	<u>Trademark</u>	<u>Status in Trademark Office</u>	<u>Federal Registration No.</u>	<u>Registration Date</u>
Barbaras Development, Inc.	WIREWRIGHT	REGISTERED	2,563,309	4/23/2002
Barbaras Development, Inc.	D-WEB	REGISTERED	2,824,363	3/23/2004
Barbaras Development, Inc.	TITAN	REGISTERED	2,845,617	5/25/2004
Barbaras Development, Inc.	D WEB AND DESIGN	REGISTERED	2,877,576	5/25/2004
Barbaras Development, Inc.	GRIP IT	REGISTERED	2,874,969	8/17/2004
Barbaras Development, Inc.	DIRECTEX	REGISTERED	3,103,667	6/13/2006
Barbaras Development, Inc.	DIREC SOURCE	REGISTERED	3,630,385	6/2/2009
Barbaras Development, Inc.	ZIP IT	REGISTERED	3,866,378	10/26/2010
Barbaras Development, Inc.	YAW LIAMY	REGISTERED	3,736,917	1/12/2010
Petunia, LLC	PETUNIA PICKLE BOTTOM	REGISTERED	2,590,549	7/9/2002
Petunia, LLC	PETUNIA PICKLE BOTTOM	REGISTERED	3,084,269	4/25/2006
Petunia, LLC	PPB	REGISTERED	3,175,563	11/21/2006
Petunia, LLC	PETUNIA PICKLE BOTTOM LOGO	REGISTERED	3,175,590	11/21/2006
Petunia, LLC	GIRL ON TRICYCLE	REGISTERED	3,236,193	5/1/2007
Petunia, LLC	BOXY BACKPACK	REGISTERED	3,217,416	3/13/2007
Petunia, LLC	PETUNIA	REGISTERED	3,289,096	9/04/2007
Petunia, LLC	CAKE BY PETUNIA	REGISTERED	3,694,280	10/06/2009
Petunia, LLC	VALET STROLLER CLIPS	REGISTERED	3,674,909	9/01/2009
Petunia, LLC	PETUNIA	REGISTERED	4,174,413	7/17/2012
Petunia, LLC	PETUNIA	REGISTERED	4,233,672	10/30/2012
Petunia, LLC	PETUNIA PICKLE BOTTOM	REGISTERED	4,233,671	10/30/2012
Petunia, LLC	PETUNIA (fanciful script)	REGISTERED	4,339,813	5/21/2013
Brands Four Kids, LLC	CLOSE ENOUGH TO KISS	REGISTERED	5,455,154	4/24/2018