

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM543225

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Little Passports, Inc.		09/30/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Western Alliance Bank, an Arizona Corporation
Street Address:	55 Almaden Boulevard, Suite 100
City:	San Jose
State/Country:	CALIFORNIA
Postal Code:	95113
Entity Type:	Corporation: ARIZONA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	88279847	LITTLE PASSPORTS
Serial Number:	88279911	SAM AND SOFIA'S SCOOTER STORIES
Serial Number:	88415102	LITTLE PASSPORTS SCIENCE JUNIOR
Serial Number:	88415084	LITTLE PASSPORTS SCIENCE JUNIOR
Serial Number:	88415059	SCIENCE JUNIOR
Serial Number:	88415041	SCIENCE JUNIOR
Serial Number:	88279869	LITTLE PASSPORTS
Serial Number:	87045462	SCIENCE EXPEDITIONS
Serial Number:	87932116	WHERE TO?
Serial Number:	87045477	SCIENCE EXPEDITIONS
Serial Number:	87045436	SCIENCE EXPEDITIONS
Serial Number:	86400914	EARLY EXPLORERS
Serial Number:	86291192	LP
Serial Number:	86291182	LP
Serial Number:	86709837	
Serial Number:	86290791	LITTLE PASSPORTS A GLOBAL ADVENTURE
Serial Number:	86290742	LITTLE PASSPORTS
Serial Number:	86290570	LITTLE PASSPORTS A GLOBAL ADVENTURE
Serial Number:	86290301	LITTLE PASSPORTS

OP \$515.00 88279847

Property Type	Number	Word Mark
Serial Number:	77543250	LITTLE PASSPORTS

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.

Phone: 7033826485
Email: DHall@vlplawgroup.com
Correspondent Name: Davis Hall
Address Line 1: 12703 Hitchcock Court
Address Line 4: Reston, VIRGINIA 20191

NAME OF SUBMITTER:	Davis Hall
SIGNATURE:	/DavisHall/
DATE SIGNED:	09/30/2019

Total Attachments: 13

source=WAL_Little Passports_Intellectual Property Security Agreement_Executed_9-30-19#page1.tif
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source=WAL_Little Passports_Intellectual Property Security Agreement_Executed_9-30-19#page13.tif

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of September 30, 2019 (the "Agreement"), between WESTERN ALLIANCE BANK, an Arizona corporation ("Lender") and LITTLE PASSPORTS, INC. ("Grantor"), is made with reference to the Loan and Security Agreement, dated as of September 30, 2019 (as amended from time to time, the "Loan Agreement"), between Lender and Grantor. Terms defined in the Loan Agreement have the same meaning when used in this Agreement.

For good and valuable consideration, receipt of which is hereby acknowledged, Grantor hereby covenants and agrees as follows:

To secure the Obligations under the Loan Agreement, Grantor grants to Lender a security interest in all right, title, and interest of Grantor in any of the following, whether now existing or hereafter acquired or created in any and all of the following property (collectively, the "Intellectual Property Collateral"):

(a) copyright rights, copyright applications, copyright registrations and like protections in each work or authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held (collectively, the "Copyrights"), including the registered Copyrights and all applications therefor, in each case, described in Exhibit A;

(b) trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Borrower connected with and symbolized by such trademarks (collectively, the "Trademarks"), including the registered Trademarks and all applications therefor, in each case, described in Exhibit B;

(c) patents, patent applications and like protections including without limitation improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same (collectively, the "Patents"), including the Patents described in Exhibit C;

(d) mask work or similar rights available for the protection of semiconductor chips or other products (collectively, the "Mask Works");

(e) trade secrets, and any and all intellectual property rights in computer software and computer software products;

(f) design rights;

(g) claims for damages by way of past, present and future infringement of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;

(h) licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works, and all license fees and royalties arising from such use to the extent permitted by such license or rights;

(i) amendments, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

(j) proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

The rights and remedies of Lender with respect to the security interests granted hereunder are in addition to those set forth in the Loan Agreement, and those which are now or hereafter available to Lender as a matter of law or equity. Each right, power and remedy of Lender provided for herein or in the Loan Agreement, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein, and the exercise by Lender of any one or more of such rights, powers or remedies does not preclude the simultaneous or later exercise by Lender of any other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

GRANTOR:

LITTLE PASSPORTS, INC.

By: *Amy Norma*
Name: *Amy Norma*
Title: Co-CEO

Address for Notices:

Attn:
222 Sutter Street, Suite 750
San Francisco, CA 94108
Fax:

LENDER:

WESTERN ALLIANCE BANK, an Arizona corporation

By: _____
Name: _____
Title: _____

Address for Notices:

Attn: David Gardea
55 Almaden Boulevard, Suite 100
San Jose, California 95113
Tel: (408) 556-6501
Fax: (408) 282-1681

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

GRANTOR:

LITTLE PASSPORTS, INC.

By: _____

Name: _____

Title: _____

Address for Notices:

Attn:

222 Sutter Street, Suite 750
San Francisco, CA 94108

Fax:

LENDER:

WESTERN ALLIANCE BANK, an Arizona corporation

By: David Gardea

Name: David Gardea

Title: AVP

Address for Notices:

Attn: David Gardea

55 Almaden Boulevard, Suite 100
San Jose, California 95113

Tel: (408) 556-6501

Fax: (408) 282-1681

EXHIBIT A
COPYRIGHTS

Please Check if No Copyrights Exist

<u>Type of Work:</u>	<u>Title:</u>	<u>International Standard Serial Number (ISSN):</u>	<u>Registration Number:</u>	<u>Filing Date:</u>	<u>Pre - registered?</u>
Text	Max, Mia and Toby's Adventures Around the World: A Souvenir Book.		TX000821114 3	10/21/15	
Text	Alabama/Connecticut.		TX000863235 2	08/24/18	
Text	Alaska/South Carolina.		TX000863239 6	08/24/18	
Text	ARGENTINA.		TX000863974 3	08/21/18	
Text	Arkansas/Pennsylvania.		TX000863245 0	08/24/18	
Text	AUSTRALIA.		TX000863974 1	08/21/18	
Text	BRAZIL.		TX000863325 7	08/21/18	
Text	California/North Dakota.		TX000863249 6	08/24/18	
Text	CHINA.		TX000863325 2	08/21/18	
Text	E10A-SPACE.		TX000868507 5	09/07/18	
Text	E11A-WLDISC.		TX000864600 6	09/07/18	
Text	E12A-DINO.		TX000864276 3	09/07/18	
Text	E13A-SCIENCE.		TX000863097 1	09/07/18	
Text	E14A-CELEBRT.		TX000863927 1	09/07/18	
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Text	E16A-TRANSPT.		TX000864308 4	09/07/18	
Text	E17A-INSECTS.		TX000864273	09/07/18	

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Text	E18A-SPORTS.		TX000863098 4	09/07/18	
Text	E19A-WEATHER.		TX000866227 2	09/07/18	
Text	E1A-TRAVELER.		TX000865444 2	09/07/18	
Text	E20A-ROCKS.		TX000864273 8	09/07/18	
Text	E21A-JOBS.		TX000864275 5	09/07/18	
Text	E22A-TOYGAME.		TX000865988 7	09/07/18	
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Text	E9A-WLDCOINS.		TX000865977 5	09/07/18	
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EXHIBIT B
TRADEMARKS

Please Check if No Trademarks Exist

<u>Mark / Title:</u>	<u>U.S. Serial Number:</u>	<u>U.S. Registration Number:</u>	<u>USPTO Reference Number:</u>	<u>Filing Date:</u>
LITTLE PASSPORTS	88279847			01/28/19
SAM AND SOFIA'S SCOOTER STORIES	88279911			01/28/19
LITTLE PASSPORTS SCIENCE JUNIOR	88415102			05/03/19
LITTLE PASSPORTS SCIENCE JUNIOR	88415084			05/03/19
SCIENCE JUNIOR	88415059			05/03/19
SCIENCE JUNIOR	88415041			05/03/19
LITTLE PASSPORTS	88279869			01/28/19
SCIENCE EXPEDITIONS	87045462	5740131		05/20/16
WHERE TO?	87932116	5711543		05/22/18
SCIENCE EXPEDITIONS	87045477	5586694		05/20/16
SCIENCE EXPEDITIONS	87045436	5365743		05/20/16
EARLY EXPLORERS	86400914	5276718		09/20/14
LP	86291192	5232928		05/23/14
LP	86291182	5232927		05/23/14

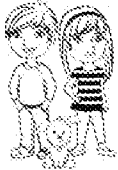
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LITTLE PASSPORTS A GLOBAL ADVENTURE	86290791	4711008		05/23/14
LITTLE PASSPORTS	86290742	4711007		05/23/14
LITTLE PASSPORTS A GLOBAL ADVENTURE	86290570	4707018		05/23/14
LITTLE PASSPORTS	86290301	4707016		05/23/14
LITTLE PASSPORTS	77543250	3638118		08/10/08

EXHIBIT C

PATENTS

Please Check if No Patents Exist

<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued or Published?</u>	<u>Issue Date:</u>