

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM831625

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Those Characters from Cleveland, LLC		08/09/2023	Limited Liability Company: OHIO
RECEIVING PARTY DATA			
Name:	BankUnited, N.A., as Administrative Agent		
Street Address:	4010 Boy Scout Blvd., Suite 475		
City:	Tampa		
State/Country:	FLORIDA		
Postal Code:	33607		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 71			
Property Type	Number	Word Mark	
Registration Number:	7093963	BARNYARD COMMANDOS	
Registration Number:	7115129	BEDTIME BEAR	
Registration Number:	4864703	BEDTIME BEAR	
Registration Number:	5643747	BEST FRIEND BEAR	
Registration Number:	6603334	BIRTHDAY BEAR	
Registration Number:	5728302	BLECH BEARD	
Registration Number:	5200300	BRAVE HEART LION	
Registration Number:	5291120	BRIGHT HEART RACCOON	
Serial Number:	98102598	BRUISE BROTHER	
Registration Number:	1294343	CARE BEARS	
Registration Number:	1270509	CARE BEARS	
Registration Number:	1780477	CARE BEARS	
Registration Number:	3767824	CARE BEARS	
Registration Number:	3336078	CARE BEARS	
Registration Number:	4606764	CARE BEARS	
Registration Number:	5874943	CARE BEARS	
Registration Number:	6289314	CARE BEARS	
Serial Number:	90523664	CARE BEARS	
Registration Number:	6789193	CARE BEARS	

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Property Type	Number	Word Mark
Registration Number:	6748823	CARE BEARS
Registration Number:	7111024	CARE BEARS
Serial Number:	97642875	CARE BEARS LIL' BESTIES
Registration Number:	7013120	CARE-A-LOT BEAR
Registration Number:	1297503	CHEER BEAR
Registration Number:	7115126	CHEER BEAR
Registration Number:	6114191	CHRISTMAS WISH BEAR
Registration Number:	6639574	CLOUDSEEKER
Registration Number:	5551162	DAYDREAM BEAR
Registration Number:	5233853	DUST BRAIN
Registration Number:	7115128	FRIEND BEAR
Registration Number:	2636552	FRIEND BEAR
Registration Number:	2640492	FUNSHINE BEAR
Registration Number:	7115127	GOOD LUCK BEAR
Registration Number:	4994925	GOOD LUCK BEAR
Registration Number:	4868503	GRUMPY BEAR
Registration Number:	1297504	GRUMPY BEAR
Registration Number:	4440561	HARMONY BEAR
Registration Number:	5382277	HEART SONG BEAR
Serial Number:	97560285	HELLO FREN BEAR
Registration Number:	0871354	HOLLY HOBBIE
Registration Number:	1010507	HOLLY HOBBIE
Registration Number:	5775822	HOLLY HOBBIE
Serial Number:	97763794	HOLLY HOBBIE
Registration Number:	3168446	HOPEFUL HEART BEAR
Registration Number:	5233854	HORN HEAD
Registration Number:	5276906	LAUGH-A-LOT BEAR
Registration Number:	5291119	LOTSA HEART ELEPHANT
Registration Number:	1285368	LOVE-A-LOT BEAR
Registration Number:	3795128	MADBALLS
Registration Number:	5188442	MADBALLS
Registration Number:	5656418	MADBALLS
Registration Number:	5734424	MADBALLS
Registration Number:	5365820	MADBALLS
Registration Number:	5503343	MADBALLS
Serial Number:	98102615	OCULUS ORBIT
Registration Number:	5643775	OOPSY BEAR
Registration Number:	5628255	RAINBOW HEART BEAR

Property Type	Number	Word Mark
Registration Number:	5643751	SECRET BEAR
Registration Number:	2716495	SHARE BEAR
Registration Number:	5382278	SHINE BRIGHT BEAR
Registration Number:	5728303	SKUNKVENGER
Registration Number:	5728304	SLOBBERNAUT
Registration Number:	5233852	SLOBULUS
Serial Number:	98102627	SPLITTING HEADACHE
Registration Number:	5728305	SUSHISSASIN
Registration Number:	7115125	TENDERHEART BEAR
Registration Number:	1285202	TENDERHEART BEAR
Registration Number:	6680795	TOGETHERNESS BEAR
Registration Number:	6521957	TRASHIN' PUMPKIN
Registration Number:	5286806	TRUE HEART BEAR
Registration Number:	4868502	WISH BEAR

CORRESPONDENCE DATA

Fax Number: 3059615812

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: 3055790812

Email: mary.marcos@gtlaw.com

Correspondent Name: Manuel R. Valcarcel

Address Line 1: 333 S.E. 2nd Avenue, 44th Floor

Address Line 2: Greenberg Traurig, P.A.

Address Line 4: Miami, FLORIDA 33131

NAME OF SUBMITTER: Manuel Valcarcel, Esq.

SIGNATURE: /Manuel Valcarcel/

DATE SIGNED: 08/14/2023

Total Attachments: 6

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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 August 9, 2023 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement"), by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors"), and BankUnited, N.A., as administrative agent (the "Administrative Agent"), for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in, and a right to set off against, the trademarks and trademark applications shown on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

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Very truly yours,

THOSE CHARACTERS FROM CLEVELAND, LLC

By: Cloudco, LLC, as Sole Member

By: Cloudco Acquirer Co., as Managing
Member

By: 
Name: George Jones
Title: President

Signature Page to Notice of Grant of Security Interest in Trademarks

TRADEMARK
REEL: 008165 FRAME: 0770

Acknowledged and Accepted:

BANKUNITED, N.A., as Administrative Agent

By: 

Name: John S. Wamboldt

Title: Senior Vice President

Signature Page to Notice of Grant of Security Interest in Trademarks

TRADEMARK
REEL: 008165 FRAME: 0771

Schedule I

<u>Loan Party/Owner</u>	<u>Trademarks</u>	<u>Application/Registration Number</u>	<u>Application/Registration Date</u>
Those Characters From Cleveland, LLC	Barnyard Commandos	7093963	June 27, 2023
Those Characters From Cleveland, LLC	Bedtime Bear	7115129	July 18, 2023
Those Characters From Cleveland, LLC	Bedtime Bear	4864703	December 1, 2015
Those Characters From Cleveland, LLC	Best Friend Bear	5643747	January 1, 2019
Those Characters From Cleveland, LLC	Birthday Bear	6603334	December 28, 2021
Those Characters From Cleveland, LLC	Bleeh Beard	5728302	April 16, 2019
Those Characters From Cleveland, LLC	Brave Heart Lion	5200300	May 9, 2017
Those Characters From Cleveland, LLC	Bright Heart Raccoon	5291120	September 19, 2017
Those Characters From Cleveland, LLC	Bruise Brother	98102598	July 26, 2023
Those Characters From Cleveland, LLC	Care Bears	1294343	September 11, 1984
Those Characters From Cleveland, LLC	Care Bears	1270509	March 20, 1984
Those Characters From Cleveland, LLC	Care Bears	1780477	July 6, 1993
Those Characters From Cleveland, LLC	Care Bears	3767824	March 30, 2010
Those Characters From Cleveland, LLC	Care Bears	3336078	November 13, 2007
Those Characters From Cleveland, LLC	Care Bears	4606764	September 16, 2014
Those Characters From Cleveland, LLC	Care Bears	5874943	October 1, 2019
Those Characters From Cleveland, LLC	Care Bears	6289314	March 9, 2021
Those Characters From Cleveland, LLC	Care Bears	90523664	February 10, 2021
Those Characters From Cleveland, LLC	Care Bears	6789193	July 12, 2022
Those Characters From Cleveland, LLC	Care Bears	6748823	May 31, 2022
Those Characters From Cleveland, LLC	Care Bears	7111024	July 18, 2023
Those Characters From Cleveland, LLC	Care Bears Lil' Besties	97642875	October 21, 2022
Those Characters From Cleveland, LLC	Care-A-Lot Bear	7013120	March 28, 2023
Those Characters From Cleveland, LLC	Cheer Bear	1297503	September 15, 1994
Those Characters From Cleveland, LLC	Cheer Bear	7115126	July 18, 2023

<u>Loan Party/Owner</u>	<u>Trademarks</u>	<u>Application/Registration Number</u>	<u>Application/Registration Date</u>
Those Characters From Cleveland, LLC	Christmas Wish Bear	6114191	July 28, 2020
Those Characters From Cleveland, LLC	Cloudseeker	6639574	February 8, 2022
Those Characters From Cleveland, LLC	Daydream Bear	5551162	August 28, 2018
Those Characters From Cleveland, LLC	Dust Brain	5233853	June 27, 2017
Those Characters From Cleveland, LLC	Friend Bear	7115128	July 18, 2023
Those Characters From Cleveland, LLC	Friend Bear	2636552	October 15, 2002
Those Characters From Cleveland, LLC	Funshine Bear	2640492	October 22, 2002
Those Characters From Cleveland, LLC	Good Luck Bear	7115127	July 18, 2023
Those Characters From Cleveland, LLC	Good Luck Bear	4994925	July 5, 2016
Those Characters From Cleveland, LLC	Grumpy Bear	4868503	December 8, 2015
Those Characters From Cleveland, LLC	Grumpy Bear	1297504	September 25, 1984
Those Characters From Cleveland, LLC	Harmony Bear	4440561	November 26, 2013
Those Characters From Cleveland, LLC	Heart Song Bear	5382277	January 16, 2018
Those Characters From Cleveland, LLC	Hello Fren Bear	97560285	August 23, 2022
Those Characters From Cleveland, LLC	Holly Hobbie	0871354	June 17, 1969
Those Characters From Cleveland, LLC	Holly Hobbie	1010507	May 13, 1975
Those Characters From Cleveland, LLC	Holly Hobbie	5775822	June 11, 2019
Those Characters From Cleveland, LLC	Holly Hobbie	97763794	January 22, 2023
Those Characters From Cleveland, LLC	Hopeful Heart Bear	3168446	November 7, 2006
Those Characters From Cleveland, LLC	Horn Head	5233854	June 27, 2017
Those Characters From Cleveland, LLC	Laugh-A-Lot Bear	5276906	August 29, 2017
Those Characters From Cleveland, LLC	Lotsa Heart Elephant	5291119	September 19, 2017
Those Characters From Cleveland, LLC	Love-A-Lot Bear	1285368	July 10, 1984
Those Characters From Cleveland, LLC	Madballs	3795128	May 25, 2010
Those Characters From Cleveland, LLC	Madballs	5188442	April 18, 2017
Those Characters From Cleveland, LLC	Madballs	5656418	January 15, 2019

<u>Loan Party/Owner</u>	<u>Trademarks</u>	<u>Application/ Registration Number</u>	<u>Application/Registration Date</u>
Those Characters From Cleveland, LLC	Madballs	5734424	April 23, 2019
Those Characters From Cleveland, LLC	Madballs ("new") Logo	5365820	December 26, 2017
Those Characters From Cleveland, LLC	Madballs Logo 1	5503343	June 26, 2018
Those Characters From Cleveland, LLC	Oculus Orbit	98102615	July 26, 2023
Those Characters From Cleveland, LLC	Oopsy Bear	5643775	January 1, 2019
Those Characters From Cleveland, LLC	Rainbow Heart Bear	5628255	December 11, 2018
Those Characters From Cleveland, LLC	Secret Bear	5643751	January 1, 2019
Those Characters From Cleveland, LLC	Share Bear	2716495	May 13, 2003
Those Characters From Cleveland, LLC	Shine Bright Bear	5382278	January 16, 2018
Those Characters From Cleveland, LLC	Skunkvenger	5728303	April 16, 2019
Those Characters From Cleveland, LLC	Slobbernaut	5728304	April 16, 2019
Those Characters From Cleveland, LLC	Slobulus	5233852	June 27, 2017
Those Characters From Cleveland, LLC	Splitting Headache	98102627	July 26, 2023
Those Characters From Cleveland, LLC	Sushissasin	5728305	April 16, 2019
Those Characters From Cleveland, LLC	Tenderheart Bear	7115125	July 18, 2023
Those Characters From Cleveland, LLC	Tenderheart Bear	1285202	July 10, 1984
Those Characters From Cleveland, LLC	Togetherness Bear	6680795	March 22, 2022
Those Characters From Cleveland, LLC	Trashin' Pumpkin	6521957	October 12, 2021
Those Characters From Cleveland, LLC	True Heart Bear	5286806	September 12, 2017
Those Characters From Cleveland, LLC	Wish Bear	4868502	December 8, 2015

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RECORDED: 08/14/2023

TRADEMARK
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