

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM635841

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bexco Enterprises, Inc.		03/31/2021	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	333 S. Hope Street, 19th Floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Registration Number:	3705295	MDB	
Registration Number:	3832883	DAVINCI	
Registration Number:	3835924		
Registration Number:	3835925		
Registration Number:	3857647	BABYLETTO	
Registration Number:	2467596	MILLION DOLLAR BABY	
Registration Number:	4049951	BABYLETTO	
Registration Number:	4049952	DAVINCI	
Registration Number:	4176702	FRANKLIN & BEN	
Registration Number:	4633564	BABYMOD	
Registration Number:	4768222	MILLION DOLLAR BABY CLASSIC	
Registration Number:	4772500	NURSERY WORKS	
Registration Number:	4829185	GRADIENT	
Registration Number:	5077403	CAPSULE	
Registration Number:	5224231	NW	
CORRESPONDENCE DATA			
Fax Number:	7044448847		
<i>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.</i>			

OP \$390.00 3705295

TRADEMARK

Phone: 213-457-9853
Email: ksaltrick@mcguirewoods.com
Correspondent Name: McGuireWoods LLP
Address Line 1: 355 S. Grand Avenue, Suite 4200
Address Line 2: Attention: Y.Lee, Esq.
Address Line 4: Los Angeles, CALIFORNIA 90071

NAME OF SUBMITTER: Yoojin Lee

SIGNATURE: /s/ Yoojin Lee

DATE SIGNED: 03/31/2021

Total Attachments: 4

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

Dated as of: March 31, 2021

BEXCO ENTERPRISES, INC., a Texas corporation (doing business as “Million Dollar Baby”) (“Debtor”), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, a national banking association (the “Lender”), whose address is 333 S. Hope Street, 19th Floor, Los Angeles, California 90071, a collateral assignment of security interest in and to all of Debtor’s right, title and interest in and to the trademarks which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor, together with the goodwill and assets of the business, as set forth in the Loan Agreement (as defined below).

The terms and conditions of the aforementioned collateral assignment of security interest are contained in that certain Loan and Security Agreement dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Loan Agreement”), by and among, Debtor and the Lender, as security for the Obligations as set forth in the Loan Agreement and the 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 Debtor may have in any other collateral described in the Loan Agreement or otherwise. Capitalized terms that are undefined herein have the meanings ascribed thereto in the Loan Agreement.

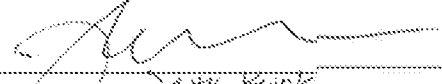
The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property shall be governed by the laws of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 12.13 and 12.14 of the Loan Agreement are hereby incorporated by reference. Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office.

[Remainder of page intentionally left blank; 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.

DEBTOR:

BEXCO ENTERPRISES, INC., a Texas corporation,
doing business as "Million Dollar Baby"

By: 
Name: JOHN ROOK
Title: CFO

(Bexco Enterprises, Inc.)
SIGNATURE PAGE

TRADEMARK
REEL: 007239 FRAME: 0450

LENDER:

BANK OF AMERICA, N.A.,
as Lender

By: *Mia K. Bolin*
Name: Mia K. Bolin
Title: Senior Vice President

EXHIBIT A

Trademarks

Trademark	Registration Number	Registration Date
MDB	3,705,295	3-Nov-2009
DAVINCI & DESIGN 	3,832,883	10-Aug-2010
BLUE BLOCK DAVINCI LOGO 	3,835,924	17-Aug-2010
PINK BEAR BABYLETTO LOGO 	3,835,925	17-Aug-2010
BABYLETTO	3,857,647	05-Oct-2010
MILLION DOLLAR BABY	2,467,596	10-Jul-2001
BABYLETTO & LOGO 	4,049,951	01-Nov-2011
DAVINCI & LOGO 	4,049,952	01-Nov-2011
FRANKLIN & BEN (STYLIZED) FRANKLIN  BEN	4,176,702	17-Jul-2012
BABYMOD	4,633,564	04-Nov-2014
MILLION DOLLAR BABY CLASSIC & DESIGN MILLION DOLLAR BABY 	4,768,222	07-Jul-2015
NURSERY WORKS & DESIGN NURSERY W & R K S	4,772,500	14-Jul-2015
GRADIENT	4,829,185	06-Oct-2015
CAPSULE	5,077,403	08-Nov-2016
"NW" stylized 	5,224,231	13-Jun-2017

Exhibit A