

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM309975

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
POOF-Slinky, LLC		06/30/2014	LIMITED LIABILITY COMPANY: MICHIGAN
RECEIVING PARTY DATA			
Name:	THL Corporate Finance, Inc., as Administrative Agent		
Street Address:	100 Federal Street, 31st Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 112			
Property Type	Number	Word Mark	
Registration Number:	4036665	4-WAY COUNTDOWN!	
Registration Number:	4036657	4-WAY SPELLDOWN!	
Registration Number:	3054590	ADVERTEASING	
Registration Number:	3668085	AMAZE-N-MARBLES	
Registration Number:	1934336	AQUA-BOMB	
Registration Number:	0704557	BAS-KET	
Registration Number:	3911301	BATTLEFIELD BLAST	
Registration Number:	2008281	BIBLE "TRIVIA"	
Registration Number:	1363895	BIBLE "TRIVIA"	
Registration Number:	3735465	BIG DRAW	
Registration Number:	3793412	BIGSHOT	
Registration Number:	3911305	BONGO KONGO	
Registration Number:	3441256	BUMPERSHOT	
Registration Number:	1889875	CADACO	
Registration Number:	0970636	CADACO	
Registration Number:	1994047	CHALKWORKS	
Registration Number:	3946600	COUNT DOWN! & SPELL UP!	
Registration Number:	3370999	CRAYON PAPER	
Registration Number:	1363424	CRAZY EYES	
TRADEMARK			

CH \$2815.00 4036665

Property Type	Number	Word Mark
Registration Number:	3432394	CREATA-CLINGS
Registration Number:	3888370	CRISS CROSS
Registration Number:	3794471	DECODER PUZZLES
Registration Number:	2402881	
Registration Number:	3690737	DOLL HOUSE DECORATOR
Registration Number:	3720437	DOLL HOUSE DECORATOR
Registration Number:	3489188	ELECTRO SHOT
Registration Number:	3565616	ENVIRO-BLOX
Registration Number:	1922195	FABULOUS FIDDLESTIX A CLASSIC AMERICAN R
Registration Number:	3668084	FIDDLESTIX
Registration Number:	3576937	FLIP N' COLOR
Registration Number:	1017029	FORM-A-TIONS
Registration Number:	3524577	FRANTIC FALL
Registration Number:	3668082	FRONTIER LOGS
Registration Number:	4094579	FUZZOOBERS
Registration Number:	3868508	FUZZOODLES
Registration Number:	2887356	HOVER BLASTER
Registration Number:	3348995	IDEAL
Registration Number:	3322195	IDEAL
Registration Number:	3322194	IDEAL
Registration Number:	3843452	IMPACT
Registration Number:	3726988	INNOVATIVE BY NATURE
Registration Number:	1023848	JI-GAN-TIKS
Registration Number:	1488644	MAGIC SHOT
Registration Number:	4445079	MAXIMUM BOOM
Registration Number:	2269099	MINILABS
Registration Number:	1706951	MINILABS
Registration Number:	3522244	MY FIRST CRYSTALS AND FIZZ ADVENTURE KIT
Registration Number:	3408930	MY FIRST DINO KIT
Registration Number:	2433693	MY FIRST MAGIC SET
Registration Number:	3532227	MY FIRST ROCK COLLECTING KIT
Registration Number:	3126877	MY FIRST SCIENCE KIT
Registration Number:	3586171	MY FIRST SCIENCE LAB
Registration Number:	3976095	MY HORSE SHOW
Registration Number:	3713673	NATURE SHADES
Registration Number:	1137993	ORIGINAL PLASTIC SLINKY
Registration Number:	2050029	POCKET PLANE
Registration Number:	1705192	POOF
Registration Number:	1705191	POOF

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Property Type	Number	Word Mark
Registration Number:	4449071	POOF
Registration Number:	2019682	POP TOOBS
Registration Number:	4399904	PRO GOLD
Registration Number:	3712743	QUAD*DOKU
Registration Number:	2899291	RACK 'N' ROLL BOWL
Registration Number:	2335994	RAM ROCKET
Registration Number:	0942313	RINGA-MAJIGS
Registration Number:	4471981	SCIENTIFIC EXPLORER
Registration Number:	1775979	SLAM BAS-KET
Registration Number:	3908240	SLAP HAPPY
Registration Number:	3325303	SLINKY
Registration Number:	3081525	SLINKY
Registration Number:	2971531	SLINKY
Registration Number:	2939489	SLINKY
Registration Number:	2741708	SLINKY
Registration Number:	2162682	SLINKY
Registration Number:	1455493	SLINKY
Registration Number:	4461458	SLINKY DOGS
Registration Number:	0427951	SLINKY JAMES
Registration Number:	2265735	SLINKY PETS
Registration Number:	1180355	SLINKY PLAYSHAPES
Registration Number:	1276398	SLINKY TRIANGLES
Registration Number:	3214330	SNO-ART KIT
Registration Number:	1111393	SNOW WHITE AND THE SEVEN DWARFS
Registration Number:	4449162	SPA LA LA
Registration Number:	3544452	SPECTACULAR MAGIC SHOW
Registration Number:	3092089	SPEED BALL
Registration Number:	2202291	SPELLTIME
Registration Number:	0961945	SPIN WHEELS
Registration Number:	3529368	SPIRALBALL
Registration Number:	3911302	STEADY FREDDY
Registration Number:	3947969	STIKITS
Registration Number:	2211897	SUM TIME
Registration Number:	1866627	SUPER SPRAY CHALK
Registration Number:	3450473	SUPER STAR COUNT N' MATCH
Registration Number:	2842766	SURE SHOT
Registration Number:	3911304	TILTON' MILTON
Registration Number:	3477712	TOTALLY FUNKY SCIENCE
Registration Number:	3586170	TOTALLY GLAMOROUS SPA KIT

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3410185	TOTALLY NASTY SCIENCE
Registration Number:	0938678	TOWER IFICS
Registration Number:	3683180	TRIPOLEY
Registration Number:	0509088	TRIPOLEY
Registration Number:	3455641	TV LINGO
Registration Number:	3390439	ULTIMATE CRYSTAL GROWING KIT
Registration Number:	3390438	ULTIMATE GUM KIT
Registration Number:	3390437	ULTIMATE SPA AND PERFUME KIT
Registration Number:	3911303	UP! AGAINST TIME
Registration Number:	3779272	WATER WONDERS
Registration Number:	3603347	WHEEL RACER
Registration Number:	4521586	YUCK-O
Serial Number:	85926401	BUSTED
Serial Number:	86298872	SNO-MUCH FUN!
Serial Number:	86298830	SNO-STRIKER

CORRESPONDENCE DATA

Fax Number: 6175269899

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.

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Email: cslattery@proskauer.com

Correspondent Name: Christine Slattery

Address Line 1: Proskauer Rose LLP

Address Line 2: One International Place

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	73675/073
NAME OF SUBMITTER:	Christine Slattery
SIGNATURE:	/Christine Slattery/
DATE SIGNED:	07/08/2014

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 June 30, 2014 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and THL Corporate Finance, Inc., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademark registrations and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark Registration No.</u>	<u>Description of Registered Trademark</u>	<u>Date of Trademark Registration</u>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Application</u>
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See Schedule 1 attached hereto

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

Very truly yours,

POOF-Slinky, LLC

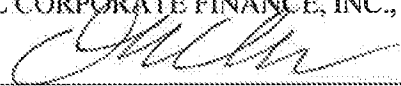
By: 
Name: John Belniak
Title: Vice Chairman

[Signature Page to Trademarks Notice (POOF-Slinky, LLC)]

TRADEMARK
REEL: 005318 FRAME: 0471

Acknowledged and Accepted:

THL CORPORATE FINANCE, INC., as Administrative Agent

By: 

Name: Terrence W. Olson
Title: Chief Financial Officer

[Signature Page to Trademarks Notice (POOF-Slinky, LLC)]


TRADEMARK
REEL: 005318 FRAME: 0472

Schedule 1

POOF-Slinky, LLC
(Michigan Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
4-WAY COUNTDOWN!	4036665	10/11/11
4-WAY SPELLDOWN!	4036657	10/11/11
ADVERTEASING	3054590	01/31/06
AMAZE-N-MARBLES	3668085	08/18/09
AQUA-BOMB	1934336	11/07/95
BAS-KET	0704557	09/20/60
BATTLEFIELD BLAST	3911301	01/25/11
BIBLE "TRIVIA"	2008281	10/15/96
BIBLE "TRIVIA"	1363895	10/01/85
BIG DRAW	3735465	01/05/10
BIGSHOT	3793412	05/25/10
BONGO KONGO	3911305	01/25/11
BUMPERSHOT	3441256	06/03/08
CADACO	1889875	04/18/95
CADACO	0970636	10/16/73
CHALKWORKS	1994047	08/13/96
COUNT DOWN! & SPELL UP!	3946600	04/19/11
CRAYON PAPER	3370999	01/15/08
CRAZY EYES	1363424	10/01/85
CREATA-CLINGS	3432394	05/20/08
CRISS CROSS	3888370	12/14/10
DECODER PUZZLES	3794471	05/25/10
Design only 	2402881	11/07/00
DOLL HOUSE DECORATOR	3690737	09/29/09
DOLL HOUSE DECORATOR and Design	3720437	12/08/09
ELECTRO SHOT	3489188	08/19/08
ENVIRO-BLOX	3565616	01/20/09
FABULOUS FIDDLESTIX A CLASSIC AMERICAN ROD AND CONNECTOR TOY BY TOYS-N-THINGS and Design	1922195	09/26/95
FIDDLESTIX	3668084	08/18/09
FLIP N' COLOR	3576937	02/17/09
FORM-A-TIONS	1017029	07/29/75
FRANTIC FALL	3524577	10/28/08
FRONTIER LOGS	3668082	08/18/09
FUZZOOBERS	4094579	01/31/12

Mark	Reg. No.	Reg. Date
FUZZOODLES	3868508	10/26/10
HOVER BLASTER	2887356	09/21/04
IDEAL	3348995	12/04/07
IDEAL	3322195	10/30/07
IDEAL and Design	3322194	10/30/07
IMPACT	3843452	09/07/10
INNOVATIVE BY NATURE	3726988	12/22/09
JI-GAN-TIKS	1023848	10/28/75
MAGIC SHOT	1488644	05/17/88
MAXIMUM BOOM	4445079	12/03/13
MINILABS	2269099	08/10/99
MINILABS	1706951	08/11/92
MY FIRST CRYSTALS AND FIZZ ADVENTURE KIT	3522244	10/21/08
MY FIRST DINO KIT	3408930	04/08/08
MY FIRST MAGIC SET	2433693	03/06/01
MY FIRST ROCK COLLECTING KIT	3532227	11/11/08
MY FIRST SCIENCE KIT	3126877	08/08/06
MY FIRST SCIENCE LAB	3586171	03/10/09
MY HORSE SHOW	3976095	06/07/11
NATURE SHADES	3713673	11/24/09
ORIGINAL PLASTIC SLINKY	1137993	07/22/80
POCKET PLANE	2050029	04/01/97
POOF	1705192	08/04/92
POOF	1705191	08/04/92
POOF and Design	4449071	12/10/13
POP TOOBS	2019682	11/26/96
PRO GOLD	4399904	09/10/13
QUAD*DOKU	3712743	11/17/09
RACK 'N' ROLL BOWL	2899291	11/02/04
RAM ROCKET and Design	2335994	03/28/00
RINGA-MAJIGS and Design	0942313	09/05/72
SCIENTIFIC EXPLORER and Design	4471981	01/21/14
SLAM BAS-KET and Design	1775979	06/08/93
SLAP HAPPY	3908240	01/18/11
SLINKY	3325303	10/30/07
SLINKY	3081525	04/18/06
SLINKY	2971531	07/19/05
SLINKY	2939489	04/12/05
SLINKY	2741708	07/29/03
SLINKY	2162682	06/02/98
SLINKY	1455493	09/01/87
SLINKY DOGS	4461458	01/07/14
SLINKY JAMES and Design	0427951	03/04/47
SLINKY PETS	2265735	07/27/99
SLINKY PLAYSHAPES (Stylized)	1180355	12/01/81
SLINKY TRIANGLES	1276398	05/01/84
SNO-ART KIT	3214330	02/27/07
SNOW WHITE AND THE SEVEN DWARFS	1111393	01/16/79

Mark	Reg. No.	Reg. Date
SPA LA LA	4449162	12/10/13
SPECTACULAR MAGIC SHOW	3544452	12/09/08
SPEED BALL and Design	3092089	05/16/06
SPELLTIME	2202291	11/03/98
SPIN WHEELS	0961945	06/26/73
SPIRALBALL	3529368	11/04/08
STEADY FREDDY	3911302	01/25/11
STIKITS	3947969	04/19/11
SUM TIME	2211897	12/15/98
SUPER SPRAY CHALK	1866627	12/06/94
SUPER STAR COUNT N' MATCH	3450473	06/17/08
SURE SHOT	2842766	05/18/04
TILTON' MILTON	3911304	01/25/11
TOTALLY FUNKY SCIENCE	3477712	07/29/08
TOTALLY GLAMOROUS SPA KIT	3586170	03/10/09
TOTALLY NASTY SCIENCE	3410185	04/08/08
TOWER IFICS (Stylized)	0938678	07/25/72
TRIPOLEY	3683180	09/15/09
TRIPOLEY	0509088	04/26/49
TV LINGO	3455641	06/24/08
ULTIMATE CRYSTAL GROWING KIT	3390439	02/26/08
ULTIMATE GUM KIT	3390438	02/26/08
ULTIMATE SPA AND PERFUME KIT	3390437	02/26/08
UP! AGAINST TIME	3911303	01/25/11
WATER WONDERS	3779272	04/20/10
WHEEL RACER	3603347	04/07/09
YUCK-O	4521586	04/29/14

Pending Applications

Mark	Appl. No.	Filing Date
BUSTED	85926401	05/08/13
SNO-MUCH FUN!	86298872	06/03/14
SNO-STRIKER	86298830	06/03/14