

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM309979

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
POOF-Slinky Fundex LLC		06/30/2014	LIMITED LIABILITY COMPANY: DELAWARE
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: 67			
Property Type	Number	Word Mark	
Registration Number:	3171397	A TO Z	
Registration Number:	3485971	ALFREDO'S FOOD FIGHT!	
Registration Number:	3317706	BAG BALL	
Registration Number:	3743002	BLACKOUT	
Registration Number:	3321340	BOOBY TRAP	
Registration Number:	3173582	BUBBA THE BOTTOM FEEDER	
Registration Number:	3572383	BULLS-EYE WASHERS	
Registration Number:	4132040	CHAIRS	
Registration Number:	3410161	CHALK LINE EXPRESS	
Registration Number:	3938800	CHALK LINER EXPRESS	
Registration Number:	3668411	CHUCK-O	
Registration Number:	4075197	CSL	
Registration Number:	3161076		
Registration Number:	3094522		
Registration Number:	3077969		
Registration Number:	3410191	DISC MASTER	
Registration Number:	4104589	DIVE DICE	
Registration Number:	4245736	DIVE PETS	
Registration Number:	3966453	DON'T TIP THE WAITER	
TRADEMARK			

CH \$1690.00 3171397

Property Type	Number	Word Mark
Registration Number:	3630365	DREAM PHONE
Registration Number:	2144132	FUNDEX GAMES
Registration Number:	4075192	FYI
Registration Number:	2906666	GREAT AMERICAN PUZZLE FACTORY
Registration Number:	4075616	HEIST
Registration Number:	3984710	HIGHDIVIN' HIPPO
Registration Number:	3448827	HIP HOPSCOTCH
Registration Number:	4118715	HIT THE DECK
Registration Number:	4477713	HOT POTATO
Registration Number:	3688985	HOT POTATO SPLASH
Registration Number:	3173933	HOT ROPE
Registration Number:	4480519	JARTS
Registration Number:	3530682	JARTS EVERYONE'S FAVORITE LAWN GAME
Registration Number:	3636552	JARTS SPLASH
Registration Number:	3173932	JUMP ROPE JAM
Registration Number:	3596660	KABOOM
Registration Number:	3919917	LIL' LEAPERS
Registration Number:	3543610	LIL' WADERS
Registration Number:	3812959	MAKE 'EM MOVE
Registration Number:	3638626	MOUSE MATCH
Registration Number:	3453008	MUMBO JUMBO
Registration Number:	4075193	OMG
Registration Number:	4118716	ON THE BUBBLE
Registration Number:	3848656	ON THE GO KEYCHAIN PUZZLE
Registration Number:	3767405	ONE TOUGH PUZZLE
Registration Number:	3988940	PHIL'UP CHUCK
Registration Number:	3972082	POCKET TRIVIA
Registration Number:	4068794	POOL PUZZLES
Registration Number:	3624503	PRIVACY
Registration Number:	3920837	PUZZLE PIZZAZZ
Registration Number:	3319695	RAGE
Registration Number:	3967050	RAPID RESPONSE
Registration Number:	3537061	RECREATION
Registration Number:	3537062	RECREATION GAMES
Registration Number:	3500451	RINGERS
Registration Number:	3617896	SHAKE
Registration Number:	3452909	SKETCHY
Registration Number:	2170359	TELEPHONE TAG
Registration Number:	3173937	TIP OF THE TONGUE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2170360	TOOT'R VILLE EXPRESS
Registration Number:	3341294	TOP TOSS
Registration Number:	4077652	TWO CUTE! DOUBLE DUTCH
Registration Number:	4075198	ULTIMATE PARTY BLOCK
Registration Number:	3173934	WHAT'S IN NED'S HEAD
Registration Number:	3449060	WHEN PIGS FLY
Registration Number:	3479545	WHOOOPS
Registration Number:	3173935	WILDFIRE
Serial Number:	85945552	IDEAL BRANDS

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.
Phone: 6175269628
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: 5
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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.

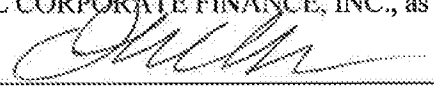
Very truly yours,

POOF-Slinky Fundex LLC

By: 
Name: John Belniak
Title: Vice Chairman

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 Fundex LLC)]




TRADEMARK
REEL: 005318 FRAME: 0500

Schedule 1

POOF-Slinky Fundex LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
A TO Z	3171397	11/14/06
ALFREDO'S FOOD FIGHT!	3485971	08/12/08
BAG BALL	3317706	10/23/07
BLACKOUT	3743002	01/26/10
BOOBY TRAP	3321340	10/23/07
BUBBA THE BOTTOM FEEDER	3173582	11/21/06
BULLS-EYE WASHERS	3572383	02/10/09
CHAIRS	4132040	04/24/12
CHALK LINE EXPRESS	3410161	04/08/08
CHALK LINER EXPRESS	3938800	03/29/11
CHUCK-O	3668411	08/18/09
CSL	4075197	12/20/11
Design Only 	3161076	10/17/06
Design Only 	3094522	05/16/06
Design Only 	3077969	04/04/06
DISC MASTER	3410191	04/08/08
DIVE DICE	4104589	02/28/12
DIVE PETS	4245736	11/20/12
DON'T TIP THE WAITER	3966453	05/24/11
DREAM PHONE	3630365	06/02/09
FUNDEX GAMES	2144132	03/17/98
FYI	4075192	12/20/11
GREAT AMERICAN PUZZLE FACTORY	2906666	11/30/04
HEIST	4075616	12/27/11
HIGHDIVIN' HIPPO	3984710	06/28/11
HIP HOPSCOTCH	3448827	06/17/08
HIT THE DECK	4118715	03/27/12
HOT POTATO	4477713	02/04/14
HOT POTATO SPLASH	3688985	09/29/09

Mark	Reg. No.	Reg. Date
HOT ROPE	3173933	11/21/06
JARTS	4480519	02/11/14
JARTS EVERYONE'S FAVORITE LAWN GAME	3530682	11/11/08
JARTS SPLASH	3636552	06/09/09
JUMP ROPE JAM	3173932	11/21/06
KABOOM	3596660	03/24/09
LIL' LEAPERS	3919917	02/15/11
LIL' WADERS	3543610	12/09/08
MAKE 'EM MOVE	3812959	07/06/10
MOUSE MATCH	3638626	06/16/09
MUMBO JUMBO	3453008	06/24/08
OMG	4075193	12/20/11
ON THE BUBBLE	4118716	03/27/12
ON THE GO KEYCHAIN PUZZLE	3848656	09/14/10
ONE TOUGH PUZZLE	3767405	03/30/10
PHIL'UP CHUCK	3988940	07/05/11
POCKET TRIVIA	3972082	05/31/11
POOL PUZZLES	4068794	12/06/11
PRIVACY	3624503	05/19/09
PUZZLE PIZZAZZ	3920837	02/15/11
RAGE	3319695	10/23/07
RAPID RESPONSE	3967050	05/24/11
RECREATION	3537061	11/25/08
RECREATION GAMES	3537062	11/25/08
RINGERS	3500451	09/09/08
SHAKE	3617896	05/05/09
SKETCHY	3452909	06/24/08
TELEPHONE TAG	2170359	06/30/98
TIP OF THE TONGUE	3173937	11/21/06
TOOT'R VILLE EXPRESS	2170360	06/30/98
TOP TOSS	3341294	11/20/07
TWO CUTE! DOUBLE DUTCH	4077652	12/27/11
ULTIMATE PARTY BLOCK	4075198	12/20/11
WHAT'S IN NED'S HEAD	3173934	11/21/06
WHEN PIGS FLY	3449060	06/17/08
WHOOPS	3479545	08/05/08
WILDFIRE	3173935	11/21/06

Pending Application

Mark	Appl. No.	Filing Date
IDEAL BRANDS	85945552	05/29/13