

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM479244

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BreathableBaby, LLC		06/22/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Bell Bank		
Street Address:	5500 Wayzata Boulevard		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55416		
Entity Type:	Banking Corporation: MINNESOTA		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	4281548	A.C.T.	
Registration Number:	4686055	AIRFLOWBABY	
Registration Number:	4344362	BREATHABLE	
Registration Number:	4102605	BREATHABLEBABY	
Registration Number:	4407652	BREATHABLEBABY	
Registration Number:	4171717	BREATHABLEBABY	
Registration Number:	4724436	BREATHABLEBABY	
Registration Number:	3419804	BREATHABLEBABY	
Registration Number:	4423226	BREATHABLES	
Registration Number:	4973345	BREATHABLES	
Registration Number:	4467015	BREATHABLESACK	
Registration Number:	4990580	RAILGUARD	
CORRESPONDENCE DATA			
Fax Number:	6129778650		
<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>			
Phone:	612-977-8400		
Email:	ljoyce@briggs.com		
Correspondent Name:	BRIGGS AND MORGAN, P.A.		

CH \$315.00 4281548

Address Line 1: 80 South 8th Street
Address Line 2: 2200 IDS Center
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	38397.125
NAME OF SUBMITTER:	Audrey J. Babcock
SIGNATURE:	/Audrey J. Babcock/
DATE SIGNED:	06/25/2018

Total Attachments: 5
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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

Dated: June 22, 2018

United States Patent and Trademark Office

Ladies and Gentlemen:


Please be advised that pursuant to a certain Loan and Security Agreement dated as of the date hereof (as the same may hereafter be amended, modified, extended or restated from time to time, the "Loan Agreement") by and among BreathableBaby, LLC, a Delaware limited liability company ("Grantor"), the other parties signatory thereto as Loan Parties (as defined in the Loan Agreement), and Bell Bank, a North Dakota banking corporation (together with its successors and assigns, "Lender"), Grantor has granted to Lender a continuing security interest in and continuing lien upon, among other things, the trademarks set forth on Exhibit A hereto.

Grantor and Lender hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Loan Agreement, and (ii) is not to be construed as an assignment of any trademark.

[Remainder of page intentionally blank;
signature page follows]

Very truly yours,

BREATHABLEBABY, LLC,
a Delaware limited liability company

By: 
Name: Ian Schaffer
Title: Chief Executive Officer, Treasurer and Secretary

Acknowledged and accepted:

BELL BANK,
a North Dakota banking corporation

By: _____
Name: Humberto Gutierrez
Title: Senior Vice President

[Signature page to Notice of Grant of Security Interest in Trademarks]


Very truly yours,

BREATHABLEBABY, LLC,
a Delaware limited liability company

By: _____
Name: Ian Schaffer
Title: Chief Executive Officer, Treasurer and Secretary

Acknowledged and accepted:

BELL BANK,
a North Dakota banking corporation

By:  _____
Name: Humberto Gutierrez
Title: Senior Vice President

[Signature page to Notice of Grant of Security Interest in Trademarks]

EXHIBIT A

U.S. Trademark Registrations

Mark	Jurisdiction	Registration Number	Registration Date	Goods
A.C.T.	US	4281548	January 29, 2013	International Class 24 - crib liners, namely, mesh crib bumpers International Class 25 - infant wearable blankets
AIRFLOWBABY	US	4686055	February 10, 2015	International Class 24 - mesh crib liners for covering crib slats
BREATHABLE	US	4344362	May 28, 2013	International Class 24 - crib accessories, namely, crib liners, crib pads, and crib bumpers
BREATHABLEBABY	US	4102605	February 21, 2012	International Class 25 - infant wearable blankets
BREATHABLEBABY	US	4407652	September 24, 2013	International Class 24 - swaddle blankets; and security blankets, namely, children's blankets International Class 25 - swaddle wraps, namely, infant wearable blankets
BREATHABLEBABY	US	4171717	July 10, 2012	International Class 24 - bed dust ruffles and bed skirts
BREATHABLEBABY	US	4724436	April 21, 2015	International Class 24 - mattress pads, mattress covers, crib skirts, diaper changing pad covers not of paper

Mark	Jurisdiction	Registration Number	Registration Date	Goods
BREATHABLEBABY	US	3419804	April 29, 2008	International Class 24 - crib accessories, namely, crib pads, crib bumpers, crib bumper pads, crib liners, and crib canopies; mattress pads; mattress covers; contoured mattress covers; bed sheets; contoured bed sheets; pillow cases; pillow covers; pillow shams; diaper changing pads not of paper; burp pads not of paper; bed and crib blankets; receiving blankets; and comforters
BREATHABLES and Design	US	4423226	October 22, 2013	International Class 28 - plush toy animals; crib toys; infant toys
BREATHABLES and Design	US	4973345	June 7, 2016	International Class 28 - pet toys
BREATHABLESACK	US	4467015	January 14, 2014	International Class 25 - infant wearable blankets
RAILGUARD	US	4990580	June 28, 2016	International Class 24 - unfitted fabric crib rail covers and liners; unfitted crib rail covers and liners, both not made of paper