

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM488647

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PLR IP Holdings, LLC		08/31/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank Hapoalim B.M.		
Street Address:	1120 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	Corporation: ISRAEL		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Serial Number:	87875205	POLAROID SNAP TOUCH	
Serial Number:	87867524	POLAROID	
Serial Number:	87867526	POLAROID	
Serial Number:	87542387	ONESTEP	
Serial Number:	87542423	ONESTEP	
Serial Number:	87542411	POLAROID ONESTEP	
Serial Number:	87491097	POLAROID ORIGINALS	
Serial Number:	87491177		
Serial Number:	88052343	POLAROID MINT	
CORRESPONDENCE DATA			
Fax Number:	3124643111		
<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:	312-464-3100		
Email:	chicagopto@loeb.com		
Correspondent Name:	Daniel D. Frohling c/o Loeb & Loeb LLP		
Address Line 1:	321 N. Clark Street, Suite 2300		
Address Line 4:	Chicago, ILLINOIS 60654		
NAME OF SUBMITTER:	Daniel D. Frohling		

OP \$240.00 87875205

SIGNATURE:	/Daniel D. Frohling/
DATE SIGNED:	09/05/2018
Total Attachments: 7 source=IA TRADEMARK ASSIGNMENT OF SECURITY#page1.tif source=IA TRADEMARK ASSIGNMENT OF SECURITY#page2.tif source=IA TRADEMARK ASSIGNMENT OF SECURITY#page3.tif source=IA TRADEMARK ASSIGNMENT OF SECURITY#page4.tif source=IA TRADEMARK ASSIGNMENT OF SECURITY#page5.tif source=IA TRADEMARK ASSIGNMENT OF SECURITY#page6.tif source=IA TRADEMARK ASSIGNMENT OF SECURITY#page7.tif	

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, PLR IP Holdings, LLC, a limited liability company formed under the laws of the State of Delaware, located at 4350 Baker Road, Minnetonka, MN 55343 (the "Company"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications under the numbers shown in the attached Schedule A; and

WHEREAS, the Company is obligated to Bank Hapoalim B.M. (the "Bank") pursuant to (i) a certain Promissory Note, dated as of March 14, 2013 between the Bank and the Company (as amended, restated, supplemented or otherwise modified from time to time), (ii) a certain Intellectual Property Security Agreement, dated as of March 14, 2013, made by the Company in favor of the Bank (as has been or may be amended, modified, restated or supplemented from time to time, the "IP Security Agreement"), and (iii) a certain Guaranty, dated as of August 31, 2018 made by Company in favor of the Bank (as has been or may be amended, modified, restated or supplemented from time to time, the "Guaranty") whereby the Company guaranties the payment of certain obligations of Impossible America Corp., a New York corporation ("Borrower") to the Bank. pursuant to a Loan and Security Agreement dated as of August 31, 2018 between Borrower and Bank; and

WHEREAS, pursuant to the IP Security Agreement, the Company has granted to the Bank a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby assign unto the Bank and grant to the Bank a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Secured Obligations as defined in the IP Security Agreement and in accordance with the terms and provisions thereof.

[Remainder of this page intentionally left blank]

The Company expressly acknowledges and affirms that the rights and remedies of the Bank with respect to the assignment and security interest granted hereby are more fully set forth in the IP Security Agreement and the Guaranty.

Dated: August 31, 2018

PLR IP HOLDINGS, LLC

By: 

Name:

April Lund

Title:

CEO and General Counsel

ACCEPTED and ACKNOWLEDGED by:

BANK HAPOALIM B.M.

By: _____

Name:

Title:

By: _____

Name:

Title:

The Company expressly acknowledges and affirms that the rights and remedies of the Bank with respect to the assignment and security interest granted hereby are more fully set forth in the IP Security Agreement and the Guaranty.

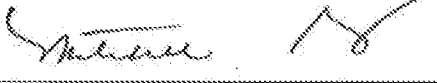
Dated: August 31, 2018

PLR IP HOLDINGS, LLC

By: _____
Name:
Title:

ACCEPTED and ACKNOWLEDGED by:

BANK HAPOALIM B.M.

By: 
Name: MITCHELL BARNETT
Title: Executive Vice President

By: 
Name: Joseph Romano
Title: First Vice President

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 31, 2018, by and between PLR IP Holdings, LLC and Bank Hapoalim B.M.

[SEE SCHEDULE ATTACHED HERETO]

SCHEDULE

TRADEMARK	TRADEMARK STATUS	COUNTRY	OWNER	APPLICATION NO	APPLICATION DATE	REGISTRATION NO	REGISTRATION DATE	NEXT RENEWAL DUE
Polaroid & Originals Color Bars (Grey Scale)	Pending	Australia	PLR IP Holdings, LLC	1893010	Dec-7-2017			
Polaroid Originals Color Bars Logo (Color)	Registered	Australia	PLR IP Holdings, LLC	01893062	Dec-7-2017	1893062		Dec-7-2027
POLAROID CLASSIC BORDER LOGO	Pending	Australia	PLR IP Holdings, LLC	1834609	Mar-28-2017			
Polaroid & Originals Color Bars (Black & White)	Pending	Canada	PLR IP Holdings, LLC	1872879	Dec-13-2017			
Polaroid Originals Color Bars Logo (Color)	Pending	Canada	PLR IP Holdings, LLC	1872883	Dec-13-2017			
Polaroid & Originals Color Bars (Color)	Pending	China	PLR IP Holdings, LLC	30131268	Apr-10-2018			
Polaroid Originals & Color Bars (Color)	Pending	China	PLR IP Holdings, LLC	30131267	Apr-10-2018			
Polaroid Originals Color Bars Logo (Grey Scale)	Pending	China	PLR IP Holdings, LLC	30131269	Apr-10-2018			
宝丽来 (BAO LI LAI) (Simplified Chinese)	Pending	China	PLR IP Holdings, LLC	23654547	Apr-17-2017			
POLAROID SNAP	Pending	China	PLR IP Holdings, LLC	30161039	Apr-9-2018			
宝丽来經典 (Polaroid Originals in Chinese Characters - BAO LI LAI JING DIAN)	Pending	China	PLR IP Holdings, LLC	28551542	Jan-4-2018			
宝丽来經典 (Polaroid Originals in Chinese Characters - BAO LI LAI JING DIAN)	Pending	China	PLR IP Holdings, LLC	28551543	Jan-8-2018			
ONESTEP	Pending	China	PLR IP Holdings, LLC	25346117	Jul-17-2017			
POLAROID ONESTEP	Pending	China	PLR IP Holdings, LLC	25346118	Jul-17-2017			
Polaroid Originals & Color Bars (Black and White)	Pending	China	PLR IP Holdings, LLC	25081396	Jun-28-2017			
Polaroid & Originals Color Bars (Black & White)	Pending	China	PLR IP Holdings, LLC	25081401	Jun-30-2017			
Polaroid & Originals Color Bars (Black & White)	Pending	China	PLR IP Holdings, LLC	25081400	Jun-30-2017			
Polaroid & Originals Color Bars (Black & White)	Pending	China	PLR IP Holdings, LLC	25081398	Jun-30-2017			
Polaroid & Originals Color Bars (Black & White)	Pending	China	PLR IP Holdings, LLC	25081399	Jun-30-2017			
Polaroid Originals & Color Bars (Black and White)	Pending	China	PLR IP Holdings, LLC	25081395	Jun-30-2017			
Polaroid Originals & Color Bars (Black and White)	Pending	China	PLR IP Holdings, LLC	25081394	Jun-30-2017			
Polaroid Originals & Color Bars (Black and White)	Pending	China	PLR IP Holdings, LLC	25081397	Jun-30-2017			
Polaroid Originals Color Bars Logo (Color)	Pending	China	PLR IP Holdings, LLC	25081403	Jun-30-2017			
Polaroid Originals Color Bars Logo (Color)	Pending	China	PLR IP Holdings, LLC	25081404	Jun-30-2017			
Polaroid Originals Color Bars Logo (Color)	Pending	China	PLR IP Holdings, LLC	25081402	Jun-30-2017			

Polaroid Originals Color Bars Logo (Color)	Pending	China	PLR IP Holdings, LLC.	25081405	Jun-30-2017			
Polaroid & Originals Color Bars (Grey Scale)	Registered	EUTM	PLR IP Holdings, LLC.	016825259	Jun-8-2017	016825259	Oct-27-2017	Jun-8-2027
Polaroid Originals & Color Bars (Grey Scale)	Registered	EUTM	PLR IP Holdings, LLC.	016825267	Jun-8-2017	016825267	Oct-31-2017	Jun-8-2027
Polaroid Originals Color Bars Logo (Color)	Registered	EUTM	PLR IP Holdings, LLC.	016825275	Jun-8-2017	016825275	Nov-1-2017	Jun-8-2027
Polaroid & Originals Color Bars (in series - Color & Grey Scale)	Pending	Hong Kong	PLR IP Holdings, LLC	304361805	Dec-8-2017			
Polaroid Originals Color Bars Logo (in series - Color & Grey Scale)	Pending	Hong Kong	PLR IP Holdings, LLC	304361797	Dec-8-2017			
POLAROID	Pending	Japan	PLR IP Holdings, LLC	2018-044361	Apr-9-2018			
Polaroid & Originals Color Bars (Grey Scale)	Pending	Japan	PLR IP Holdings, LLC	N/A	Dec-11-2017			
Polaroid Originals Color Bars Logo (Color)	Pending	Japan	PLR IP Holdings, LLC	2017-162301	Dec-11-2017			
POLAROID	Pending	Macau	PLR IP Holdings, LLC.	N/129247	Oct-23-2017			
Polaroid Classic Border Logo (2016)	Registered	Mexico	PLR IP Holdings, LLC	2013985	Feb-26-2018	1885739	Feb-26-2018	Feb-26-2028
Polaroid Classic Border Logo (2016)	Pending	Mexico	PLR IP Holdings, LLC	2014355	Feb-26-2018			
Polaroid Classic Border Logo (2016)	Pending	Mexico	PLR IP Holdings, LLC	2013988	Feb-26-2018			
Polaroid & Originals Logo (color)	Pending	Taiwan	PLR IP Holdings, LLC	106076769	Dec-5-2017			
Polaroid Originals Color Bars Logo (Color)	Pending	Taiwan	PLR IP Holdings, LLC	106076768	Dec-5-2017			
POLAROID	Pending	Turkey	PLR IP Holdings, LLC	2017/115010	Dec-15-2017			
POLAROID	Pending	United Arab Emirates	PLR IP Holdings, LLC	284170	Dec-7-2017			Dec-7-2027
Polaroid & Originals Color Bars (in series - Color & Grey Scale)	Registered	United Kingdom	PLR IP Holdings, LLC.	00003236214	Jun-8-2017	3236214	Jun-8-2017	Jun-8-2027
Polaroid Originals & Color Bars (in series - Color & Grey Scale)	Registered	United Kingdom	PLR IP Holdings, LLC.	00003236216	Jun-8-2017	3236216	Jun-8-2017	Jun-8-2027
Polaroid Originals Color Bars Logo (Color)	Registered	United Kingdom	PLR IP Holdings, LLC.	00003236211	Jun-8-2017	3236211	Jun-8-2017	Jun-8-2027
POLAROID SNAP TOUCH	Pending	United States of America	PLR IP Holdings, LLC	87875205	Apr-12-2018			
POLAROID	Pending	United States of America	PLR IP Holdings, LLC	87867524	Apr-8-2018			
POLAROID (& 9 PIXEL DESIGN)	Pending	United States of America	PLR IP Holdings, LLC	87867526	Apr-8-2018			
ONESTEP	Pending	United States of America	PLR IP Holdings, LLC	87542387	Jul-25-2017			
ONESTEP	Pending	United States of America	PLR IP Holdings, LLC	87542423	Jul-25-2017			

POLAROID ONESTEP	Pending	United States of America	PLR IP Holdings, LLC	87542411	Jul-25-2017				
ONESTEP	Pending	United States of America	PLR IP Holdings, LLC	87542387	Jul-25-2017				
POLAROID ORIGINALS & Color Bars	Pending	United States of America	PLR IP Holdings, LLC	87491097	Jul-25-2017				
Polaroid Originals Color Bars	Pending	United States of America	PLR IP Holdings, LLC	87491177	Jul-25-2017				
POLAROID MINT	Pending	United States of America	PLR IP Holdings, LLC	88052343	Jul-25-2018				

TRADEMARK

REEL: 006432 FRAME: 0510

RECORDED: 09/05/2018