

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM645462

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	Negative Pledge - Trademarks
RESUBMIT DOCUMENT ID:	900600120

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SLUMBERKINS INC.		03/02/2021	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	LAGO INNOVATION FUND, LLC
Street Address:	c/o BIP Capital, 3575 Piedmont Road
Internal Address:	Building 15, Suite 730
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30305
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	5215192	SLUMBERKINS
Registration Number:	5633503	SLEEPYTIME RHYMES
Serial Number:	88055974	SLUMBERKINS
Registration Number:	5955721	SLUMBERKINS
Registration Number:	5940189	THE FEELS
Serial Number:	88791900	KINDOM
Serial Number:	88847827	HELLO FEELINGS
Serial Number:	88866235	THE FEELS

CORRESPONDENCE DATA

Fax Number: 8009144240

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: 800-713-0755

Email: ted.mulligan@wolterskluwer.com

Correspondent Name: CT Corporation

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	K. Terrell Hutchins
SIGNATURE:	/K. Terrell Hutchins/
DATE SIGNED:	05/10/2021

Total Attachments: 19

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SLUMBERKINS INC.
915 Broadway St., Suite 300

LAGO INNOVATION FUND, LLC
500 W. Madison Street, Suite 1000
Chicago, IL 60661

Re: Negative Pledge of Slumberkins Inc.

Ladies and Gentlemen:

Reference is made to (i) the Loan and Security Agreement, dated as of the date hereof (as amended, modified and supplemented from time to time, the "Loan Agreement"), by and between SLUMBERKINS INC., a Delaware corporation (the "Borrower") and LAGO INNOVATION FUND, LLC, a Delaware limited liability company ("Lender") and (ii) all of the other agreements, documents and instruments, including, without limitation, the other Loan Documents referred to therein or at any time executed and/or delivered in connection therewith or related thereto, collectively, the "Financing Agreements"). All capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed to them in the Loan Agreement.

As a condition to Lender entering into the Financing Arrangements, Lender requires that the undersigned execute and deliver this agreement.

The undersigned hereby covenants and agrees, in favor of Lender, that until such time as the Obligations have been satisfied and paid in full and the Loan Agreement and the other Financing Agreements have been terminated and are no longer in force and effect, the undersigned shall not (a) grant, pledge or offer to grant or pledge, or otherwise transfer, or (b) create, incur, assume, allow the imposition of or suffer to exist any security interest, pledge, lien, charge or other encumbrance of any nature whatsoever upon, all or any part of the undersigned's Intellectual Property, including the Intellectual Property on Exhibit A hereto, except to the extent not prohibited under the Loan Agreement.

The undersigned acknowledges, confirms and agrees that (a) Lender is relying on this letter agreement in connection with its financing arrangements with Borrower, (b) this letter agreement is a Loan Document under the Loan Agreement and (c) a default in the performance of or compliance with any term contained herein shall constitute an Event of Default under the Loan Agreement.

This letter agreement may not be changed or terminated orally or by course of conduct. Any change to the terms of this letter agreement must be in writing and signed by Lender and the undersigned. This letter agreement shall be binding upon the undersigned and its successors and

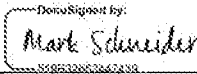
assigns and shall be enforceable by and inure to the benefit of Lender and its successors and assigns.

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The validity, interpretation and enforcement of this letter agreement and any dispute arising out of the relationship between the parties hereto, whether in contract, tort, equity or otherwise, shall be governed by the internal laws of the State of Illinois but excluding any principles of conflicts of law or other rule of law that would cause the application of the law of any jurisdiction other than the laws of the State of Illinois.

Very truly yours,

SLUMBERKINS INC.

By:  _____
Name: Mark Schneider
Title: Chief Financial Officer

**EXHIBIT A
RESTRICTED INTELLECTUAL PROPERTY
COPYRIGHTS**

Obligor:	Copyrights	Application No:	Application Date:	Registration No:	Registration Date:
SLUMBERKINS INC.	Slumberkins Sloth v1	1-6077151891	12/7/2017	VA 2-105-820	Registered December 7, 2017.
SLUMBERKINS INC.	Slumberkins Sloth v2	1-6079746042	12/8/2017	VA 2-106-114	Registered December 8, 2017.
SLUMBERKINS INC.	Slumberkins Sloth Stuffie	1-7367146181	1/28/2019	VAu 1-360-461	Registered January 28, 2019
SLUMBERKINS INC.	Slumberkins Bigfoot/Yeti v1	1-6077152017	12/7/2017	VA 2-105-823	Registered December 7, 2017.
SLUMBERKINS INC.	Slumberkins Bigfoot/Yeti v2	1-6079746137	12/8/2017	VA 2-106-117	Registered December 8, 2017.
SLUMBERKINS INC.	Slumberkins Bigfoot Stuffie	1-6714242821	6/26/2018	VA 2-130-405	Registered June 26, 2018.
SLUMBERKINS INC.	Slumberkins Hammerhead v1	1-6079745901	12/8/2017	VA 2-106-054	Registered December 8, 2017.
SLUMBERKINS INC.	Slumberkins Hammerhead v2	1-6080163242	12/8/2017	VA 2-106-063	Registered December 8, 2017.
SLUMBERKINS INC.	Slumberkins Fox v1	1-6079745987	12/8/2017	VA 2-106-060	Registered December 8, 2017.
SLUMBERKINS INC.	Slumberkins Narwhal Snuggler	1-6714242957	6/26/2018	VAu 1-339-107	Registered June 26, 2018.
SLUMBERKINS INC.	Slumberkins Unicorn Snuggler	1-6714322421	6/26/2018	VAu 1-339-103	Registered June 26, 2018.

Obligor:	Copyrights	Application No:	Application Date:	Registration No:	Registration Date:
SLUMBERKINS INC.	Slumberkins Hedgehog Stuffie	1-6714322705	6/26/2018	VAu 1-339-098	Registered June 26, 2018.
SLUMBERKINS INC.	Slumberkins Alpaca Snuggler	1-6714323010	6/26/2018	VAu 1-339-095	Registered June 26, 2018.
SLUMBERKINS INC.	Slumberkins Alpaca Stuffie	1-7367230366	1/28/2019	VAu 1-359-638	Registered January 28, 2019
SLUMBERKINS INC.	Slumberkins Sprite Snuggler	1-6714364415	6/26/2018	VAu 1-339-093	Registered June 26, 2018.
SLUMBERKINS INC.	Slumberkins Seahorse Mini	1-7367230470	1/28/2019	VAu 1-359-636	Registered January 28, 2019
SLUMBERKINS INC.	Slumberkins Jellyfish Mini	1-7367230754	1/28/2019	VAu 1-359-635	Registered January 28, 2019
SLUMBERKINS INC.	Slumberkins Presents Sprite (book)	1-7380058091	2/1/2019	TXu 2-135-049	Registered February 1, 2019.
SLUMBERKINS INC.	The Feels Plush Set	1-7480235731	3/6/2019	VAu 1-363-268	Registered March 6, 2019.
SLUMBERKINS INC.	Slumberkins Presents The Feels (book)	1-7627431441	4/22/2019	TXu 2-145-371	Registered April 22, 2019.
SLUMBERKINS INC.	Slumberkins Sleepy Peep v1 (original)	1-7786428231	6/13/2019	VA 2-180-594	Registered December 4, 2019. Effective Date of Registration is June 13, 2019

Obligor:	Copyrights	Application No:	Application Date:	Registration No:	Registration Date:
SLUMBERKINS INC.	Slumberkins Sleepy Peep v2 (new)	1-7786428277	6/13/2019	VA 2-180-589	Registered December 4, 2019. Effective Date of Registration is June 13, 2019.
SLUMBERKINS INC.	Slumberkins Presents Honey Bear (book)	1-8009226881	8/26/2019	TXu 2-168-306	Registered November 26, 2019. Effective Date of Registration is August 26, 2019
SLUMBERKINS INC.	Slumberkins Honey Bear Snuggler	1-8019175681	8/29/2019	VAu 1-368-205	Registered August 29, 2019.
SLUMBERKINS INC.	Slumberkins Presents Creatures Full of Feelings (book)	1-8392207351	12/27/2019		Pending. Hard copies of book delivered to the Copyright Office on January 2, 2020. Response to request for electronic copy of work filed May 1, 2020. Electronic copy of work resubmitted May 7, 2020.

Obligor:	Copyrights	Application No:	Application Date:	Registration No:	Registration Date:
SLUMBERKINS INC.	Slumberkins Presents Ibex (book)	1-8250383821	11/12/2019	TXu 2-172-741	Registered December 20, 2019. Effective Registration Date November 12, 2019.
SLUMBERKINS INC.	Slumberkins Presents Otter (book)	1-8888979461	6/1/2020	TX 8-919-482	Registered December 14, 2020. Effective Registration Date July 31, 2020.
SLUMBERKINS INC.	Slumberkins Otter Snuggler	1-8858365401	5/22/2020	VAu 1-399-261	Registered July 2, 2020. Effective Registration Date May 22, 2020.
SLUMBERKINS INC.	Slumberkins Bee Mini	1-8855291141	5/21/2020	VAu 1-399-245	Registered. Awaiting receipt of registration.
SLUMBERKINS INC.	Slumberkins Ibex Snuggler	1-8858365698	5/22/2020	VAu 1-399-260	Registered July 2, 2020. Effective registration date May 22, 2020.
SLUMBERKINS INC.	Slumberkins Owl Mini	1-9089578951	8/3/2020	VAu 1-407-435	Registered October 2, 2020. Effective registration date August 3, 2020.

Obligor:	Copyrights	Application No:	Application Date:	Registration No:	Registration Date:
SLUMBERKINS INC.	Slumberkins Snail Mini	1-9089579018	8/3/2020	VA 2-217-722	Registered October 2, 2020. Effective registration date August 3, 2020.
SLUMBERKINS INC.	Slumberkins Duck Mini	1-9089579164	8/3/2020	VA 2-217-720	Registered October 2, 2020. Effective registration date August 3, 2020.
SLUMBERKINS INC.	Slumberkins Turtle Mini	1-9089579220	8/3/2020	VA 2-217-717	Registered October 2, 2020. Effective August 3, 2020.
SLUMBERKINS INC.	Slumberkins Frog Mini	1-9089572251	8/3/2020	VA 2-217-751	Registered October 4, 2020. Effective registration date August 3, 2020.
SLUMBERKINS INC.	Sleepytime Rhyme- Unicorn (book) (original)	1-6481257611	6/5/2018	TXu 2-101-172	Registered. Effective registration date June 5, 2018.
SLUMBERKINS INC.	Slumberkins Presents Unicorn (book) (updated)	1-10088673451	1/19/2021		Pending.
SLUMBERKINS INC.	Sleepytime Rhyme- Hammerhead (book) (original)	1-5347018723	1/15/2018	TX 8-488-686	Registered. Effective registration date January 15, 2018.

Obligor:	Copyrights	Application No:	Application Date:	Registration No:	Registration Date:
SLUMBERKINS INC.	Slumberkins Presents Hammerhead (book) (updated)	1-10088864191	1/19/2021		Pending.
SLUMBERKINS INC.	Sleepytime Rhyme- Yeti (book) (original)	1-3687723903	6/19/2016	TX 8-286-706	Registered. Effective registration date June 19, 2016.
SLUMBERKINS INC.	Slumberkins Presents Yeti (book) (updated)	1-10088673519	1/19/2021		Pending.
SLUMBERKINS INC.	Slumberkins Presents Yak (book)	1-9983410061	12/16/2020		Pending.
SLUMBERKINS INC.	Sleepytime Rhyme- Bigfoot (book) (original)	1-3687723781	6/19/2016	TX 8-286-703	Registered. Effective registration date June 19, 2016.
SLUMBERKINS INC.	Sleepytime Rhyme- Hartley (book) (original)	1-5347018676	1/15/2018	TX 8-488-685	Registered. Effective registration date January 15, 2018.
SLUMBERKINS INC.	Sleepytime Rhyme- Fox (book) (original)	1-5347018591	1/15/2018	TX 8-488-683	Registered. Effective registration date January 15, 2018.
SLUMBERKINS INC.	Sleepytime Rhyme- Narwhal (book) (original)	1-6481257491	6/5/2018	TXu 2-101-173	Registered. Effective registration date June 5, 2018.

Obligor:	Copyrights	Application No:	Application Date:	Registration No:	Registration Date:
SLUMBERKINS INC.	Sleepytime Rhymes- Alpaca (book) (original)	1-6481443974	8/22/2018	TXu 2-131-826	Registered. Effective registration date August 22, 2018.
SLUMBERKINS INC.	Spookytime Rhymes- Mr. Bones (book) (original)	1-6481443916	8/22/2018	TXu 2-131-838	Registered. Effective registration date August 22, 2018.
SLUMBERKINS INC.	Slumberkins Presents Yak (book)	1-9983410061	12/16/2020	TXU 2-233-725	Registered December 16, 2020
SLUMBERKINS INC.	Slumberkins Yak Snuggler	1-10197136441	2/22/2021		Pending
SLUMBERKINS INC.	Slumberkins Yak Kin Stuffie	1-10197136468	2/22/2021		Pending

TRADEMARKS

Obligor:	Trademark	Application No:	Application Date:	Registration No:	Registration Date:
SLUMBERKINS INC.	SLUMBERKINS Class 28: plush toys; and plush toys sold as a unit with printed material	87/016,614	4/27/2016	U.S. Trademark Reg. No. 5,215,192.	May 30, 2017
SLUMBERKINS INC.	SLEEPYTIME RHYMES Class 9: downloadable e-books featuring children's stories; Class 16: children's books; story books; printed materials, namely, books and cards featuring children's stories	87/333,476	2/13/2017	U.S. Trademark Reg. No. 5,633,503.	December 18, 2018
SLUMBERKINS INC.	SLUMBERKINS Class 28: games; plush toys; plush toys with attached comfort blanket; toys; chess; playing balls; body-training apparatus; archery implements; machines for physical exercises; ornaments for Christmas trees, except illumination articles and confectionery	27535949	11/17/2017	Chinese Trademark Reg. No. 27535949.	October 21, 2018
SLUMBERKINS INC.	SLUMBERKINS Class 41: educational and entertainment services in the nature of ongoing television programs in the field of children's education and entertainment; educational and entertainment services, namely, an ongoing children's television program promoting positive life skills; educational and entertainment services, namely, an ongoing children's television program featuring puppets	88/055,974	7/27/2018	Allowed February 26, 2019. Second extension to file Statement of Use accepted February 6, 2020. Third extension to file Statement of Use accepted August 18, 2020.	Allowed February 26, 2019. Second extension to file Statement of Use accepted February 6, 2020. Third extension to file Statement of Use accepted August 18, 2020.
SLUMBERKINS INC.	SLUMBERKINS Class 9: downloadable e-books featuring children's stories; Class 16: children's books; story books; printed materials, namely, books and cards featuring children's stories; and	88/976,412	7/27/2018	U.S. Trademark and Service Mark No. 5,955,721.	Registered January 7, 2020

Obligor:	Trademark	Application No:	Application Date:	Registration No:	Registration Date:
	<p>Class 41: educational and entertainment services in the nature of ongoing internet programs in the field of children's education and entertainment; educational and entertainment services, namely, an ongoing children's program promoting positive life skills accessible via the internet; educational and entertainment services, namely, an ongoing children's program featuring puppets accessible via the internet</p>				
SLUMBERKINS INC.	<p>SLUMBERKINS</p> <p>Class 16: children's books; story books; printed materials, namely, books and cards featuring children's stories in International;</p> <p>Class 28: plush toys; and plush toys sold as a unit with printed material</p>	1983536	1/16/2019	Australian Trademark Reg. No. 1,983,536.	Registered August 26, 2019 (effective January 16, 2019)
SLUMBERKINS INC.	<p>SLUMBERKINS</p> <p>CANADA</p> <p>Class 9: downloadable e-books featuring children's stories;</p> <p>Class 16: children's books; story books; printed materials, namely, books and cards featuring children's stories;</p> <p>Class 28: plush toys; and plush toys sold as a unit with printed material;</p> <p>Class 41: educational and entertainment services in the nature of ongoing internet programs in the field of children's education and entertainment; educational and entertainment services, namely, an ongoing children's program promoting positive life skills accessible via the internet; educational and entertainment services, namely, an ongoing children's program featuring puppets accessible via the internet; educational and entertainment services in the nature of ongoing television programs in the field of children's education and entertainment; educational and entertainment services, namely, an ongoing children's television program promoting positive life skills; educational</p>	1941570	1/18/2019	Canada Pending.	Pending.

Obligor:	Trademark	Application No:	Application Date:	Registration No:	Registration Date:
	and entertainment services, namely, an ongoing children's television program featuring puppets				
SLUMBERKINS INC.	<p>THE FEELS</p> <p>Class 9: downloadable e-books featuring children's stories; downloadable educational curriculum for educators and therapists for helping children express and regulate their emotions;</p> <p>Class 16: children's books;</p> <p>Class 28: plush toys; plush toys sold as a unit with books</p>	88/377,309	4/9/2019	U.S. Trademark Reg. No. 5,940,189.	Registered December 17, 2019
SLUMBERKINS INC.	<p>KINDOM</p> <p>Class 16: magazines in the field of emotional learning, emotional regulation, child well-being, children's products, and toys;</p> <p>Class 35: retail store services featuring children's products and toys; on-line retail store services featuring children's products and toys;</p> <p>Class 41: children's entertainment and amusement centers, namely, interactive play areas; providing recreational areas in the nature of play areas for children; educational and entertainment services for children, namely, providing interactive play areas, instructional classes in the field of emotional learning, emotional regulation, and child well-being and social gatherings for children; providing information in the field of children's education; providing a website featuring information in the fields of education and entertainment for children; providing advice and information in the field of educational and entertainment activities and events for children</p> <p>Class 43: providing community centers for social gatherings and meetings; coffee-house and snack-bar services</p>	88/791,900	2/10/2020	Allowed August 4, 2020.	Allowed August 4, 2020.
SLUMBERKINS INC.	<p>SLUMBERKINS</p> <p>Class 9: downloadable e-books featuring children's stories;</p> <p>Class 16: children's books; story books; printed materials,</p>	018128343	09/25/2019	European Union Trademark and Service	Registered January 25, 2020

Obligor:	Trademark	Application No:	Application Date:	Registration No:	Registration Date:
	<p>namely, books and cards featuring children's stories;</p> <p>Class 28: plush toys; and plush toys sold as a unit with printed material</p> <p>Class 41: educational and entertainment services in the nature of ongoing internet programs in the field of children's education and entertainment; educational and entertainment services, namely, an ongoing children's program promoting positive life skills accessible via the internet; educational and entertainment services, namely, an ongoing children's program featuring puppets accessible via the internet; educational and entertainment services in the nature of ongoing television programs in the field of children's education and entertainment; educational and entertainment services, namely, an ongoing children's television program promoting positive life skills; educational and entertainment services, namely, an ongoing children's television program featuring puppets</p>			<p>Mark Reg. No. 018128343.</p>	
SLUMBERKINS INC.	<p>SLUMBERKINS</p> <p>Class 9: downloadable e-books featuring children's stories;</p> <p>Class 16: children's books; story books; printed materials, namely, books and cards featuring children's stories;</p> <p>Class 28: plush toys; and plush toys sold as a unit with printed material</p> <p>Class 41: educational and entertainment services in the nature of ongoing internet programs in the field of children's education and entertainment; educational and entertainment services, namely, an ongoing children's program promoting positive life skills accessible via the internet; educational and entertainment services, namely, an ongoing children's program featuring puppets accessible via the internet; educational and entertainment services in the nature of ongoing television programs in the field of children's education and</p>	N/A	9/25/2019	<p>U.K. Trademark No. UK00918128343 (cloned after Brexit from EU Reg. No. 018128343).</p>	<p>Issued January 1, 2021</p>

Obligor:	Trademark	Application No:	Application Date:	Registration No:	Registration Date:
	entertainment; educational and entertainment services, namely, an ongoing children's television program promoting positive life skills; educational and entertainment services, namely, an ongoing children's television program featuring puppets				
SLUMBERKINS INC.	<p>HELLO FEELINGS</p> <p>Class 9: downloadable video recordings featuring children's education and entertainment; downloadable video recordings featuring children's education and entertainment promoting positive life skills; downloadable video recordings featuring puppets; digital media, namely, pre-recorded DVDs featuring children's television shows; digital media, namely, pre-recorded DVDs featuring children's education and entertainment; digital media, namely, pre-recorded DVDs featuring children's education and entertainment promoting positive life skills; digital media, namely, pre-recorded DVDs featuring puppets; and</p> <p>Class 41: entertainment in the nature of children's television shows; educational and entertainment services in the nature of ongoing television programs in the field of children's education and entertainment; educational and entertainment services, namely, an ongoing children's television program promoting positive life skills; educational and entertainment services, namely, an ongoing children's television program featuring puppets; educational and entertainment services in the nature of ongoing internet programs in the field of children's education and entertainment; educational and entertainment services, namely, an ongoing children's program promoting positive life skills accessible via the internet; educational and entertainment services, namely, an ongoing children's program featuring puppets accessible via the internet</p>	88/847,827	3/25/2020	Allowed December 1, 2020.	Allowed December 1, 2020.

Obligor:	Trademark	Application No:	Application Date:	Registration No:	Registration Date:
SLUMBERKINS INC.	THE FEELS Classes 9, 16, 35, and 41	88/866,235	4/9/2020	Pending.	Pending.

PATENTS

Obligor:	Patents	Application No:	Application Date:	Registration No:	Registration Date:
SLUMBERKINS INC.	PLUSH TOY (Full Sloth)	29/567,775	6/13/2016	US D827729	Issued September 4, 2018 as U.S. Design Patent No. D827,729. Expires September 4, 2033.
SLUMBERKINS INC.	PLUSH TOY (Sloth Face) (continuation of SPN 301)	29/571,251	7/15/2016	US D827730	Issued September 4, 2018 as U.S. Design Patent No. D827,730. Expires September 4, 2033.
SLUMBERKINS INC.	PLUSH TOY (Full Bigfoot/ Yeti)	29/571,254	7/15/2016	US D825686	Issued August 14, 2018 as U.S. Design Patent No. D825,686. Expires August 14, 2033.
SLUMBERKINS INC.	PLUSH TOY (Bigfoot/Yeti Face)	29/571,258	7/15/2016	US D825693	Issued August 14, 2018 as U.S. Design Patent No. D825,693. Expires August 14, 2033.

Obligor:	Patents	Application No:	Application Date:	Registration No:	Registration Date:
SLUMBERKINS INC.	PLUSH TOY (Full Fox)	29/605,235	5/24/2017	US D825688	Issued August 14, 2018 as U.S. Design Patent No. D825,688. Expires August 14, 2033.
SLUMBERKINS INC.	PLUSH TOY (Fox Face)	29/605,238	5/24/2017	US D825694	Issued August 14, 2018 as U.S. Design Patent No. D825,694. Expires August 14, 2033.
SLUMBERKINS INC.	PLUSH TOY (Full Hammerhead)	29/622,220	10/16/2017	US D837904	Issued January 8, 2019 as U.S. Design Patent No. D837,904. Expires January 8, 2034.
SLUMBERKINS INC.	PLUSH TOY (Hammerhead Face)	29/622,222	10/16/2017	US D837906	Issued January 8, 2019 as U.S. Design Patent No. D837,906. Expires January 8, 2034.
SLUMBERKINS INC.	PLUSH TOY (body shapes) (continuation-in-part of SPN 301, 302, and 304)	29/654,525	6/25/2018	US D854,633	Issued July 23, 2019 as U.S. Design Patent No. D854,633. Expires July 23, 2034.