

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Smith Brothers, Inc.		12/11/2007	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	RBS Citizens, National Association		
Street Address:	875 Elm Street		
City:	Manchester		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03101		
Entity Type:	National Bank: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3312648	SMITH BROTHERS	
Registration Number:	3246536	S B SMITH BROTHERS	
Registration Number:	2392982	SB SMITH BROTHERS	
CORRESPONDENCE DATA			
Fax Number:	(603)627-8121		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	603-627-8271		
Email:	vaprill@sheehan.com		
Correspondent Name:	Valerie April, Paralegal		
Address Line 1:	1000 Elm Street		
Address Line 2:	Sheehan, Phinney, Bass + Green		
Address Line 4:	Manchester, NEW HAMPSHIRE 03101		
ATTORNEY DOCKET NUMBER:	09522-13991		
NAME OF SUBMITTER:	Kenneth A. Viscarello		

OP \$90.00 3312648

Signature:	/kav/
Date:	12/28/2007
Total Attachments: 4 source=Exec Grant of Sec Int Smith Brothers Trade 121107#page1.tif source=Exec Grant of Sec Int Smith Brothers Trade 121107#page2.tif source=Exec Grant of Sec Int Smith Brothers Trade 121107#page3.tif source=Exec Grant of Sec Int Smith Brothers Trade 121107#page4.tif	

[December, 11, 2007 - Loan and Security Agreement]

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, Smith Brothers, Inc., a Texas corporation (the “**Grantor**”), is obligated to RBS Citizens, National Association, (the “**Secured Party**”), and has entered into a Loan and Security Agreement, dated as of December 11, 2007 (as amended, supplemented or otherwise modified from time to time, the “**Security Agreement**”), in favor of the Secured Party.

Pursuant to the Security Agreement, the Grantor grants to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are or will be registered in the United States Patent and Trademark Office (the “**Trademarks**”), together with all of the goodwill of the business connected with the use of, and symbolized by, associated therewith or related to the Trademarks and any applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the “**Collateral**”), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Secured Party, and grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party’s address is: 525 Great Road, Littleton, MA 01460.

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IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 11th day of December, 2007.

SMITH BROTHERS, INC.

By: 

Name:

Title:

Stephen L. DeG
Chairman

SCHEDULE 1

Trademark Registrations

Mark	Jurisdiction	Registration or Serial No.	Date of Registration	Status of Section 8/15 Filings	Current Renewal Date	Goods
Smith Brothers	United States	3,312,648	10/16/2007	n/a	10/16/2003	Retail store featuring equestrian related products
SB Smith Brothers	United States	3,246,536	5/29/2007	n/a	5/29/2013	Retail store featuring equestrian related products
SB Smith Brothers	United States	2,392,982	10/10/2000	Done	10/10/2010	Horse related equipment and supplies
Smith Brothers	United States	3,312,648	10/16/2007	n/a	10/16/2003	Lariat ropes and piggin strings

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 11th day of December, 2007.

SMITH BROTHERS, INC.

By: 

Name: Stephen L. Day

Title: Chairman