

## 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
Ultra Stores, Inc.		12/16/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, N.A.		
Street Address:	One Boston Place		
Internal Address:	18th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3957511	MODERN LEGACY	
Registration Number:	3114099	ULTRADIAMONDS.COM	
Registration Number:	3354269	THE FLOWERS THAT LAST A LIFETIME	
Registration Number:	3917629	MII	
Registration Number:	1927251	ULTRA	
Registration Number:	1629987	ULTRA DESIGNS	
CORRESPONDENCE DATA			
Fax Number:	(617)248-4000		
Phone:	6172485000		
Email:	tadmin@choate.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Elizabeth A. Walker		
Address Line 1:	Two International Place		
Address Line 2:	Choate, Hall & Stewart LLP		

OP \$165.00 3957511

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER: 2009985.0020

NAME OF SUBMITTER: Elizabeth A. Walker

Signature: /Elizabeth A. Walker/

Date: 12/21/2011

**Total Attachments: 4**

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

December 16, 2011


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ULTRA STORES, INC., a Delaware corporation with its principal office at 122 S. Michigan Ave., Suite 800, Chicago IL 60603 (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association with offices at One Boston Place, 18th Floor, Boston, MA 02108 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with any and all (ii) rights and privileges arising under applicable Law with respect to such Grantor's use of such Marks, including, but not limited to, the goodwill of the business associated with such Marks (iii) reissues, continuations, extensions and renewals thereof, (iv) income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect thereto, including, without limitation, damages, claims and payments for past, present or future infringements thereof, (v) rights corresponding thereto throughout the world, and (vi) rights to sue for past, present and future infringements thereof.

THIS GRANT is made to secure the payment and performance in full of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of December 16, 2011 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

*[remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first  
above written.

ULTRA STORES, INC., as Grantor

By:   
Name: Donnelly  
Title: CEO

WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Grantee

By: \_\_\_\_\_  
Name: Cory Loftus  
Title: Director

[Signature Page to Grant of Security Interest in United States Trademarks]

TRADEMARK  
REEL: 004684 FRAME: 0429

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

ULTRA STORES, INC., as Grantor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Grantee

By:  \_\_\_\_\_  
Name: Cory Loftus  
Title: Director

**SCHEDULE A**

Marks

Mark	Registration Number	Registration Date
MODERN LEGACY	3957511	5/10/2011
ULTRADIAMONDS.COM	3114099	7/11/2006
THE FLOWERS THAT LAST A LIFETIME	3354269	12/11/2007
Mii	3917629	02/08/2011
ULTRA	1927251	10/17/1995
ULTRA DESIGNS	1629987	01/01/1991