

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
Harlem Furniture, LLC		04/15/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	The PrivateBank and Trust Company
Street Address:	120 South Lasalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	State Charter Bank: ILLINOIS

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3042238	SLEEP BETTER. LIVE LONGER.
Registration Number:	3110775	THE BARGAINPLACE
Registration Number:	2356284	THEROOMPLACE
Registration Number:	1672199	YOU'LL LIKE OUR STYLE
Registration Number:	3236814	GREAT LOOKS FOR LESS
Registration Number:	3323686	ROOMPLACE KIDS
Registration Number:	3475780	GREAT SLEEP FOR LESS
Registration Number:	1724429	LEATHER EXPRESS
Registration Number:	1570414	HARLEM FURNITURE
Registration Number:	3689177	THE RIGHT PRICE. THE RIGHT PLACE.
Serial Number:	85072634	THE BEDPLACE

CORRESPONDENCE DATA

Fax Number: (314)667-3633

Phone: (314) 552-6000
Email: ipdocket@thompsoncoburn.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Matthew J. Himich
Address Line 1: One US Bank Plaza
Address Line 4: Saint Louis, MISSOURI 63101

ATTORNEY DOCKET NUMBER:	950165-1
NAME OF SUBMITTER:	Matthew J. Himich
Signature:	/matthew j. himich/
Date:	12/21/2011

Total Attachments: 6
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SHORT FORM TRADEMARK SECURITY AGREEMENT

THIS SHORT FORM TRADEMARK SECURITY AGREEMENT (this "Trademark Security Agreement") dated as of April 15, 2008, is executed by and between HARLEM FURNITURE, LLC, a Delaware limited liability company (the "Grantor"), in favor of THE PRIVATEBANK AND TRUST COMPANY, an Illinois state chartered bank (in such capacity, the "Grantee").

WITNESSETH:

WHEREAS, the Grantor has entered into that certain Loan and Security Agreement dated as of April 15, 2008 (as amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), with Grantee, pursuant to which Grantee agreed to make loans to, and issue letters of credit for the account of, the Grantor;

WHEREAS, pursuant to the Loan Agreement, the Grantor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of Grantee's extension and/or continued extension of credit to the Borrowers pursuant to the Loan Agreement, the Grantor hereby agrees with the Grantee as follows:

Section 1. Grant of Security Interest in Trademark Collateral. The Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Obligations (as defined in the Loan Agreement), hereby mortgages and pledges to the Grantee and grants to the Grantee a lien on and security interest in, all of its right, title and interest in, to and under the following collateral of the Grantor (the "Trademark Collateral"):

(a) all of its trademarks and service marks, whether or not registered with the United States Patent and Trademark Office, including, without limitation, those referred to on Exhibit A attached hereto (each a "Trademark" and collectively, the "Trademarks");

(b) all goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(c) all rights to sue at law or in equity for any infringement or other impairment of the foregoing, including the right to receive all proceeds and damages thereof.

Section 2. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Grantee as set forth and pursuant to the Loan Agreement and the Grantor hereby acknowledges and affirms that the rights and remedies of the Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Loan Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Balance of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

HARLEM FURNITURE, LLC, a Delaware
limited liability company

By: BR
Bruce Berman, Chief Executive Officer

Acknowledged:

THE PRIVATEBANK AND TRUST
COMPANY, an Illinois state chartered bank

By: _____
Rod A. Murray, Managing Director

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

HARLEM FURNITURE, LLC, a Delaware limited liability company

By: _____
Bruce Berman, Chief Executive Officer

Acknowledged:

THE PRIVATEBANK AND TRUST COMPANY, an Illinois state chartered bank

By: _____
Rod A. Murray, Managing Director

**EXHIBIT A
TO
SHORT FORM TRADEMARK SECURITY AGREEMENT**

A. REGISTERED TRADEMARKS

Mark: GREAT LOOKS FOR LESS (Word Mark)
Registration No.: 3236814
Registration Date: 5-1-07

Mark: ROOMPLACE KIDS (Word Mark)
Registration No.: 3323686
Registration Date: 10-30-07

Mark: SLEEP BETTER. LIVE LONGER. (Word Mark)
Registration No.: 3042238
Registration Date: 1-10-06

Mark: THE BARGAINPLACE (Word Mark)
Registration No.: 3110775
Registration Date: 6-27-06

Mark: THE BEDPLACE (Word Mark)
Registration No.: 2891687
Registration Date: 10-5-04

Mark: THE ROOMPLACE (Word Mark)
Registration No.: 2356284
Registration Date: 6-6-00

Mark: YOU'LL LIKE OUR STYLE (Word Mark)
Registration No.: 1672199
Registration Date: 1-14-92

Mark: LEATHER EXPRESS (Word Mark)
Registration No.: 1724429
Registration Date: 10-13-92

Mark: HARLEM FURNITURE (Word Mark)
Registration No.: 1570414
Registration Date: 12-5-89

B. TRADEMARKS APPLICATIONS

Mark: GREAT SLEEP FOR LESS (Word Mark)

Serial No.: 77350418


Filing Date: 12-12-07

C. COMMON LAW TRADEMARKS

ACKNOWLEDGEMENT OF GRANTOR

STATE OF ILLINOIS)
)ss.
COUNTY OF Will)

On this 5th day of April before me personally appeared Bruce Berman, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of HARLEM FURNITURE, LLC, who being by me duly sworn did depose and say that he is the Chief Executive Officer of said company, that the said instrument was signed on behalf of said company and that he acknowledged said instrument to be the free act and deed of said company.



Notary Public

