

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
PRIMALOFT, INC.		06/29/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MANUFACTURERS AND TRADERS TRUST COMPANY		
Street Address:	1 M&T Plaza		
City:	Buffalo		
State/Country:	NEW YORK		
Postal Code:	14203		
Entity Type:	banking corporation: NEW YORK		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	1849912	PRIMALOFT	
Registration Number:	2444085	PRIMALOFT	
Registration Number:	4124230	PRIMALOFT	
Registration Number:	4006803	PRIMADOWN	
Registration Number:	2497563	THE LUXURY DOWN ALTERNATIVE	
CORRESPONDENCE DATA			
Fax Number:	4103855119		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	410-385-5081		
Email:	lbell@gebsmith.com		
Correspondent Name:	Laura D Bell, Legal Asst		
Address Line 1:	1 South Street		
Address Line 2:	Suite 2200		
Address Line 4:	Baltimore, MARYLAND 21202		

OP \$140.00 1849912

ATTORNEY DOCKET NUMBER:	JSB 30619
NAME OF SUBMITTER:	Jean Sheftic Bilodeau, Esquire
Signature:	/Jean Sheftic Bilodeau, Esquire/
Date:	07/10/2012
Total Attachments: 4 source=Notice of Grant of Security Interest in Trademarks#page1.tif source=Notice of Grant of Security Interest in Trademarks#page2.tif source=Notice of Grant of Security Interest in Trademarks#page3.tif source=Notice of Grant of Security Interest in Trademarks#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 29, 2012 (as the same may be amended, modified, extended or restated from time to time, the "*Agreement*") by and among the Obligors thereto (each an "*Obligor*" and collectively, the "*Obligors*") and **Manufacturers and Traders Trust Company**, as a "*Secured Party*", whose address is located at 1 M&T Plaza, Buffalo, New York 14203, Attention: General Counsel, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, and hereby grants to the "*Secured Party*" as defined therein a continuing security interest in and to, the trademarks and trademark applications shown below:

TRADEMARKS

<u>Trademark No.</u>		<u>Description of Trademark</u>	<u>Date of Trademark</u>
Serial No.	Registration No.		
74168393	1849912	Word mark PRIMALOFT (cl. 17, 22, 25) (6125)	8/16/94
75841804	2444085	Word mark PRIMALOFT (HOME MARKET)	4/17/2001
85255822	4124230	Word mark PRIMALOFT (grey surround LOGO)—home market-cl. 17, 20, 22, 24, 25	4/10/12
77864865	4006803	Word mark PRIMADOWN (apparel, glove, footwear, sleeping bags, home furnishings) (cl. 20, 24, 25)	8/2/2011
75761008	2497563	Word mark THE LUXURY DOWN ALTERNATIVE (tag line on Primaloft drop tag) (cl. 20, 22, 24)	10/16/01

The Obligors and the Secured Party hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement, (ii) is not to be construed as an assignment of any trademark or trademark application, and (iii) the rights and remedies of the Secured Parties with respect thereto are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

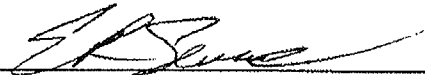
This Notice may be executed in any number of counterparts. Signature pages to this Notice delivered by electronic communication (including facsimile, email, and internet or intranet websites) shall be as effective, valid and enforceable and binding upon the indicated signatories as manually delivered signatures.

[Signature Pages Follow]

Signature Page to Notice of Grant of Security Interest in Trademarks:

Very truly yours,

PRIMALOFT, INC.,
Obligor

By:  *JS*
Name: Eric Seward
Title: President

Address:
1373 Broadway
Albany, NY 12204

Acknowledged and Accepted:

MANUFACTURERS AND TRADERS TRUST COMPANY,
as Secured Party

By: _____
Name: _____
Title: _____

Signature Page to Notice of Grant of Security Interest in Trademarks:

Very truly yours,

PRIMALOFT, INC.,
Obligor

By: _____

Name: _____

Title: _____

Address:

Acknowledged and Accepted:

MANUFACTURERS AND TRADERS TRUST COMPANY,
as Secured Party

By:  _____

Name: David B. Barkin

Title: Vice President