

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
ILS HOLDINGS, LLC		11/08/2012	LIMITED LIABILITY COMPANY: FLORIDA

**RECEIVING PARTY DATA**

Name:	Wilmington Trust
Street Address:	50 South Sixth Street
Internal Address:	Suite 1290
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	2482102	WORLDOFWATCHES.COM
Registration Number:	2672735	SMARTBARGAINS
Registration Number:	2606658	SMARTBARGAINS.COM
Registration Number:	3295716	SMARTBARGAINS.COM
Registration Number:	4033735	THE BARGAIN ALERT!
Registration Number:	3455584	YOUR PERSONAL BARGAIN HUNTER
Registration Number:	3137323	NEVER PAY RETAIL
Registration Number:	2401981	WORLD OF WATCHES
Registration Number:	2789828	THE WATCHERY

**CORRESPONDENCE DATA**

Fax Number: 7045032622

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

CH \$240.00 2482102

Phone: 704 503 2600  
Email: trademarks@kslaw.com,hserbin@kslaw.com,vbantug@kslaw.com  
Correspondent Name: King & Spalding LLP  
Address Line 1: 100 N Tryon Street  
Address Line 2: Suite 3900  
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	18876.009026 SWI-ILS
NAME OF SUBMITTER:	Vicky R. Bantug, Paralegal
Signature:	/Vicky R. Bantug/
Date:	11/13/2012

Total Attachments: 5  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Term Loan Credit and Security Agreement, dated as of November 8, 2012 (as the same may be amended, modified, restated or supplemented from time to time, the "Credit Agreement"), by and among Swiss Watch International, Inc., (formerly known as Swordfish Merger Sub, Inc.), a Delaware corporation (the "Borrower"), certain subsidiaries of the Borrower from time to time party thereto, the financial institutions which are now or which hereafter become a party thereto (collectively, the "Lenders" and each individually a "Lender") and Wilmington Trust, National Association, as agent for the Lenders (in such capacity, the "Agent") for the Secured Parties referenced therein, the undersigned (the "Grantor") has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown on Schedule 1 attached hereto to the Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Notwithstanding anything herein to the contrary, the liens and security interests referred to in this Notice of Grant of Security Interest in Trademarks and the exercise of any right or remedy by the Agent, PNC Bank, National Association, as agent ("Revolving Agent") under that certain Revolving Credit and Security Agreement by and among itself, the Borrower and certain subsidiaries of the Borrower from time to time party thereto, or related lenders thereunder, are subject to that certain Intercreditor Agreement, dated as of the date hereof (as amended, modified, restated or replaced from time to time supplemented) by and among Agent, Revolving Agent and the Borrower.

[Signature Page Follows]

Very truly yours,

**ILS HOLDINGS, LLC**

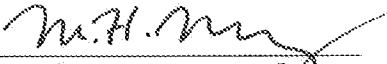
By: 

Name: Izeq Ben-Shmuel

Title: Co-Chief Executive Officer

[Signature Page to Notice of Grant of Security Interest in Trademarks]

**WILMINGTON TRUST, NATIONAL  
ASSOCIATION**

By:   
Name: Meghan H. McCauley  
Title: Authorized Signatory

[Notice of Grant of Security Interest in Trademarks]

**TRADEMARK  
REEL: 004899 FRAME: 0164**

**SCHEDULE 1**

TRADEMARK	OWNER	GOODS AND SERVICES	FILING DATE	SERIAL NO.	REG. DATE	REG. NO.
WORLDOFWATCHES.COM	ILS HOLDINGS, LLC 101 South State Road 7, Suite 201, Hollywood, FL 33023	IC 035. On-line retail store services featuring watches. FIRST USE: 19960701. FIRST USE IN COMMERCE: 19960701.	06/14/00	76069840	08/28/01	2482102
SMARTBARGAINS	ILS HOLDINGS, LLC 101 South State Road 7, Suite 201, Hollywood, FL 33023	IC 035. RETAIL STORE SERVICES, AVAILABLE THROUGH THE INTERNET, FEATURING OFF-PRICE, CLOSE-OUT, LIQUIDATION, AND MARKED-DOWN CLOTHING AND ACCESSORIES, JEWELRY, SPORTINGGOODS AND EQUIPMENT, HOME FURNISHINGS AND DECOR, ELECTRONIC GOODS, AND TOYS. FIRST USE: 20000602. FIRST USE IN COMMERCE: 20000602.	06/02/00	76061930	01/07/03	2672735
SMARTBARGAINS.COM	ILS HOLDINGS, LLC 101 South State Road 7, Suite 201, Hollywood, FL 33023	IC 035. ON-LINE RETAIL STORE SERVICES FEATURINGOFF-PRICE, CLOSE-OUT, LIQUIDATION, AND MARKED DOWN CLOTHING AND ACCESSORIES, JEWELRY, SPORTING GOODS AND EQUIPMENT, HOME FURNISHINGS AND DECOR, BATH LINENS ANDACCESSORIES, BED LINENS AND ACCESSORIES, CHINA, CRYSTAL, SILVER, KITCHEN AND DINING APPLIANCES AND ACCESSORIES, ELECTRONIC GOODS, AND TOYS. FIRST USE: 20000718. FIRST USE IN COMMERCE: 20000718.	07/18/00	76091529	08/13/02	2606658
SMARTBARGAINS.COM and Design	ILS HOLDINGS, LLC 101 South State Road 7, Suite 201, Hollywood, FL 33023	IC 035. Online retail store services and catalog, telephone and mail order services, featuring off-price, close-out, liquidation, and marked-down general merchandise, footwear, headwear, clothing and accessories, jewelry, watches, luggage, sporting goods and equipment, home furnishings and decor, home improvement goods, bath linens and accessories, bed linens and accessories, china, crystal, silver, kitchen and dining appliances and accessories, electronic goods, toys, cameras, audio equipment, housewares, computers, telephones, camcorders, art and wall decor, fragrances, cosmetics, sunglasses, attache cases, briefcases, leather goods, furniture, telescopes, binoculars, video games, cookware, beverageware, dinnerware, and cutlery. FIRST USE: 20060906. FIRST USE IN COMMERCE: 20060906.	07/03/06	78921803	09/18/07	3295716
THE BARGAIN ALERT!	ILS HOLDINGS, LLC 101 South State Road 7, Suite 201, Hollywood, FL 33023	IC 035. Promoting the goods and services of others by providing notification about discounts on the goods and services of others via electronic communication networks. FIRST USE: 20011130. FIRST USE IN COMMERCE: 20011201.	08/20/10	85112172	10/04/11	4033735

TRADEMARK	OWNER	GOODS AND SERVICES	FILING DATE	SERIAL NO.	REG. DATE	REG. NO.
YOUR PERSONAL BARGAIN HUNTER	ILS HOLDINGS, LLC 101 South State Road 7, Suite 201, Hollywood, FL 33023	IC 035. Online retail store services and catalog, telephone and mail order services, featuring off-price, close-out, liquidation, and marked-down general merchandise, footwear, headwear, clothing and accessories, jewelry, watches, luggage, sporting goods and equipment, home furnishings and decor, home improvement goods, bath linens and accessories, bed linens and accessories, china, crystal, silver, kitchen and dining appliances and accessories, electronic goods, toys, cameras, audio equipment, housewares, computers, telephones, camcorders, art and wall decor, fragrances, cosmetics, sunglasses, attache cases, briefcases, leather goods, furniture, telescopes, binoculars, video games, cookware, beverageware, dinnerware, and cutlery. FIRST USE: 20060906. FIRST USE IN COMMERCE: 20060906.	05/03/06	78874996	06/24/08	3455584
NEVER PAY RETAIL	ILS HOLDINGS, LLC 101 South State Road 7, Suite 201, Hollywood, FL 33023	IC 035. Online retail store services, telemarketing and mail order catalog services, featuring off-price, close-out, liquidation, and marked-down general merchandise, footwear, headwear, clothing, jewelry, watches, luggage, sporting goods, home furnishings and decor, home improvement goods, bath linens, bed linens, china, crystal, silver, kitchen and dining appliances, electronic goods, toys, cameras, audio equipment, housewares, computers, telephones, camcorders, art and wall decor, fragrances, cosmetics, sunglasses, attach cases, briefcases, leather goods, furniture, telescopes, binoculars, video games, cookware, beverageware, dinnerware, and cutlery. FIRST USE: 20041101. FIRST USE IN COMMERCE: 20041101.	09/30/04	76613566	08/29/06	3137323
WORLD OF WATCHES	ILS HOLDINGS, LLC 101 South State Road 7, Suite 201, Hollywood, FL 33023	IC 035. US 100 101 102. G & S: Computerized on-line ordering services in the field of watches. FIRST USE: 19960701. FIRST USE IN COMMERCE: 19960701	11/10/99	75845964	11/07/00	2401981
THE WATCHERY	ILS HOLDINGS, LLC 101 South State Road 7, Suite 201, Hollywood, FL 33023	IC 035. US 100 101 102. G & S: RETAIL AND WHOLESALE STORE SERVICES FEATURING WATCHES, CLOCKS, AND JEWELRY. FIRST USE: 20020719. FIRST USE IN COMMERCE: 20020719	06/06/02	78133572	12/02/03	2789828