

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

ILS Holdings, LLC

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other LLC

Citizenship (see guidelines) FloridaAdditional names of conveying parties attached? Yes No**3. Nature of conveyance /Execution Date(s) :**Execution Date(s) November 8, 2012

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)Additional names, addresses, or citizenship attached? Yes NoName: PNC Bank, National Association, as Agent

Internal

Address: _____

Street Address: Two Tower Center BoulevardCity: East BrunswickState: New JerseyCountry: USA Zip: 08816

- Association Citizenship USA
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____

Other _____ Citizenship _____
 If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Schedule 1

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:Name: Nancy WifordInternal Address: CT Lien SolutionsStreet Address: 4400 Easton Commons Way
Suite 125City: ColumbusState: OH Zip: 43219Phone Number: 614-280-3546Fax Number: 800-914-4240Email Address: nancy.wiford@wolterskluwer.com**6. Total number of applications and registrations involved:**

9

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:


Signature

November 12, 2012

Date

Leslie Kirsner

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 004905 FRAME: 0569

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 FEATURING OFF-PRICE, CLOSE-OUT, LIQUIDATION, AND MARKED DOWN CLOTHING AND ACCESSORIES, JEWELRY, SPORTING GOODS AND EQUIPMENT, HOME FURNISHINGS AND DECOR, BATH LINENS AND ACCESSORIES, 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 |

Exhibit A - 1

| TRADEMARK | OWNER | GOODS AND SERVICES | FILING DATE | SERIAL NO. | REG. DATE | REG. NO. |
|------------------------------|--|--|-------------|------------|-----------|----------|
| 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 |
| 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, watches, luggage, 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 |

Exhibit A - 2

| TRADEMARK | OWNER | GOODS AND SERVICES | FILING DATE | SERIAL NO. | REG. DATE | REG. NO. |
|------------------|--|---|-------------|------------|-----------|----------|
| 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 |

Exhibit A - 3

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Revolving 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 Guarantors party thereto (the "Guarantors" and together with the Borrower, the "Credit Parties") the financial institutions which are now or which hereafter become a party thereto (collectively, the "Lenders" and each individually a "Lender") and PNC Bank, National Association, as agent for the Lenders (in such capacity, the "Agent"), 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 Lenders.

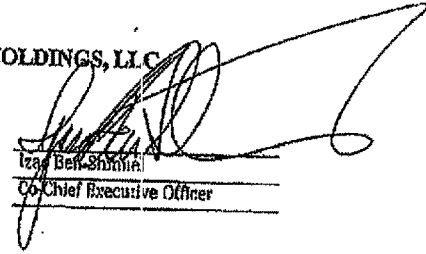
The undersigned Grantor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not 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, Wilmington Trust, National Association, as agent ("Term Loan Agent") under that certain Term Loan 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, Term Loan Agent and the Credit Parties.

[Signature Page Follows]

Very truly yours,

ILS HOLDINGS, LLC

By: 
Name: Izaq Ben-Simone
Title: CO-Chief Executive Officer

PNC BANK, NATIONAL ASSOCIATION, as
Agent

By: _____
Name: _____
Title: _____

{SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS - 2964276}

Very truly yours,

ILS HOLDINGS, LLC

By: _____
Name: _____
Title: _____

**PNC BANK, NATIONAL ASSOCIATION, as
Agent**

By:  _____
Name: **Steve Roberts**
Title: **Vice President**

[SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS - 2964276]