

## 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):**

LP-ILS, 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)

See attached Schedule 1

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:**

17

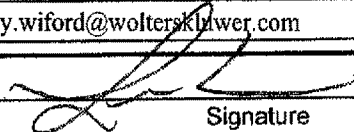
**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ \_\_\_\_\_**

- 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: 0624

**SCHEDULE 1**

TRADEMARK	OWNER	GOODS AND SERVICES	FILING DATE	SERIAL NO.	REG. DATE	REG. NO.
ANGELICA DEMARCO	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry and watches. FIRST USE: -. FIRST USE IN COMMERCE: -	11/01/11	85461612		
ELENA MILLINNI	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry and watches. FIRST USE: -. FIRST USE IN COMMERCE: -	11/01/11	85461600		
ARNEX and Design	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: watches and parts thereof. FIRST USE: 19630930. FIRST USE IN COMMERCE: 19630930	02/28/01	76218570	11/20/01	2510302
LP and Design	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: watches and parts thereof. FIRST USE: 19771014. FIRST USE IN COMMERCE: 19771014	02/28/01	76218596	11/20/01	2510303
LP ITALY	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: Clocks, Jewelry; Watch bands and straps; Watch parts; Watches. FIRST USE: 20060228. FIRST USE IN COMMERCE: 20060228	02/10/06	78812455	07/05/11	3987811
THE WORLD RUNS ON LUCIEN PICCARD TIME	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: Watches, watch bands and watch parts. FIRST USE: 20090701. FIRST USE IN COMMERCE: 20090701	08/06/07	77247860	11/24/09	3715804
LUCIEN PICCARD	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: WATCHES, WATCH MOVEMENTS AND PARTS THEREOF. FIRST USE: 19391231. FIRST USE IN COMMERCE: 19391231	02/28/01	76218569	11/20/01	2510301
LUCIEN PICCARD	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: leather and imitation leather goods, namely handbags, attache bags and attache cases. FIRST USE: 19930213. FIRST USE IN COMMERCE: 19930213	08/04/95	74711139	06/18/96	1981245
VENETIAN GOLD	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: Glass jewelry containing gold. FIRST USE: 20100530. FIRST USE IN COMMERCE: 20100530	04/13/10	85013091	03/22/11	3936019

LUCIEN PICCARD	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: Clocks; jewelry ring holders. FIRST USE: 20100531. FIRST USE IN COMMERCE: 20100531	12/08/09	77888251	07/26/11	4003210
LUCIEN PICCARD	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 0125. G & S: Hosiery; Socks. FIRST USE: 20110131. FIRST USE IN COMMERCE: 20110131	12/01/09	77883656	08/02/11	4006877
CW	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry and watches. FIRST USE: 20070228. FIRST USE IN COMMERCE: 20070228	01/29/10	77923306	07/26/11	4000356
STRATOSPHERE	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: watches. FIRST USE: 20040630. FIRST USE IN COMMERCE: 20040630	06/29/06	78919555	05/08/07	3239457
MADDY EMERSON	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry. FIRST USE: 20071001. FIRST USE IN COMMERCE: 20071001	08/08/07	77249759	06/02/09	3632155
CELEBRITY STYLE	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry. FIRST USE: 20090701. FIRST USE IN COMMERCE: 20090701	08/08/07	77249742	10/27/09	3702151
JEWELRY FOR THE CELEBRITY IN YOU	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry. FIRST USE: 20090701. FIRST USE IN COMMERCE: 20090701	08/08/07	77249728	11/03/09	3705870
DUFONTE	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: watches and watch parts. FIRST USE: 19611219. FIRST USE IN COMMERCE: 19611219	06/21/62	72147395	03/05/63	746214

**Credit Party: LP-ILS, LLC**

File No.	Country	Mark	Class/es	Filing Date	Application No.	Reg. Date	Reg. No.	Status	Next Renewal
9548	Korea, Republic of	LUCIEN PICCARD (word mark)	14	29-Mar-2012	40-2012-0021093			Awaiting Exam	
	Canada	LUCIEN PICCARD (word mark)	N/A	14-Dec-1950	0209767	14-Dec-1950	UCA38604	Renewed - 14-Dec-2010	14-Dec-2025
	Panama	LUCIEN PICCARD (word)	18	13-Sept-	154339-01	13-Sept-	154339	Registered	09-Sept-2016

	mark)	2006	2006	2006	2006	2006	2006	2006	2006	2006
Panama	LUCIEN PICCARD (word mark)	14	30-Jun-2006	152342-01	152342	30-Jun-2006	152342	Registered	03-Jun-2016	
Europe (CTM)	LUCIEN PICCARD (word mark)	3,9,14,24,25	15-Nov-2005	004720033	n/a	n/a	n/a	Application withdrawn	n/a	
Europe (CTM)	LUCIEN PICCARD (word mark)	18	17-Feb-2006	004909131	n/a	n/a	n/a	Application refused	n/a	
Italy	LUCIEN PICCARD (word mark)	14,18	14-Mar-2005	RM2005C001308	0001141305	22-Sept-2008	0001141305	Registered	14-Mar-2015	
UK	LUCIEN PICCARD (word mark)	14	n/a	001075816	n/a	n/a	n/a	Abandoned	n/a	

Note: Some of the Lucien Piccard marks are still in the process of being assigned.

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,

LP-ILS, LLC

By:   
Name: Michael S. Starnes  
Title: Chief Executive Officer

PNC BANK, NATIONAL ASSOCIATION, as  
Agent

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

[SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS - 2964284]

Very truly yours,

LP-ILS, 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 - 2964284]