

**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)/Execution Date(s):

Redcats USA, L.P. (to be renamed QSP Group, L.P., on or promptly following the Closing Date)

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Limited Liability Company

Citizenship: Delaware

Execution Date(s) February 5, 2013

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other:

2. Name and address of receiving party(ies)

- Yes
 No

Additional names, addresses, or citizenship attached?

Name: Wells Fargo Bank, National Association

Internal
Address:

Street Address: One Boston Place, 18th Floor

City: Boston

State: MA

Country: USA

Zip: 02108

National 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 A

B. Trademark Registration No.(s) See Attached Schedule A

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: Susan O'Brien

Internal Address: CT Lien Solutions

Street Address: 187 Wolf Road, Suite 101

City: Albany

State: NY

Zip: 12205

Phone Number: 800-342-3676

Fax Number: 800-962-7049

Email Address: cls-udsalbany@wolterskluwer.com

6. Total number of applications and registrations involved: 86**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** 2165.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers 1868

Expiration Date 06/15

b. Deposit Account Number

Authorized User Name:

9. Signature:

Kareem Ansley
Signature

February 27, 2013

Date

Kareem Ansley
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (703) 308-6895, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1450

OP \$2165.00 85477460

SCHEDULE A

Trademarks

<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>
EASY ENHANCER®	3533561	18-NOV-2008
... YOUR STYLE, YOUR SIZE®	2604539	06-AUG-2002
... YOUR STYLE, YOUR SIZE®	3394710	11-MAR-2008
ALL AMERICAN COMFORT®	2696788	11-MAR-2003
ALLISON WOODS®	2444761	23-JUN-1998
AMERICA'S WHITE SALE CATALOG®	3162735	24-OCT-2006
AMOUREUSE®	3327737	30-OCT-2007
BCO®	3256476	26-JUN-2007
BOULDER CREEK®	3218794	13-MAR-2007
BRYLANEHOME REWARDS®	3402828	25-MAR-2008
BRYLANEHOME®	2588396	02-JUL-2002
BRYLANEHOME®	4102542	21-FEB-2012
BRYLANEHOME®	2681499	28-JAN-2003
CAN A WEBSITE CHANGE YOUR WORLD?®	3477613	29-JUL-2008
CANDLELIGHT & CHAMPAGNE and Design®	2276592	07-SEP-1999
CHELSEA STUDIO®	2859197	06-JUL-2004
COMFORT CASH®	3276431	07-AUG-2007
COMFORT CHOICE & Design® (Flower Design)	3647499	30-JUN-2009
COMFORT CHOICE MADE TO BE BEAUTIFUL®	3761302	16-MAR-2010
COMFORT CHOICE®	3337162	13-NOV-2007
COMFORT CRADLES®	3995075	12-JUL-2011
COMFORT VIEW®	3276396	07-AUG-2007
DENIM24/7 & Design™ (Heart Design)	3926706	01-MAR-2011
DREAMS & CO. & Design® (Flower Design)	3975832	07-JUN-2011
DREAMS & CO.®	2805755	13-JAN-2004
DREAMS & CO.™	3967187	24-MAY-2011
EASY MOVEMENT™	85477460	21-NOV-2011
EASY OPTIONS®	2872608	10-AUG-2004
ENERGY FLEX®	3929740	08-MAR-2011
FIT 4 U®	3570653	03-FEB-2009
FIT BY BODY®	4167655	03-JUL-2012
FLOWER DESIGN (for	3435579	27-MAY-2008

<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>
Woman Within)		
FULLBEAUTY (Catalog)	85706688	17-AUG-2012
FULLBEAUTY.COM™ (On-line)	85370797	13-JUL-2011
INSTANT FIX®	3794632	25-MAY-2010
INTIMATE PROMISE® (IC 025)	3230522	17-APR-2007
INVISIBLE STRETCH®	3248441	29-MAY-2007
KING'S COURT PLATINUM®	3314338	16-OCT-2007
KINGS' COURT®	2635986	15-OCT-2002
KINGSIZE DIRECT®	2751981	19-AUG-2003
KINGSIZE REWARDS®	3402821	25-MAR-2008
KINGSIZE THE BIG AND TALL EXPERTS™	85430136	23-SEP-2011
KINGSIZE®	4102521	21-FEB-2012
KINGSIZE®	977344	22-JAN-1974
KINGSIZE®	2706494	15-APR-2003
KINGSIZE®	931531	28-MAR-1972
KINGSIZEDIRECT.COM®	3718563	01-DEC-2009
KNOCKAROUNDS®	2840209	11-MAY-2004
LIBERTY BLUES®	3218621	13-MAR-2007
LOVE WHAT YOU WEAR®	3905410	11-JAN-2011
MAINSTREET BLUES®	2725970	10-JUN-2003
MORE FOR LESS IN BIG AND TALL SIZES!®	2666174	24-DEC-2002
NO HASSLE®	3259164	03-JUL-2007
ONE STOP PLUS®	3350100	04-DEC-2007
ONESTOPPLUS.com REWARDS®	3402827	25-MAR-2008
ONESTOPPLUS.COM®	4102523	21-FEB-2012
ONLY NECESSITIES®	2428869	13-FEB-2001
OSP MAG®	3919602	15-FEB-2011
OSP TV®	3919876	15-FEB-2011
OSP®	3565058	20-JAN-2009
ROAMAN'S®	4110889	13-MAR-2012
ROAMAN'S®	4178175	24-JUL-2012
ROAMAN'S® (Mail Order Catalog Services)	3242534	15-MAY-2007
ROAMAN'S® (Online Services)	2654196	26-NOV-2002
SECRET SOLUTIONS BY COMFORT CHOICE®	3592596	17-MAR-2009
SECRET SOLUTIONS®	3730841	29-DEC-2009
SOFT FOCUS®	2807459	20-JAN-2004
STEP UP COMFORT®	3178286	28-NOV-2006
SUPPORT WITHOUT	3796768	01-JUN-2010

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<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>
CONSTRAINT®		
SWIM 365®	3213878	27-FEB-2007
THE BEST DRESSED®	2793123	09-DEC-2003
VERANESI®	3276289	07-AUG-2007
VIA ACCENTI®	2721555	03-JUN-2003
VIA ACCENTI®	2698161	18-MAR-2003
V-MAIL EXCLUSIVE®	3761647	16-MAR-2010
WEATHER SOLUTIONS®	3256943	26-JUN-2007
WEATHERWISE®	3525187	28-OCT-2008
WE'VE GOT IT!®	3512032	07-OCT-2008
WILLOW LANE®	3234264	24-APR-2007
WOMAN WITHIN 365®	3576901	17-FEB-2009
WOMAN WITHIN®	1617731	16-OCT-1990
WOMAN WITHIN®	3220573	20-MAR-2007
WOMAN WITHIN® (stylized)	3675933	01-SEP-2009
WOWEL	85703995	15-AUG-2012
PETAL BOOST	3772906	06-APR-2010
DENIM 24/7	2921453	25-JAN-2005

International Trademarks

<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>	<u>COUNTRY</u>
WOMAN WITHIN™	1433832	24-MAY-2011	Australia
ONESTOPPLUS®	1415028	18-MAR-2011	Australia
ONESTOPPLUS™	830989803	30-MAR-2011	Brazil
WOMAN WITHIN™	831061472	26-MAY-2011	Brazil
ONESTOPPLUS™	1528905	24-MAY-2011	Canada
WOMAN WITHIN™	1528904	24-MAY-2011	Canada
ONESTOPPLUS	9233308	07-APR-2012	China
ONESTOPPLUS	9233309	07-APR-2012	China
ROAMAN'S (stylized in purple)	9952573	21-SEP-2011	Community Trademark
WOMAN WITHIN™	10254589	10-FEB-2012	Community Trademark
ONESTOPPLUS®	9118159	08-NOV-2010	Community Trademark
FULLBEAUTY®	10144376	22-DEC-2011	Community Trademark
ROAMAN'S®	CTM09952573	21-SEP-2011	Community Trademark
ROAMAN'S™	10254613	10-FEB-2012	Community Trademark
KNOCKAROUNDS®	1064883	13-JAN-2011	International Register

ONE STOP PLUS®	1010590	22-JUL-2009	International Register
KNOCKAROUNDS®	1064883	13-JAN-2011	International Register
SECRET SOLUTIONS BY COMFORT CHOICE®	1044831	08-JUL-2010	International Register
SECRET SOLUTIONS®	1044832	08-JUL-2010	International Register
WOMAN WITHIN®	1079746	24-MAY-2011	International Register
WOMAN WITHIN® (stylized)	1044258	07-MAY-2010	International Register
WOMAN WITHIN™	1073894	18-FEB-2011	International Register
DENIM24/7 & Design® (Heart Design)	1050574	18-AUG-2010	International Register
BOULDER CREEK®	1065391	12-JAN-2011	International Register
BRABLISS.COM	1077952	28-APR-2011	International Register
COMFORT CHOICE®	1012770	11-AUG-2009	International Register
WOMAN WITHIN™	1242912	11-OCT-2011	Mexico
WOMAN WITHIN®	263539	23-JAN-2012	Norway
FULLBEAUTY®	263075	16-DEC-2011	Norway
ONESTOPPLUS™	201110779	22-SEP-2011	Norway
FULLBEAUTY®	625783	09-FEB-2012	Switzerland
KINGSIZE™	60751/2011	23-SEP-2011	Switzerland
WOMAN WITHIN™	628144	12-APR-2012	Switzerland
ROAMAN'S®	630795	14-JUN-2012	Switzerland
ONESTOPPLUS™	60750/2011	23-SEP-2011	Switzerland

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, REDCATS USA, L.P. (to be renamed OSP Group, L.P., on or promptly following the Closing Date), a Delaware limited partnership (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as administrative and collateral agent (in such capacity, the "Grantee"), a continuing security interest in (a) all of the Grantor's right, title and interest in, to and under to the United States trademarks, tradenames, trade dress and service marks and all trademark registrations and trademark applications and recordings (the "Marks") set forth on Schedule A attached hereto, (b) all rights and privileges arising under applicable law with respect to Grantor's use of any trademarks, tradenames, trade dress and service marks, and all renewals thereof, (c) the goodwill of the business symbolized by each of the Marks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing the Marks, (d) all present and future license and distribution agreements (subject to the rights of the licensors therein) pertaining to the Marks, (e) all income, fees, royalties and other payments at any time due or payable with respect thereto, including, without limitation, payments under all licenses at any time entered into in connection therewith; (f) the right to sue for past, present and future infringements thereof, (g) all rights corresponding thereto, (h) any and all other proceeds of any of the foregoing, including, without limitation, all damages and payments or claims by Grantor against third parties for past or future infringement of the Marks and (i) all causes of action arising prior to or after the date hereof for unfair competition regarding the Marks.

THIS GRANT (the "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Amended and Restated Security Agreement by, among others, the Grantor and the Grantee, dated as of February 5, 2013 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

This Grant may be executed in any number of counterparts each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 5th day of February, 2013.

REDCATS USA, L.P. (to be renamed OSP Group, L.P. on or promptly following the Closing Date), as Grantor

By: 

Name: _____

Title: _____

Trademark Security Agreement

TRADEMARK
REEL: 004967 FRAME: 0658

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee**

By: 

Name: Adam B. Davis

Title: Director

Trademark Security Agreement