

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
Provo Craft Holdings, LLC	FORMERLY Arches Acquisition I, LLC	09/20/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Petrus Agent, LLC
Street Address:	2300 West Plano Parkway
City:	Plano
State/Country:	TEXAS
Postal Code:	75075
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 74

Property Type	Number	Word Mark
Registration Number:	3402616	A WORD PARTY
Registration Number:	3402646	ACCENT ESSENTIALS
Registration Number:	3264154	ALL MIXED UP
Registration Number:	3326189	ALPHACLIPS
Registration Number:	3267537	ANIMAL KINGDOM
Registration Number:	3267542	BEYOND BIRTHDAYS
Registration Number:	3294648	CANDLSENSE
Registration Number:	3367662	CHRISTMAS CHEER
Registration Number:	3326119	CRICUT
Registration Number:	3406679	CRICUT
Registration Number:	3372457	CRICUT
Registration Number:	3881505	CRICUT CAKE
Registration Number:	4148866	CRICUT CRAFT ROOM
Registration Number:	3541570	CRICUT CREATE

TRADEMARK

Registration Number:	3579471	CRICUT DESIGNSTUDIO
Serial Number:	85967411	CRICUT EXPLORE
Registration Number:	3572075	CRICUT EXPRESSION
Registration Number:	3945926	CRICUT IMAGINE
Registration Number:	3541571	CRICUT JUKEBOX
Registration Number:	4084875	CRICUT MAGAZINE
Registration Number:	4167781	CRICUT MINI
Registration Number:	3395571	CRICUT SAMPLER
Registration Number:	3432262	CRICUT SCRIPT
Registration Number:	3374062	CUT WHAT YOU WANT
Registration Number:	3415985	CUTTLEBUG
Serial Number:	85229541	C
Registration Number:	4199329	
Registration Number:	3326120	
Registration Number:	3797272	
Registration Number:	3883793	DESIGN ANYWHERE
Serial Number:	85967419	DESIGN SPACE
Registration Number:	3325911	DOODLE BLOCK
Registration Number:	3313549	DOODLE DOTS
Registration Number:	3313548	DOODLE TAG
Registration Number:	3267536	DOODLECHARMS
Registration Number:	3267553	DOODLETYPE
Registration Number:	3395581	FELT FASHIONS
Registration Number:	3415235	GARDEN OF WORDS
Registration Number:	3370440	GEORGE AND BASIC SHAPES
Registration Number:	3904948	GYPSY
Registration Number:	3315523	JASMINE
Registration Number:	3058156	KNIFTY KNITTER
Registration Number:	3433116	MATCHLESS AROMA
Registration Number:	3337504	MINI MONOGRAMS
Registration Number:	3389599	MY COMMUNITY
Registration Number:	3389598	MY WORLD
Registration Number:	3405978	NEW ARRIVAL
Registration Number:	3493251	NTH DEGREE CREATIVE
Registration Number:	3415237	OCEAN OF WORDS

TRADEMARK

REEL: 005128 FRAME: 0356

	3405977	OPPOSITES ATTRACT
Registration Number:	3402682	PAPER DOLL DRESS UP
Registration Number:	3304902	PAPER PUPS
Registration Number:	4023534	P C
Registration Number:	3779508	P C
Registration Number:	3321932	PRINTING PRESS
Registration Number:	3182503	PROVO CRAFT
Registration Number:	3450464	PROVO CRAFT STYLE
Registration Number:	3325859	SHORTCUTZ
Registration Number:	3367627	TAGS, BAGS, BOXES & MORE
Registration Number:	3267552	TEAR DROP
Registration Number:	2879616	TERRIFICALLY TACKY TAPE
Registration Number:	3340993	TREASURING TIME
Registration Number:	3941090	TURN ON YOUR CREATIVE BEST
Registration Number:	3405979	WALK IN MY GARDEN
Registration Number:	3389597	WORD BUILDERS 1
Registration Number:	3389596	WORD BUILDERS 2
Registration Number:	3389595	WORD BUILDERS 3
Registration Number:	3690259	YOURSTORY
Registration Number:	3693632	YUDU
Registration Number:	3868727	YUDU
Registration Number:	3926250	YUDU
Registration Number:	3868720	YUDU
Registration Number:	3021856	ZISION
Registration Number:	3405980	ZOOBALLOO

CORRESPONDENCE DATA

Fax Number: 2029068669
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 202.906.8618
Email: ipmail@dykema.com
Correspondent Name: Eric T. Fingerhut
Address Line 1: 1300 I St., NW, Suite 300 West
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER: 107475.0006

NAME OF SUBMITTER:

TRADEMARK
REEL: 005128 FRAME: 0357

	Eric T. Fingerhut
Signature:	/eric t. fingerhut/
Date:	10/03/2013
Total Attachments: 7 source=TM Security Interest (Provo Craft Holdings, LLC to Petrus Agent, LLC)#page1.tif source=TM Security Interest (Provo Craft Holdings, LLC to Petrus Agent, LLC)#page2.tif source=TM Security Interest (Provo Craft Holdings, LLC to Petrus Agent, LLC)#page3.tif source=TM Security Interest (Provo Craft Holdings, LLC to Petrus Agent, LLC)#page4.tif source=TM Security Interest (Provo Craft Holdings, LLC to Petrus Agent, LLC)#page5.tif source=TM Security Interest (Provo Craft Holdings, LLC to Petrus Agent, LLC)#page6.tif source=TM Security Interest (Provo Craft Holdings, LLC to Petrus Agent, LLC)#page7.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Collateral Agreement dated as of September 20, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among PROVO CRAFT HOLDINGS, LLC (f/k/a Arches Acquisition I, LLC), a Delaware limited liability company ("Holdings"), PROVO CRAFT & NOVELTY, INC., a Utah corporation (the "Company"), the other parties identified as "Grantors" on the signature pages hereto and such other parties that may become Grantors hereunder after the date hereof (together with the Company and Holdings, individually a "Grantor", and collectively the "Grantors") and Petrus Agent, LLC, in its capacity as administrative agent (in such capacity, the "Priority Loan Administrative Agent") for the holders of the Obligations, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the Trademarks, including the Trademarks on Schedule 1 (the "Trademark Collateral") to the Priority Loan Administrative Agent for the ratable benefit of the Secured Parties. Terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

The Grantors and the Priority Loan Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the grant of a security interest in the Trademark Collateral (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

This Notice of Grant of Security Interest in Trademarks has been entered into in conjunction with the provisions of the Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Priority Loan Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[Signature page follows]

GRANTOR:

[Address]

PRIORITY LOAN ADMINISTRATIVE
AGENT:

[Address]

Very truly yours,

PROVO CRAFT HOLDINGS, LLC

By:

Name:

Title:

Acknowledged and accepted:

PETRUS AGENT, LLC

By:

Name:

Title:

GRANTOR:

[Address]

Very truly yours,

PROVO CRAFT HOLDINGS, LLC

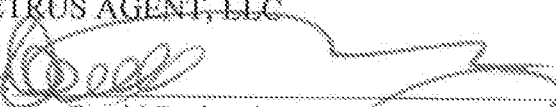
By: _____
Name: _____
Title: _____

PRIORITY LOAN ADMINISTRATIVE
AGENT:

2300 West Plano Parkway
Plano, Texas 75075

Acknowledged and accepted:

PETRUS AGENT, LLC

By:  _____
Name: David Radunsky
Title: Chief Financial Officer

SCHEDULE 1

UNITED STATES TRADEMARKS

A WORD PARTY	UNITED STATES	77/087,058	3,402,616	3/25/2008	REGISTERED
ACCENT ESSENTIALS	UNITED STATES	77/096,645	3,402,646	3/25/2008	REGISTERED
ALL MIXED UP	UNITED STATES	77/013,513	3,264,154	7/17/2007	REGISTERED
ALPHACLIPS	UNITED STATES	78/633,549	3,326,189	10/30/2007	REGISTERED
ANIMAL KINGDOM	UNITED STATES	77/013,560	3,267,537	7/24/2007	REGISTERED
BEYOND BIRTHDAYS	UNITED STATES	77/014,450	3,267,542	7/24/2007	REGISTERED
CANDLESENSE	UNITED STATES	78/429,633	3,294,648	9/18/2007	REGISTERED
CHRISTMAS CHEER	UNITED STATES	77/019,772	3,367,662	1/15/2008	REGISTERED
CRICUT	UNITED STATES	78/618,210	3,326,119	10/30/2007	REGISTERED
CRICUT & Design	UNITED STATES	78/618,223	3,406,679	4/1/2008	REGISTERED
CRICUT & Design	UNITED STATES	77/185,997	3,372,457	1/22/2008	REGISTERED
CRICUT CAKE	UNITED STATES	77/915,458	3,881,505	11/23/2010	REGISTERED
CRICUT CRAFT ROOM	UNITED STATES	85/297,821	4,148,866	5/29/2012	REGISTERED
CRICUT CREATE	UNITED STATES	77/377,629	3,541,570	12/2/2008	REGISTERED
CRICUT DESIGNSTUDIO	UNITED STATES	77/506,658	3,579,471	2/24/2009	REGISTERED
CRICUT EXPLORE	UNITED STATES				PENDING
CRICUT EXPRESSION	UNITED STATES	77/506,667	3,572,075	2/10/2009	REGISTERED
CRICUT IMAGINE	UNITED STATES	77/963,240	3,945,926	4/12/2011	REGISTERED
CRICUT JUKEBOX	UNITED STATES	77/377,636	3,541,571	12/2/2008	REGISTERED
CRICUT MAGAZINE	UNITED STATES	85/164,110	4,084,875	1/10/2012	REGISTERED
CRICUT MINI	UNITED STATES	85/466,233	4,167,781	7/3/2012	REGISTERED
CRICUT SAMPLER	UNITED STATES	77/113,452	3,395,571	3/11/2008	REGISTERED
CRICUT SCRIPT	UNITED STATES	77/123,737	3,432,262	5/20/2008	REGISTERED
CUT WHAT YOU WANT	UNITED STATES	78/772,133	3,374,062	1/22/2008	REGISTERED
CUTTLEBUG	UNITED STATES	78/832,706	3,415,985	4/22/2008	REGISTERED
DESIGN (Cricut C)	UNITED STATES	85/229,541			PENDING
DESIGN (Cricut Circle)	UNITED STATES	85/229,543	4,199,329	8/28/2012	REGISTERED
DESIGN (CRICUT)	UNITED STATES	78/618,240	3,326,120	10/30/2007	REGISTERED
DESIGN (Pinwheel)	UNITED STATES	77/729,279	3,797,272	6/1/2010	REGISTERED
DESIGN ANYWHERE	UNITED STATES	77/778,438	3,833,793	11/30/2010	REGISTERED
DESIGN SPACE	UNITED STATES				PENDING
DOODLE BLOCK	UNITED STATES	78/543,179	3,325,911	10/30/2007	REGISTERED
DOODLE DOTS	UNITED STATES	78/543,182	3,313,549	10/16/2007	REGISTERED
DOODLE TAG	UNITED STATES	78/543,175	3,313,548	10/16/2007	REGISTERED
DOODLECHARMS	UNITED STATES	77/013,539	3,267,536	7/24/2007	REGISTERED
DOOBLETYP	UNITED STATES	77/019,791	3,267,553	7/24/2007	REGISTERED

FELT FASHIONS	UNITED STATES	77/118,616	3,395,581	3/11/2008	REGISTERED
GARDEN OF WORDS	UNITED STATES	77/087,051	3,415,235	4/22/2008	REGISTERED
GEORGE AND BASIC SHAPES	UNITED STATES	78/744,596	3,370,440	1/15/2008	REGISTERED
GYPSY	UNITED STATES	77/695,606	3,904,948	1/11/2011	REGISTERED
JASMINE	UNITED STATES	77/013,508	3,315,523	10/23/2007	REGISTERED
KNIFTY KNITTER	UNITED STATES	78/293,732	3,058,156	2/7/2006	REGISTERED
LADYBUG & Design	UNITED STATES	78/918,164	3,237,139	5/1/2007	REGISTERED
MATCHLESS AROMA	UNITED STATES	78/853,711	3,433,116	5/20/2008	REGISTERED
MINI MONOGRAMS	UNITED STATES	77/013,524	3,337,504	11/13/2007	REGISTERED
MY COMMUNITY	UNITED STATES	77/112,875	3,389,599	2/26/2008	REGISTERED
MY WORLD	UNITED STATES	77/112,870	3,389,598	2/26/2008	REGISTERED
NEW ARRIVAL	UNITED STATES	77/004,420	3,405,978	4/1/2008	REGISTERED
NTH DEGREE CREATIVE	UNITED STATES	77/086,864	3,493,251	8/26/2008	REGISTERED
OCEAN OF WORDS	UNITED STATES	77/087,139	3,415,237	4/22/2008	REGISTERED
OPPOSITES ATTRACT	UNITED STATES	77/004,412	3,405,977	4/1/2008	REGISTERED
PAPER DOLL DRESS UP	UNITED STATES	77/112,865	3,402,682	3/25/2008	REGISTERED
PAPER PUPS	UNITED STATES	77/004,456	3,304,902	10/2/2007	REGISTERED
PC DESIGN (Power) - child of 117804	UNITED STATES	77/982,329	4,023,534	9/6/2011	REGISTERED
PC DESIGN (POWER) (Division of 117804)	UNITED STATES	77/979,075	3,779,508	4/20/2010	REGISTERED
PCCRAFTER	UNITED STATES	78/914,654	3,324,388	10/30/2007	REGISTERED
PRINTING PRESS	UNITED STATES	77/004,443	3,321,932	10/23/2007	REGISTERED
PROVO CRAFT	UNITED STATES	78/427,257	3,182,503	12/12/2005	REGISTERED
PROVO CRAFT STYLE	UNITED STATES	77/135,205	3,450,464	6/17/2008	REGISTERED
SHORTCUTZ	UNITED STATES	78/520,956	3,325,859	10/30/2007	REGISTERED
TAGS, BAGS, BOXES & MORE	UNITED STATES	77/013,550	3,367,627	1/15/2008	REGISTERED
TEAR DROP	UNITED STATES	77/019,754	3,267,552	7/24/2007	REGISTERED
TERRIFICALLY TACKY TAPE	UNITED STATES	78/299,416	2,879,616	8/31/2004	REGISTERED
TREASURING TIME	UNITED STATES	78/543,196	3,340,993	11/20/2007	REGISTERED
TURN ON YOUR CREATIVE BEST	UNITED STATES	77/488,397	3,941,090	4/5/2011	REGISTERED
WALK IN MY GARDEN	UNITED STATES	77/004,426	3,405,979	4/1/2008	REGISTERED
WE PUT THE ART IN CLIPART!	UNITED STATES	78/918,157	3,237,138	5/1/2007	REGISTERED
WORD BUILDERS 1	UNITED STATES	77/112,856	3,389,597	2/26/2008	REGISTERED
WORD BUILDERS 2	UNITED STATES	77/112,844	3,389,596	2/26/2008	REGISTERED
WORD BUILDERS 3	UNITED STATES	77/112,840	3,389,595	2/26/2008	REGISTERED
YOURSTORY	UNITED STATES	77/488,393	3,690,259	9/29/2009	REGISTERED
YUDU	UNITED STATES	77/487,304	3,693,632	10/6/2009	REGISTERED
YUDU & Design (Horizontal) (Child of 124851)	UNITED STATES	77/980,328	3,868,727	10/26/2010	REGISTERED
YUDU & Design (Vertical)	UNITED STATES	77/702,145	3,926,250	3/1/2011	REGISTERED
YUDU & Design (Vertical) (child of 124852)	UNITED STATES	77/980,265	3,868,720	10/26/2010	REGISTERED
ZISION	UNITED STATES	78/340,344	3,021,856	11/29/2005	REGISTERED

ZOOBALLOO	UNITED STATES	77/004,449	3,405,980	4/1/2008	REGISTERED
-----------	---------------	------------	-----------	----------	------------

DALLAS1566798.1
IDADASTE