

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bluestem Brands, Inc.		12/06/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as Administrative Agent
Street Address:	1525 West W.T. Harris Boulevard
Internal Address:	MAC D1109-019
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28262
Entity Type:	a national banking association: UNITED STATES

PROPERTY NUMBERS Total: 66

Property Type	Number	Word Mark
Registration Number:	4064036	AHORA SI PUEDES
Registration Number:	2274991	BACKYARD LIVING
Registration Number:	4350471	BLUESTEM BRANDS, INC.
Registration Number:	4350472	BLUESTEM BRANDS, INC.
Registration Number:	4350470	BLUESTEM BRANDS, INC.
Registration Number:	3664918	CAREFREE LIVING
Registration Number:	1505333	CAREFREE LIVING
Registration Number:	2645988	CHEF'S MARK
Registration Number:	2489361	CHEF'S MARK
Registration Number:	2497159	CHEF'S MARK PREFERRED QUALITY
Registration Number:	2659758	CHEF'S MARK PREFERRED QUALITY
Registration Number:	3521668	DECORATE MORE! ENTERTAIN MORE! GIVE MORE
Registration Number:	3897732	

OP \$1665.00 4064036

Registration Number:	4321326	
Registration Number:	4321327	
Registration Number:	3865578	
Registration Number:	3865579	
Registration Number:	4321329	
Registration Number:	4321328	
Registration Number:	4071259	DIGITAL ZONE
Registration Number:	3731914	DIGITAL ZONE
Registration Number:	2398630	DIGITAL ZONE
Registration Number:	4162372	EASY SHOPPING, WORRY-FREE PAYMENTS
Registration Number:	3279350	FINGERHUT
Registration Number:	973080	FINGERHUT
Registration Number:	999881	FINGERHUT
Registration Number:	3463673	FINGERHUT FINDS
Registration Number:	4017087	FINGERHUT FRESHSTART
Registration Number:	3959357	FINGERHUT FRESHSTART
Registration Number:	3857587	GETTINGTON
Registration Number:	3887124	GETTINGTON
Registration Number:	3897731	GETTINGTON
Registration Number:	3890749	GETTINGTON
Registration Number:	3971069	GETTINGTON
Registration Number:	3861855	GETTINGTON.COM
Registration Number:	2503225	GOOD DEALS, GREAT BUYS
Registration Number:	3861853	GOODIE BAG
Registration Number:	2386204	HOLIDAY BIG BOOK
Registration Number:	2967344	HOME DEALS
Registration Number:	2099973	LIFE MAX
Registration Number:	2900086	MASTER CRAFT
Registration Number:	3066211	MASTER CRAFT
Registration Number:	2196111	MASTER CRAFT
Registration Number:	2900087	MASTER CRAFT PRO
Registration Number:	2443038	MASTER CRAFT PRO
Registration Number:	4392447	MCLELAND DESIGN
Registration Number:	3716729	MORE4LIFE
Registration Number:	3862363	NOW YOU CAN

	2358444	OUTDOOR SPIRIT
Registration Number:	2366241	OUTDOOR SPIRIT
Registration Number:	2444758	OUTDOOR SPIRIT
Registration Number:	2476139	OUTDOOR SPIRIT
Registration Number:	4180995	PAYCHECK DIRECT
Registration Number:	3608860	SAFELINE
Registration Number:	2476310	SPRING BIG BOOK
Registration Number:	2579749	ST. CROIX COLORS
Registration Number:	3732769	SUMMER BIG BOOK
Registration Number:	3914659	SUMMER BIG BOOK
Registration Number:	1933548	SUPER CHEF
Registration Number:	3595788	WINTER BIG BOOK
Registration Number:	3399460	COUNTRY BEAR
Registration Number:	1724645	GATE ONE
Registration Number:	1722969	GATE ONE LUGGAGE
Registration Number:	1693689	ROOMS FOR LIVING
Serial Number:	86052942	CHEF'S MARK
Serial Number:	86053098	CHEF'S MARK PREFERRED QUALITY

**CORRESPONDENCE DATA**

Fax Number: 7043738822  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: (704) 373-4640  
Email: bsmith@mcguirewoods.com  
Correspondent Name: Betty G. Smith, Senior Paralegal  
Address Line 1: McGuireWoods LLP, 201 N. Tryon Street  
Address Line 2: Suite 3000  
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	2029724-0658
NAME OF SUBMITTER:	Betty G. Smith
Signature:	/Betty G. Smith/
Date:	12/09/2013

Total Attachments: 11  
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**TRADEMARK**

**REEL: 005169 FRAME: 0816**

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**NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS**

December 6, 2013

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Pledge and Security Agreement dated as of December 6, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among the Grantor (as identified on the signature page attached hereto), the other grantors party thereto and the Administrative Agent for the Secured Parties, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the Trademarks, including the United States Trademarks on Schedule 1 hereto (the "Trademark Collateral") to the 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 Grantor and the 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 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:

Bluestem Brands, Inc.  
6509 Flying Cloud Drive  
Eden Prairie, Minnesota 55344

Jurisdiction of Organization: Delaware

Very truly yours,

BLUESTEM BRANDS, INC.

By:   
Name: Mark P. Wagener  
Title: Executive Vice President

ADMINISTRATIVE AGENT:

1525 West W.T. Harris Boulevard  
MAC D1109-019  
Charlotte, North Carolina 28262

Acknowledged and accepted:

WELLS FARGO BANK, NATIONAL  
ASSOCIATION

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

GRANTOR:

Bluestem Brands, Inc.  
6509 Flying Cloud Drive  
Eden Prairie, Minnesota 55344

Jurisdiction of Organization: Delaware

ADMINISTRATIVE AGENT:

1525 West W.T. Harris Boulevard  
MAC D1109-019  
Charlotte, North Carolina 28262

Very truly yours,

BLUESTEM BRANDS, INC.

By: \_\_\_\_\_  
Name: Mark P. Wagener  
Title: Executive Vice President

Acknowledged and accepted:

WELLS FARGO BANK, NATIONAL  
ASSOCIATION



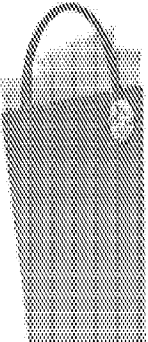
By: Jocelyn Boll  
Name: Jocelyn Boll  
Title: Vice President

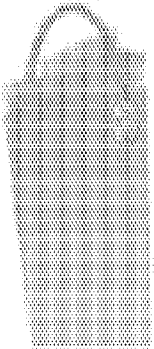
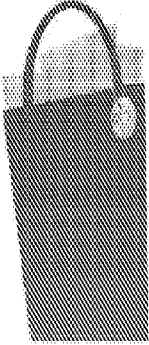
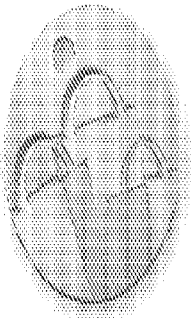
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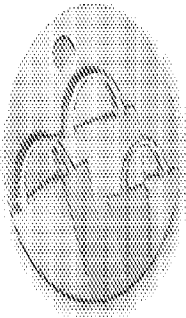
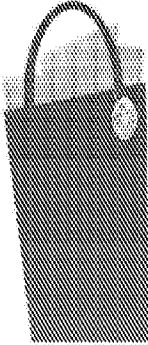
TRADEMARKS




<u>Mark</u>	<u>Image</u>	<u>Country</u>	<u>App No</u>	<u>App Date</u>	<u>Reg No</u>	<u>Reg Date</u>	<u>Owner Name</u>
AHORA SI PUEDES		United States Of America	77/963,385	3/19/2010	4,064,036	11/29/2011	Bluestem Brands, Inc.
BACKYARD LIVING		United States Of America	75/406,940	12/17/1997	2,274,991	8/31/1999	Bluestem Brands, Inc.
BLUESTEM BRANDS, INC.		United States Of America	77/963,410	3/19/2010	4,350,471	6/11/2013	Bluestem Brands, Inc.
BLUESTEM BRANDS, INC. (Stylized in Color)		United States Of America	77/963,432	3/19/2010	4,350,472	6/11/2013	Bluestem Brands, Inc.
BLUESTEM BRANDS, INC. (Stylized)		United States Of America	77/963,397	3/19/2010	4,350,470	6/11/2013	Bluestem Brands, Inc.
CAREFREE LIVING		United States Of America	77/566,576	9/10/2008	3,664,918	8/4/2009	Bluestem Brands, Inc.
CAREFREE LIVING		United States Of America	73/701,228	12/14/1987	1,505,333	9/20/1988	Bluestem Brands, Inc.
CHEF'S MARK		United States Of America	75/341,842	8/15/1997	2,645,988	11/5/2002	Bluestem Brands, Inc.
CHEF'S MARK		United States Of America	75/980,599	8/15/1997	2,489,361	9/11/2001	Bluestem Brands, Inc.
CHEF'S MARK		United States Of America	86/052,942	8/30/2013			Bluestem Brands, Inc.
CHEF'S MARK PREFERRED QUALITY and Design		United States Of America	75/980,739	8/15/1997	2,497,159	10/9/2001	Bluestem Brands, Inc.
CHEF'S MARK PREFERRED QUALITY and Design		United States Of America	75/341,494	8/15/1997	2,659,758	12/10/2002	Bluestem Brands, Inc.

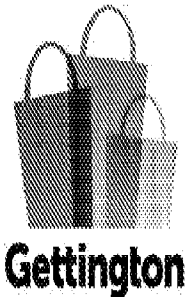



Mark	Image	Country	App No	App Date	Reg No	Reg Date	Owner Name
CHEF'S MARK PREFERRED QUALITY and Design		United States Of America	86/053,098	8/30/2013			Bluestem Brands, Inc.
DECORATE MORE! ENTERTAIN MORE! GIVE MORE!		United States Of America	77/197,770	6/5/2007	3,521,668	10/21/2008	Bluestem Brands, Inc.
DESIGN (Gettington bag logo - color)		United States Of America	77/695,060	3/19/2009	3,897,732	12/28/2010	Bluestem Brands, Inc.
DESIGN (Goodie Bag - Blue)		United States Of America	77/805,693	8/17/2009	4,321,326	4/16/2013	Bluestem Brands, Inc.



<u>Mark</u>	<u>Image</u>	<u>Country</u>	<u>App No</u>	<u>App Date</u>	<u>Reg No</u>	<u>Reg Date</u>	<u>Owner Name</u>
DESIGN (Goodie Bag - Gold)		United States Of America	77/805,695	8/17/2009	4,321,327	4/16/2013	Bluestem Brands, Inc.
DESIGN (Goodie Bag - Pink)		United States Of America	77/805,696	8/17/2009	3,865,578	10/19/2010	Bluestem Brands, Inc.
DESIGN (Goodie Bag Medallion - Gold)		United States Of America	77/805,707	8/17/2009	3,865,579	10/19/2010	Bluestem Brands, Inc.

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DESIGN (Goodie Bag Medallion)		United States Of America	77/805,703	8/17/2009	4,321,329	4/16/2013	Bluestem Brands, Inc.
DESIGN (Goodie Bag)		United States Of America	77/805,697	8/17/2009	4,321,328	4/16/2013	Bluestem Brands, Inc.
DIGITAL ZONE		United States Of America	77/963,419	3/19/2010	4,071,259	12/13/2011	Bluestem Brands, Inc.
DIGITAL ZONE		United States Of America	77/295,842	10/4/2007	3,731,914	12/29/2009	Bluestem Brands, Inc.
DIGITAL ZONE		United States Of America	75/638,137	2/10/1999	2,398,630	10/24/2000	Bluestem Brands, Inc.
EASY SHOPPING, WORRY-FREE PAYMENTS		United States Of America	85/359,524	6/29/2011	4,162,372	6/19/2012	Bluestem Brands, Inc.
FINGERHUT		Mexico	712727	4/18/2005	884685	5/30/2005	Fingerhut Direct Marketing, Inc.
FINGERHUT		United States Of America	78/533,161	12/15/2004	3,279,350	8/14/2007	Bluestem Brands, Inc.
FINGERHUT		United States Of America	72/428,394	6/26/1972	973,080	11/13/1973	Bluestem Brands, Inc.
FINGERHUT		United States Of America	72/465,973	8/20/1973	999,881	12/17/1974	Bluestem Brands, Inc.
FINGERHUT FINDS		United States Of America	77/197,768	6/5/2007	3,463,673	7/8/2008	Bluestem Brands, Inc.
FINGERHUT FRESHSTART		United States Of America	85/115,142	8/25/2010	4,017,087	8/23/2011	Bluestem Brands, Inc.

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FINGERHUT FRESHSTART		United States Of America	77/963,506	3/19/2010	3,959,357	5/10/2011	Bluestem Brands, Inc.
GETTINGTON		United States Of America	77/646,363	1/9/2009	3,857,587	10/5/2010	Bluestem Brands, Inc.
GETTINGTON and Design (Black/White - Horizontal)		United States Of America	77/695,056	3/19/2009	3,887,124	12/7/2010	Bluestem Brands, Inc.
GETTINGTON and Design (Black/White - Vertical)		United States Of America	77/695,057	3/19/2009	3,897,731	12/28/2010	Bluestem Brands, Inc.
GETTINGTON and Design (Color - Horizontal)		United States Of America	77/695,050	3/19/2009	3,890,749	12/14/2010	Bluestem Brands, Inc.

Mark	Image	Country	App No	App Date	Reg No	Reg Date	Owner Name
GETTINGTON and Design (Color - Vertical)		United States Of America	77/695,055	3/19/2009	3,971,069	5/31/2011	Bluestem Brands, Inc.
GETTINGTON.COM		United States Of America	77/796,259	8/4/2009	3,861,855	10/12/2010	Bluestem Brands, Inc.
GOOD DEALS, GREAT BUYS		United States Of America	75/699,395	5/7/1999	2,503,225	10/30/2001	Bluestem Brands, Inc.
GOODIE BAG		United States Of America	77/795,304	8/3/2009	3,861,853	10/12/2010	Bluestem Brands, Inc.
HOLIDAY BIG BOOK		United States Of America	75/498,298	6/8/1998	2,386,204	9/12/2000	Bluestem Brands, Inc.
HOME DEALS		United States Of America	75/838,383	11/2/1999	2,967,344	7/12/2005	Bluestem Brands, Inc.
LIFE MAX		United States Of America	74/709,163	7/31/1995	2,099,973	9/23/1997	Bluestem Brands, Inc.
MASTER CRAFT		United States Of America	75/983,415	5/22/1998	2,900,086	11/2/2004	Bluestem Brands, Inc.
MASTER CRAFT		United States Of America	74/497,165	3/4/1994	3,066,211	3/7/2006	Bluestem Brands, Inc.
MASTER CRAFT		United States Of America	74/399,282	6/3/1993	2,196,111	10/13/1998	Bluestem Brands, Inc.
MASTER CRAFT PRO		United States Of America	75/983,504	3/4/1994	2,900,087	11/2/2004	Bluestem Brands, Inc.
MASTER CRAFT PRO		United States Of America	75/490,305	5/22/1998	2,443,038	4/10/2001	Bluestem Brands, Inc.
MCLELAND DESIGN		United States Of	77/609,530	11/7/2008	4,392,447	8/27/2013	Bluestem Brands, Inc.

<u>Mark</u>	<u>Image</u>	<u>Country</u>	<u>App No</u>	<u>App Date</u>	<u>Reg No</u>	<u>Reg Date</u>	<u>Owner Name</u>
		America					
MORE4LIFE		United States Of America	77/633,772	12/16/2008	3,716,729	11/24/2009	Bluestem Brands, Inc.
NOW YOU CAN		United States Of America	77/084,311	1/17/2007	3,862,363	10/19/2010	Bluestem Brands, Inc.
OUTDOOR SPIRIT		United States Of America	75/501,267	6/12/1998	2,358,444	6/13/2000	Bluestem Brands, Inc.
OUTDOOR SPIRIT		United States Of America	75/738,979	6/29/1999	2,366,241	7/11/2000	Bluestem Brands, Inc.
OUTDOOR SPIRIT		United States Of America	75/501,273	6/12/1998	2,444,758	4/17/2001	Bluestem Brands, Inc.
OUTDOOR SPIRIT		United States Of America	75/501,272	6/12/1998	2,476,139	8/7/2001	Bluestem Brands, Inc.
PAYCHECK DIRECT		United States Of America	85/359,371	6/29/2011	4,180,995	7/24/2012	Bluestem Brands, Inc.
SAFELINE		United States Of America	77/589,934	10/9/2008	3,608,860	4/21/2009	Bluestem Brands, Inc.
SPRING BIG BOOK		United States Of America	75/659,741	3/12/1999	2,476,310	8/7/2001	Bluestem Brands, Inc.
ST. CROIX COLORS		United States Of America	75/981,566	8/15/1997	2,579,749	6/11/2002	Bluestem Brands, Inc.
SUMMER BIG BOOK		United States Of America	77/978,377	10/3/2007	3,732,769	12/29/2009	Bluestem Brands, Inc.
SUMMER BIG BOOK		United States Of America	77/295,353	10/3/2007	3,914,659	2/1/2011	Bluestem Brands, Inc.
SUPER CHEF		United States Of America	74/376,304	4/5/1993	1,933,548	11/7/1995	Bluestem Brands, Inc.
WINTER BIG BOOK		United States Of America	77/295,364	10/3/2007	3,595,788	3/24/2009	Bluestem Brands, Inc.
COUNTRY BEAR		United States Of America	78550727	1/20/05	3399460	3/18/08	Bluestem Brands, Inc.

<u>Mark</u>	<u>Image</u>	<u>Country</u>	<u>App No</u>	<u>App Date</u>	<u>Reg No</u>	<u>Reg Date</u>	<u>Owner Name</u>
GATE ONE		United States Of America	74147437	3/13/91	1724645	10/13/92	Bluestem Brands, Inc.
GATE ONE LUGGAGE		United States Of America	74147438	3/13/91	1722969	10/6/92	Bluestem Brands, Inc.
ROOMS FOR LIVING		United States Of America	74138822	2/13/91	1693689	6/9/92	Bluestem Brands, Inc.

Licensed Trademarks:

Master Craft  
Master Craft Pro