

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
OFS Brands Inc.		12/17/2013	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	101 North Phillips Avenue
Internal Address:	One Wachovia Center
City:	Sioux Falls
State/Country:	SOUTH DAKOTA
Postal Code:	57104
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Serial Number:	85270369	ARISE
Serial Number:	86058874	BÄNDA
Serial Number:	85317752	BOOST
Serial Number:	77268679	CHILLIN
Registration Number:	3599547	CIRQ
Serial Number:	85501462	CLEAN SEAM CONNECTOR
Serial Number:	85137235	COMMONS
Serial Number:	85172154	CROSSOVER CASEGOODS
Serial Number:	78933525	ELEMENT
Serial Number:	85318968	ELEVEN
Serial Number:	78933605	ESSENCE
Serial Number:	77799793	EUROLUXE
Serial Number:	77045361	FIRSTOFFICE

CH \$965.00 85270369

Serial Number:	78759287	FLAIR
Serial Number:	77512172	HYPE
Serial Number:	85569624	INTERMIX
Serial Number:	78933554	INTRIGUE
Serial Number:	78725850	JEWEL
Serial Number:	85951036	JUX
Serial Number:	77674397	KEEN
Serial Number:	78663548	LAUNCH
Serial Number:	86009867	MODELLO
Serial Number:	77668879	MYSTIQUE
Serial Number:	77478690	OFFERINGS
Serial Number:	78755778	OFS
Serial Number:	77056360	OFS BRANDS
Serial Number:	78569665	PULSE
Serial Number:	78933563	REALM
Serial Number:	85321698	ROCO
Serial Number:	77328039	SCOOT
Serial Number:	85906603	SHIFT
Serial Number:	77668882	SHIMMER
Serial Number:	77816667	SILVERBAN
Serial Number:	85618082	SLATE
Serial Number:	85033250	STAKS
Serial Number:	73630288	STYLENE
Serial Number:	78933615	SYMPHONY
Serial Number:	77478694	VERVE

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 3172361313
 Email: brian.mcginis@btlaw.com
 Correspondent Name: Brian J. McGinnis
 Address Line 1: 11 South Meridian Street
 Address Line 4: INDIANAPOLIS, INDIANA 46204-3535

ATTORNEY DOCKET NUMBER:

41084-79

NAME OF SUBMITTER:

**TRADEMARK
 REEL: 005179 FRAME: 0247**

	Brian J. McGinnis
Signature:	/bmcginnis/
Date:	12/20/2013
Total Attachments: 5 source=Trademark#page1.tif source=Trademark#page2.tif source=Trademark#page3.tif source=Trademark#page4.tif source=Trademark#page5.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, OFS BRANDS INC., an Indiana corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as administrative 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 styles 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 styles and service marks, and all reissues, extensions, continuation and renewals thereof, (c) all prints and labels on which such trademarks, tradenames, tradestyles and service marks appear, have appeared or will appear, and all designs and general intangibles of a like nature; (d) 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, (e) all present and future license and distribution agreements (subject to the rights of the licensors therein) pertaining to the Marks, (f) 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; (g) the right to sue for past, present and future infringements thereof, (h) all rights corresponding thereto, (i) 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 (j) all causes of action arising prior to or after the date hereof for unfair competition regarding the Marks.

THIS 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 Security Agreement by, among others, the Grantor and the Grantee, dated as of December 17, 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 17th day of December, 2013.

OFS BRANDS INC., as Grantor

By: James A. Huebner
James A. Huebner, Senior Vice
President, Chief Financial Officer
and Secretary

STATE OF INDIANA)
)SS:
COUNTY OF DeWitt)

Before me, a Notary Public in and for said County and State, personally appeared James A Huebner, known to me to be the Senior Vice President, Chief Financial Officer and Secretary of OFS BRANDS INC., and acknowledged the execution of the foregoing Grant of Security Interest in United States Trademarks for and on behalf of said corporation.

Witness my hand and Notarial Seal, this 17th day of December, 2013.

Sharon M. Wagner
Notary Public - Signature

Sharon M. Wagner
Notary Public - Printed



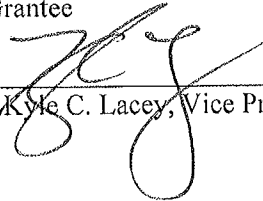
My Commission Expires:
May 28, 2017

My County of Residence:
DeWitt, Ind.

[Trademark Security Agreement]

TRADEMARK
REEL: 005179 FRAME: 0250

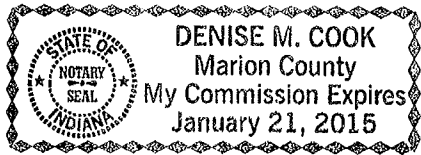
WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Grantee

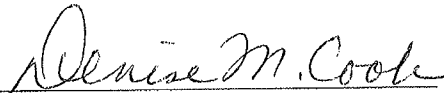
By: 
Kyle C. Lacey, Vice President

STATE OF INDIANA)
)SS:
COUNTY OF Marion)

Before me, a Notary Public in and for said County and State, personally appeared Kyle C. Lacey, known to me to be a Vice President of WELLS FARGO BANK, NATIONAL ASSOCIATION, and acknowledged the execution of the foregoing Grant of Security Interest in United States Trademarks for and on behalf of said national banking association.

Witness my hand and Notarial Seal, this 17th day of December, 2013.




Notary Public - Signature

Notary Public - Printed

My County of Residence:

My Commission Expires:

[Trademark Security Agreement]

SCHEDULE A

Trademarks

GRANTOR	TRADEMARK	SERIAL NO.	APP NUMBER/ REG. NUMBER	REG DATE
OFS Brands Inc.	ARISE	85/270,369	4,092,304	Jan 24, 2012
OFS Brands Inc.	BANDA	86/058,874		
OFS Brands Inc.	BOOST	85/317,752	4,384,445	August 13, 2013
OFS Brands Inc.	CHILLIN	77/268,679	3,426,379	May 13, 2008
OFS Brands Inc.	CIRQ	77/32,052	3,599,547	March 31, 2009
OFS Brands Inc.	CLEAN SEAM CONNECTOR	85/501,462	4,249,033	November 27, 2012
OFS Brands Inc.	COMMONS	85/137,235	4,084,744	January 10, 2012
OFS Brands Inc.	CROSSOVER CASEGOODS	85/172,154		
OFS Brands Inc.	ELEMENT	78/933,525	3,490,585	August 19, 2008
OFS Brands Inc.	ELEVEN	85/318,968	4,309,657	March 26, 2013
OFS Brands Inc.	ESSENCE	78/933,605	3,490,589	August 19, 2008
OFS Brands Inc.	EUROLUXE (Stylized)	77/799,793	3,763,028	March 23, 2010
OFS Brands Inc.	FIRSTOFFICE & Design	77/045,361	3,387,528	February 26, 2008
OFS Brands Inc.	FLAIR	78/759,287	3,309,165	October 9, 2007
OFS Brands Inc.	HYPE	77/512,172	3,664,800	August 4, 2009
OFS Brands Inc.	INTERMIX	85/569,624	4,339,783	May 21, 2013
OFS Brands Inc.	INTRIGUE	78/933,554	3,490,586	August 19, 2008
OFS Brands Inc.	JEWEL	78/725,850	3,399,635	March 18, 2008
OFS Brands Inc.	JUX	85/951,036		
OFS Brands Inc.	KEEN	77/674,397	3,755,973	March 2, 2010

GRANTOR	TRADEMARK	SERIAL NO.	APP NUMBER/ REG. NUMBER	REG DATE
OFS Brands Inc.	LAUNCH	78/663,548	3,238,265	May 1, 2007
OFS Brands Inc.	MODELLO	86/009,867		
OFS Brands Inc.	MYSTIQUE	77/668,879	3,759,063	March 9, 2010
OFS Brands Inc.	OFFERINGS	77/478,690	3,664,707	August 4, 2009
OFS Brands Inc.	OFS	78/755,778	3,183,327	December 12, 2006
OFS Brands Inc.	OFS BRANDS	77/056,360	3,432,030	May 20, 2008
OFS Brands Inc.	PULSE	78/569,665	3,179,379	December 5, 2006
OFS Brands Inc.	REALM	78/933,563	3,659,497	July 21, 2009
OFS Brands Inc.	ROCO	85/321,698	4,295,134	February 26, 2013
OFS Brands Inc.	SCOOT	77/328,039	3,599,545	March 31, 2009
OFS Brands Inc.	SHIFT	85/906,603		
OFS Brands Inc.	SHIMMER	77/668,882	3,759,064	March 9, 2010
OFS Brands Inc.	SILVERBAN	77/816,667	3,874,624	November 9, 2010
OFS Brands Inc.	SLATE	85/618,082	4,385,186	August 13, 2013
OFS Brands Inc.	STAKS	85/033,250	3,930,287	March 8, 2011
OFS Brands Inc.	STYLINE & Design	73/630,288	1,444,183	June 23, 1987
OFS Brands Inc.	SYMPHONY	78/933,615	3,490,590	August 19, 2008
OFS Brands Inc.	VERVE	77/478,694	3,664,708	August 4, 2009