

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
ORCHARD BRANDS CORPORATION		12/20/2013	CORPORATION: DELAWARE
BLAIR LLC		12/20/2013	LIMITED LIABILITY COMPANY: DELAWARE
DRAPER'S & DAMON'S LLC		12/20/2013	LIMITED LIABILITY COMPANY: CALIFORNIA
GOLD VIOLIN LLC		12/20/2013	LIMITED LIABILITY COMPANY: DELAWARE
HABAND COMPANY LLC		12/20/2013	LIMITED LIABILITY COMPANY: DELAWARE
JOHNNY APPLESEED'S, INC.		12/20/2013	CORPORATION: MASSACHUSETTS
LINEN SOURCE ACQUISITION LLC		12/20/2013	LIMITED LIABILITY COMPANY: DELAWARE
NORM THOMPSON OUTFITTERS, INC.		12/20/2013	CORPORATION: OREGON
WINTERSILKS, LLC		12/20/2013	LIMITED LIABILITY COMPANY: FLORIDA

**RECEIVING PARTY DATA**

Name:	Goldman Sachs BDC, Inc., as Collateral Agent
Street Address:	1 American Lane
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06831
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 177**

Property Type	Number	Word Mark
Registration Number:	3694253	DANCING DOLLS
Registration Number:	3546229	SMART FIT

CH \$4440.00 3694253

Registration Number:	4338741	INTIMATE APPEAL
Registration Number:	3321356	SIGNATURE COLLECTION BY VICKI WAYNE
Registration Number:	3482356	JUDY BOND
Registration Number:	3373165	VICKI WAYNE
Registration Number:	3393331	VICKI WAYNE
Registration Number:	3478147	STUDIO SERIES BY VICKI WAYNE
Registration Number:	3478146	ESSENTIALS BY VICKI WAYNE
Registration Number:	3469545	VICKI BLUE
Registration Number:	2970745	COWARD
Registration Number:	2991919	OLD PUEBLO TRADERS
Registration Number:	2973895	INTIMATE APPEAL
Registration Number:	3783780	SMARTFIT
Registration Number:	3511824	SHOP THE BAY.COM
Registration Number:	3508463	SHOP THE BAY
Registration Number:	3547992	SIGNATURE COLLECTION BY VICKI WAYNE
Registration Number:	3667359	COORDINATES BY VICKI WAYNE
Registration Number:	3667358	ESSENTIALS BY VICKI WAYNE
Registration Number:	3489860	COORDINATES BY VICKI WAYNE
Registration Number:	2214562	DAVID CALAIS
Registration Number:	2055472	VICKI WAYNE'S
Registration Number:	1680348	INTIMATE APPEAL
Registration Number:	1649648	REGALIA
Registration Number:	1556819	VALUE SHOWCASE
Registration Number:	1503096	SERBIN SPORT
Registration Number:	1499030	UNIQUE PETITE
Registration Number:	1458320	EASY LIVING
Registration Number:	1435705	MARK REED
Registration Number:	1336665	VICKI WAYNE'S
Registration Number:	1336664	OLD PUEBLO TRADERS
Registration Number:	1370230	HEAVENLY COMFORT
Registration Number:	1342544	OLD PUEBLO TRADERS VICKI WAYNE'S
Registration Number:	1202124	NANCY'S CHOICE
Registration Number:	1133650	SERENDIPITY
Registration Number:	1126618	AMBASSADOR
Registration Number:	0885089	DRY DOCK BY SERBIN

	0606130	SERBIN
Registration Number:	1180174	LADY AMBASSADOR
Registration Number:	0073661	COWARD
Registration Number:	4406419	BEDFORD FAIR
Registration Number:	4327930	BEDFORD FAIR LIFESTYLES
Registration Number:	3193041	WILLOW RIDGE
Registration Number:	3062216	BEDFORD FAIR LIFESTYLES
Registration Number:	3019960	CLOTHES THAT DO MORE FOR LESS
Registration Number:	2991988	BFA CLASSICS
Registration Number:	3013102	BEDFORD FAIR
Registration Number:	3243509	FOR ALL YOU ARE
Registration Number:	3274113	WILLOW RIDGE
Registration Number:	3273859	BFA CLASSICS
Registration Number:	1636210	BLAIR-PLUS
Serial Number:	86116324	SCANDIA WOODS
Registration Number:	4435052	JOHN BLAIR
Registration Number:	4313521	BLAIR OUTLET
Serial Number:	85801365	SCANDIA FLEECE
Serial Number:	85775153	SCANDIA WOODS
Registration Number:	4328225	TWO TWENTY
Registration Number:	3262468	BLAIR
Serial Number:	77787976	WALKER & FETCH
Registration Number:	3739703	IMPROVED LIVING
Registration Number:	3739695	IMPROVED LIVING
Registration Number:	3857523	IMPROVED LIVING
Registration Number:	3603863	LADY BLAIR
Registration Number:	3425807	LADY BLAIR
Registration Number:	3311249	BLAIR
Registration Number:	3374988	BLAIR
Registration Number:	2793723	ADJUST-A-BAND
Registration Number:	2061091	BLAIR
Registration Number:	2008690	BLAIR
Registration Number:	2134847	BLAIR
Registration Number:	1624256	BLAIR
Registration Number:	1626066	BLAIR BOUTIQUE

	1582710	ELISABETH WILLIAMS
Registration Number:	1563972	BLAIR
Registration Number:	1543353	IMPROVED LIVING
Registration Number:	1584039	IMPROVED LIVING
Registration Number:	1360765	PERSONAL CHOICE
Registration Number:	1422914	BLAIR
Registration Number:	1283914	BLAIR
Registration Number:	1051930	BLAIRGUARD
Registration Number:	1656300	SCANDIA WOODS
Registration Number:	1558163	IRVINE PARK
Registration Number:	0930561	JOHN BLAIR
Registration Number:	0910968	JOHN BLAIR
Registration Number:	0790047	JOHN BLAIR
Registration Number:	0924751	JB
Registration Number:	1554789	LEW MAGRAM
Registration Number:	0925944	WILROY
Registration Number:	2823666	WHATEVER IT TAKES
Registration Number:	2966236	MONTEREY BAY CLOTHING COMPANY
Serial Number:	86116404	D&D SPORT
Registration Number:	2766953	DRAPER'S STUDIO
Registration Number:	4331877	FOR A LIFE WELL FASHIONED
Registration Number:	3136949	SIGNATURE KNITS
Registration Number:	3038382	DD
Registration Number:	3056392	DD
Registration Number:	3036662	DRAPER'S & DAMON'S
Registration Number:	2877447	CLASSIC COMFORT
Registration Number:	2456703	D & D
Registration Number:	2346876	DRAPER'S & DAMON'S
Registration Number:	1165943	BROWNSTONE STUDIO
Registration Number:	3341330	GOLD VIOLIN HELPFUL PRODUCTS FOR INDEPEN
Registration Number:	2653990	GOLD VIOLIN
Registration Number:	2639135	GOLD VIOLIN
Registration Number:	2519292	GOLD VIOLIN
Serial Number:	86067345	INSTADRY
Serial Number:	85798726	COMFORT CORNER

	85768429	JACK FROST
Registration Number:	4238018	GOLD COAST
Registration Number:	3798720	H SALON BY HABAND!
Registration Number:	3749522	MOON BEAMS
Registration Number:	3836754	LION'S DEN
Registration Number:	3830498	FIT FOREVER
Registration Number:	3808389	ACTIVE JOE
Registration Number:	2712960	HABAND
Registration Number:	3101303	HEALTHRITE
Registration Number:	2907808	ADJUST-O-PEDIC
Registration Number:	2622820	JACK FROST
Registration Number:	2535540	HABAND TRAVELERS
Registration Number:	2457019	ADRIAN DELAFIELD
Registration Number:	2494007	EXECUTIVE DIVISION
Registration Number:	2457017	CASUAL JOE
Registration Number:	2457016	STAG HILL
Registration Number:	1797101	AMERICAN SWEETHEART
Registration Number:	2675815	YUMMY
Registration Number:	4042496	LESTER SQUARE
Registration Number:	2777318	THE TOG SHOP
Registration Number:	1773058	HAYMAKER
Registration Number:	1910140	THE TOG SHOP
Registration Number:	1771355	APPLESEED'S
Registration Number:	1809067	APPLESEED'S
Registration Number:	0941094	
Registration Number:	0921309	JOHNNY APPLESEED'S
Registration Number:	0756119	JOHNNY APPLESEED'S
Registration Number:	2578026	LINENSOURCE
Registration Number:	1734064	LINEN SOURCE
Serial Number:	85844102	ESCAPE FROM THE ORDINARY
Registration Number:	4120329	PERFECT-FIT
Registration Number:	2645893	MILE MATES
Registration Number:	3056248	SAHALIE
Registration Number:	2941000	PERFECT-FIT
Registration Number:	3743647	WOOPY

	3502248	GETTING OFF THE BEATEN PATH
Registration Number:	2614820	WATERFRONT LIVING
Registration Number:	3164327	PRODUCTS THAT MAKE LIFE EASIER
Registration Number:	2533750	A WORLD OF UNFORGETTABLE GIFTS
Registration Number:	2537693	TRAVELER'S SUEDE
Registration Number:	2516310	ZIP DRY
Registration Number:	2462813	SAVE YOUR BACK
Registration Number:	2491496	FLY RIGHT
Registration Number:	2477530	SCOZIES
Registration Number:	2415818	SLUMBER SOCKS
Registration Number:	2406381	CITY EXPRESS
Registration Number:	2357806	SOLTEX
Registration Number:	2369890	SOLUTIONS
Registration Number:	2180573	SHIKARI
Registration Number:	2229572	SHEEPKINS
Registration Number:	2139253	
Registration Number:	1811578	FURNACE SHIRT
Registration Number:	1924709	AUTO-SIZER
Registration Number:	1976238	DEPARTURES
Registration Number:	1923811	FREQUENT FLYER
Registration Number:	2130811	AUTO-SIZER
Registration Number:	1915012	ALWAYS- FIT
Registration Number:	1224105	NORM THOMPSON
Registration Number:	1204997	EARLY WINTERS
Registration Number:	1580795	THE PRIMARY LAYER
Registration Number:	1444563	SOLUTIONS
Registration Number:	1284733	ESCAPE FROM THE ORDINARY
Registration Number:	1348672	NORM THOMPSON
Registration Number:	1183893	PANAMA CRUSHER
Registration Number:	1168264	LIGHTNING BUG
Registration Number:	1143074	EARLY WINTERS
Registration Number:	0946841	ESCAPE FROM THE ORDINARY
Registration Number:	0879325	DEPARTURE
Serial Number:	77797863	ORCHARD BRANDS
Registration Number:	1940484	WINTERSILKS

**TRADEMARK**

**REEL: 005194 FRAME: 0439**

Fax Number: 6175269899  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Phone: 6175269628  
 Email: cslattery@proskauer.com  
 Correspondent Name: Christine Slattery  
 Address Line 1: Proskauer Rose LLP  
 Address Line 2: One International Place  
 Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	32868/007
NAME OF SUBMITTER:	Christine Slattery
Signature:	/Christine Slattery/
Date:	01/16/2014

**Total Attachments: 17**

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Trademark Security Agreement

Trademark Security Agreement, dated as of December 20, 2013, by the undersigned pledgors (individually a "Pledgor" and collectively, the "Pledgors"), in favor of GOLDMAN SACHS BDC, INC., as Collateral Agent in its capacity as Collateral Agent (together with any successors in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, the Pledgors are party to a Pledge and Security Agreement dated December 20, 2013 (as amended, supplemented or otherwise modified from time to time in accordance with its terms, the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Security Agreement and the Financing Agreement, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.



SECTION 4. Termination. Upon the payment in full of the Secured Obligations (other than any Contingent Indemnity Obligation) and termination of the Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Pledged Collateral under this Trademark Security Agreement.

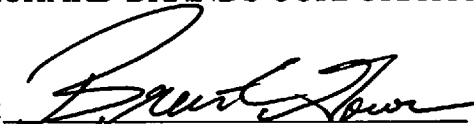
SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

SECTION 6. THIS TRADEMARK SECURITY AGREEMENT SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

**[signature page follows]**

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

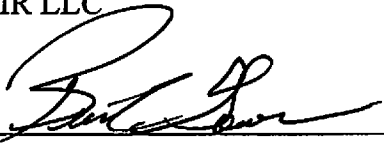
ORCHARD BRANDS CORPORATION

By: 

Name: Brian C. Gowen

Title: Chief Financial Officer and Treasurer

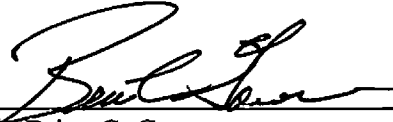
BLAIR LLC

By:   
Name: Brian C. Gowen  
Title: Chief Financial Officer and Treasurer

(Signature Page to Trademark Security Agreement)

**TRADEMARK**  
**REEL: 005194 FRAME: 0444**

DRAPER'S & DAMON'S LLC

By: 

Name: Brian C. Gowen

Title: Chief Financial Officer and Treasurer

(Signature Page to Trademark Security Agreement)

**TRADEMARK**  
**REEL: 005194 FRAME: 0445**

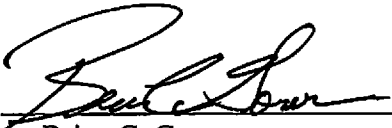
GOLD VIOLIN LLC

By: 

Name: Brian C. Gowen

Title: Chief Financial Officer and Treasurer

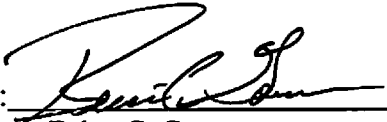
HABAND COMPANY LLC

By: 

Name: Brian C. Gowen

Title: Chief Financial Officer and Treasurer

JOHNNY APPLESEED'S, INC.

By:   
Name: Brian C. Gowen  
Title: Chief Financial Officer and Treasurer

(Signature Page to Trademark Security Agreement)

**TRADEMARK**  
**REEL: 005194 FRAME: 0448**

LINEN SOURCE ACQUISITION LLC

By: 

Name: Brian C. Gowen


Title: Chief Financial Officer and Treasurer

(Signature Page to Trademark Security Agreement)

**TRADEMARK**  
**REEL: 005194 FRAME: 0449**




NORM THOMPSON OUTFITTERS,  
INC.

By: 

Name: Brian C. Gowen

Title: Chief Financial Officer and Treasurer

WINTERSILKS, LLC

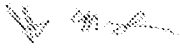
By:   
Name: Brian C. Gowen  
Title: Chief Financial Officer and Treasurer

(Signature Page to Trademark Security Agreement)

**TRADEMARK**  
**REEL: 005194 FRAME: 0451**

AGREED TO AND ACCEPTED:

GOLDMAN SACHS BDC, INC., as  
Collateral Agent

By:   
Name: Jonathan Lamm  
Title: Authorized Signatory

(Signature Page to Trademark Security Agreement)

**TRADEMARK**  
**REEL: 005194 FRAME: 0452**

SCHEDULE I

to

TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

**BLAIR LLC:**

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
DANCING DOLLS	78846774	3694253	10/6/2009
SMART FIT	77411053	3546229	12/16/2008
INTIMATE APPEAL	85743148	4338741	5/21/2013
SIGNATURE COLLECTION BY VICKI WAYNE	78842093	3321356	10/23/2007
JUDY BOND	78861661	3482356	8/5/2008
VICKI WAYNE	78979626	3373165	1/22/2008
VICKI WAYNE	78897880	3393331	3/4/2008
STUDIO SERIES BY VICKI WAYNE	78828910	3478147	7/29/2008
ESSENTIALS BY VICKI WAYNE	78828887	3478146	7/29/2008
VICKI BLUE	78828818	3469545	7/15/2008
COWARD	78440739	2970745	7/19/2005
OLD PUEBLO TRADERS	78366105	2991919	9/6/2005
INTIMATE APPEAL	78310426	2973895	7/19/2005
SMARTFIT	77801841	3783780	5/4/2010
SHOP THE BAY.COM	77411515	3511824	10/7/2008
SHOP THE BAY	77411482	3508463	9/30/2008
SIGNATURE COLLECTION BY VICKI WAYNE	77351022	3547992	12/16/2008
COORDINATES BY VICKI WAYNE	77350969	3667359	8/11/2009
ESSENTIALS BY VICKI WAYNE	77350526	3667358	8/11/2009
COORDINATES BY VICKI WAYNE	77232221	3489860	8/19/2008
DAVID CALAIS	75390967	2214562	12/29/1998
VICKI WAYNE'S	75127842	2055472	4/22/1997
INTIMATE APPEAL	74145319	1680348	3/24/1992
REGALIA	74020955	1649648	7/2/1991
VALUE SHOWCASE	73778622	1556819	9/19/1989
SERBIN SPORT	73687002	1503096	9/6/1988
UNIQUE PETITE	73683187	1499030	8/2/1988
EASY LIVING	73647797	1458320	9/22/1987
MARK REED	73616143	1435705	4/7/1987
VICKI WAYNE'S	73508579	1336665	5/21/1985
OLD PUEBLO TRADERS	73508538	1336664	5/21/1985
HEAVENLY COMFORT	73505011	1370230	11/12/1985
OLD PUEBLO TRADERS VICKI WAYNE'S	73465909	1342544	6/18/1985
NANCY'S CHOICE	73311144	1202124	7/20/1982
SERENDIPITY	73171435	1133650	4/22/1980
AMBASSADOR	73153946	1126618	11/6/1979
DRY DOCK BY SERBIN	72308038	885089	1/27/1970
SERBIN	71671532	606130	5/17/1955
LADY AMBASSADOR	73220012	1180174	12/1/1981
COWARD	71039493	73661	5/11/1909

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
BEDFORD FAIR	85844105	4406419	9/24/2013
BEDFORD FAIR LIFESTYLES	85720906	4327930	4/30/2013
WILLOW RIDGE	78811142	3193041	1/2/2007
BEDFORD FAIR LIFESTYLES	78382765	3062216	2/28/2006
CLOTHES THAT DO MORE FOR LESS	78400389	3019960	11/29/2005
BFA CLASSICS	78382774	2991988	9/6/2005
BEDFORD FAIR	78382773	3013102	11/8/2005
FOR ALL YOU ARE	78382778	3243509	5/22/2007
WILLOW RIDGE	77081811	3274113	8/7/2007
BFA CLASSICS	77022411	3273859	8/7/2007
BLAIR-PLUS	74053658	1636210	2/26/1991
SCANDIA WOODS	86116324	N/A	N/A
JOHN BLAIR	85761520	4435052	11/19/2013
BLAIR OUTLET	85216117	4313521	4/2/2013
SCANDIA FLEECE	85801365	N/A	N/A
SCANDIA WOODS	85775153	N/A	N/A
TWO TWENTY	85725229	4328225	4/30/2013
BLAIR	78617467	3262468	7/10/2007
WALKER & FETCH	77787976	N/A	N/A
IMPROVED LIVING	77762149	3739703	1/19/2010
IMPROVED LIVING	77762055	3739695	1/19/2010
IMPROVED LIVING	77624585	3857523	10/5/2010
LADY BLAIR	77369755	3603863	4/7/2009
LADY BLAIR	77231573	3425807	5/13/2008
BLAIR	77086960	3311249	10/16/2007
BLAIR	77058143	3374988	1/29/2008
ADJUST-A-BAND	76351903	2793723	12/16/2003
BLAIR	75097096	2061091	5/13/1997
BLAIR	75028617	2008690	10/15/1996
BLAIR	75008109	2134847	2/3/1998
BLAIR	74031929	1624256	11/20/1990
BLAIR BOUTIQUE	74013171	1626066	12/4/1990
ELISABETH WILLIAMS	73813427	1582710	2/13/1990
BLAIR	73780989	1563972	10/31/1989
IMPROVED LIVING	73738785	1543353	6/13/1989
IMPROVED LIVING	73732092	1584039	2/20/1990
PERSONAL CHOICE	73525941	1360765	9/17/1985
BLAIR	73450549	1422914	12/30/1986
BLAIR	73402356	1283914	6/26/1984
BLAIRGUARD	73073546	1051930	10/2/1976
SCANDIA WOODS	73658667	1656300	9/10/1991
IRVINE PARK	73781458	1558163	9/26/1989
JOHN BLAIR	72381037	930561	3/7/1972
JOHN BLAIR	72362270	910968	4/6/1971
JOHN BLAIR	72200200	790047	5/25/1965
JB	72363565	924751	11/30/1971
LEW MAGRAM	73731687	1554789	9/5/1989
WILROY	72389088	925944	12/21/1971
WILROY	72206793	72206793	1/18/1966
WHATEVER IT TAKES	76021791	2823666	3/15/2004
MONTEREY BAY CLOTHING COMPANY	78242057	2966236	7/12/2005

**DRAPER'S & DAMON'S LLC:**

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
D&D SPORT	86116404	N/A	N/A
DRAPER'S STUDIO	78193608	2766953	9/23/2003
FOR A LIFE WELL FASHIONED	85728633	4331877	5/7/2013
SIGNATURE KNITS	78512989	3136949	8/29/2006
DD	78371401	3038382	1/3/2006
DD	78371377	3056392	1/31/2006
DRAPER'S & DAMON'S	78371352	3036662	12/27/2005
CLASSIC COMFORT	78270022	2877447	8/24/2004
D & D	75696012	2456703	6/5/2001
DRAPER'S & DAMON'S	75640364	2346876	5/2/2000
BROWNSTONE STUDIO	73230817	1165943	8/18/1981

**GOLD VIOLIN LLC:**

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
GOLD VIOLIN HELPFUL PRODUCTS FOR INDEPENDENT LIVING	78707507	3341330	11/20/2007
GOLD VIOLIN	76316134	2653990	11/26/2002
GOLD VIOLIN	76316150	2639135	10/22/2002
GOLD VIOLIN	75871713	2519292	12/18/2001

**HABAND COMPANY LLC:**

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
INSTADRY	86067345	N/A	N/A
COMFORT CORNER	85798726	N/A	N/A
JACK FROST	85768429	N/A	N/A
GOLD COAST	77777616	4238018	11/6/2012
H SALON BY HABAND!	77807284	3798720	6/8/2010
MOON BEAMS	77777700	3749522	2/16/2010
LION'S DEN	77777655	3836754	8/24/2010
FIT FOREVER	77777639	3830498	8/10/2010
ACTIVE JOE	77777631	3808389	6/22/2010
HABAND	76357469	2712960	5/6/2003
HEALTHRITE	76596792	3101303	6/6/2006
ADJUST-O-PEDIC	76527698	2907808	12/7/2004
JACK FROST	75897002	2622820	9/24/2002
HABAND TRAVELERS	75896703	2535540	2/5/2002
ADRIAN DELAFIELD	75897003	2457019	6/5/2001
EXECUTIVE DIVISION	75896702	2494007	10/2/2001
CASUAL JOE	75896701	2457017	6/5/2001
STAG HILL	75896700	2457016	6/5/2001
AMERICAN SWEETHEART	74271881	1797101	10/5/1993

**JOHNNY APPLESEED'S, INC.:**

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
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MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
YUMMY	756187223	2675815	1/21/2003
LESTER SQUARE	77734116	4042496	10/18/2011
THE TOG SHOP	76339685	2777318	10/28/2003
HAYMAKER	74318369	1773058	5/25/1993
THE TOG SHOP	74318388	1910140	8/8/1995
APPLESEED'S	74303455	1771355	5/18/1993
APPLESEED'S	74333322	1809067	12/7/1993
[design only]	72367296	941094	8/15/1972
JOHNNY APPLESEED'S	72367139	921309	9/28/1971
JOHNNY APPLESEED'S	72139756	756119	9/3/1963

### LINEN SOURCE ACQUISITION LLC:

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
LINENSOURCE	76215957	2578026	6/11/2002
LINEN SOURCE	74150693	1734064	11/17/1992

### NORM THOMPSON OUTFITTERS, INC.:

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
ESCAPE FROM THE ORDINARY	85844102	N/A	N/A
PERFECT-FIT	85106284	4120329	4/3/2012
MILE MATES	78095548	2645893	11/5/2002
SAHALIE	78306912	3056248	1/31/2006
PERFECT-FIT	78318795	2941000	4/12/2005
WOOPY	77465824	3743647	2/2/2010
GETTING OFF THE BEATEN PATH	77048617	3502248	9/16/2008
WATERFRONT LIVING	76262301	2614820	9/3/2002
PRODUCTS THAT MAKE LIFE EASIER	76338287	3164327	10/31/2006
A WORLD OF UNFORGETTABLE GIFTS	76069582	2533750	1/29/2002
TRAVELER'S SUEDE	75892181	2537693	2/12/2002
ZIP DRY	75813469	2516310	12/11/2001
SAVE YOUR BACK	75868242	2462813	6/19/2001
FLY RIGHT	75980635	2491496	9/18/2001
SCOZIES	75892183	2477530	8/14/2001
SLUMBER SOCKS	75892182	2415818	12/26/2000
CITY EXPRESS	75892180	2406381	11/21/2000
SOLTEX	75813468	2357806	6/13/2000
SOLUTIONS	75501536	2369890	7/25/2000
SHIKARI	75326211	2180573	8/11/1998
SHEEPKINS	75290595	2229572	3/2/1999
[design only]	75290594	2139253	2/24/1998
FURNACE SHIRT	74259147	1811578	12/14/1993
AUTO-SIZER	74802278	1924709	10/3/1995
DEPARTURES	74647880	1976238	5/28/1996
FREQUENT FLYER	74592966	1923811	10/3/1995
AUTO-SIZER	74391243	2130811	1/20/1998
ALWAYS- FIT	74391242	1915012	8/29/1995
NORM THOMPSON	73249574	1224105	1/18/1983
EARLY WINTERS	73318776	1204997	8/10/1982
THE PRIMARY LAYER	73806146	1580795	1/30/1990

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
SOLUTIONS	73591350	1444563	6/23/1987
ESCAPE FROM THE ORDINARY	73404671	1284733	7/3/1984
NORM THOMPSON	73382473	1348672	7/9/1985
PANAMA CRUSHER	73265674	1183893	12/29/1981
LIGHTNING BUG	73265673	1168264	9/8/1981
EARLY WINTERS	73194311	1143074	12/16/1980
ESCAPE FROM THE ORDINARY	72390844	946841	11/7/1972
DEPARTURE	72317616	879325	10/28/1969

**ORCHARD BRANDS CORPORATION:**

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
ORCHARD BRANDS	77797863	N/A	N/A

**WINTERSILKS, LLC:**

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
WINTERSILKS	74503005	1940484	12/12/1995