

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM303146

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pier 1 Services Company		04/30/2014	statutory trust: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Collateral Agent		
Street Address:	101 North Tyson Street		
Internal Address:	Mail Code: NC1-001-05-46		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28255-0001		
Entity Type:	NATIONAL BANKING ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 45			
Property Type	Number	Word Mark	
Serial Number:	86126473	CITRUS CILANTRO	
Registration Number:	4447975	TWISTASAN	
Serial Number:	85914543	GLIMMER STRINGS	
Registration Number:	4357520	LIGHT MY LANTERN	
Registration Number:	4367419	BUFFET STYLE	
Registration Number:	4426460	SIZZLEWICK	
Registration Number:	4422747	CLOUD STEP	
Registration Number:	4273029	CHEER 1 IMPORTS	
Registration Number:	4124535	SWINGASAN	
Registration Number:	4070374	FIND WHAT SPEAKS TO YOU	
Registration Number:	4286582	PIER 1 2 GO	
Registration Number:	4286583	PIER 1 2 YOU	
Registration Number:	4084557	VACATIONVILLE	
Registration Number:	4084558	LUXIE	
Registration Number:	4144358	TASTING PARTY	
Registration Number:	3990604	ROCKASAN	
Registration Number:	3951352	PLICKER	
Registration Number:	3588681	PIER 1 PAWS	
Registration Number:	3507640	PIER 1 IMPORTS	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	3644368	THE PIER
Registration Number:	3475821	ASIAN SPICE
Registration Number:	3475831	CRISP BAMBOO
Registration Number:	3475833	FIRST RAIN
Registration Number:	3471886	ISLAND ORCHARD
Registration Number:	3484056	OCEANS
Registration Number:	3581917	CITRUS CILANTRO
Registration Number:	3593360	CITRUS CILANTRO
Registration Number:	3581918	CRANBERRY BALSAM
Registration Number:	3471876	FRESH FIG
Registration Number:	3603750	FRESH FIG
Registration Number:	3563356	FRESHLY BAKED
Registration Number:	3532785	GINGER PEACH
Registration Number:	3603752	ISLAND ORCHARD
Registration Number:	3596062	OCEANS
Registration Number:	3593361	SPICED PEAR
Registration Number:	2987585	SPECIAL FINDS
Registration Number:	3086474	SPECIAL FINDS
Registration Number:	2448618	OCEANS
Registration Number:	2225971	PIER 1 IMPORTS
Registration Number:	2225972	PIER 1 IMPORTS
Registration Number:	2228300	PIER 1 IMPORTS
Registration Number:	1620518	PIER 1 IMPORTS
Registration Number:	1104059	PIER 1
Registration Number:	0948076	PIER 1 IMPORTS
Serial Number:	86239809	TINY SCENTS

CORRESPONDENCE DATA

Fax Number: 2149813400

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

Phone: 214-981-3483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin LLP

Address Line 2: 2001 Ross Avenue, Suite 3600

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER: 59027-30020

NAME OF SUBMITTER: Dusan Clark

SIGNATURE: /Dusan Clark/

TRADEMARK

REEL: 005271 FRAME: 0382

DATE SIGNED:	04/30/2014
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Total Attachments: 7

- source=AmericasActive(Trademark Security Agreement (executed))#page1.tif
- source=AmericasActive(Trademark Security Agreement (executed))#page2.tif
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CONFIRMATORY GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS

This CONFIRMATORY GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “*Confirmatory Grant*”) dated April 30, 2014, is made by the Persons listed on the signature pages hereof (collectively, the “*Grantors*”) in favor of Bank of America, N.A., as collateral agent (the “*Collateral Agent*”) for the Secured Parties (as defined in the Credit Agreement referred to below).

Reference is made to (i) the Term Loan Credit Agreement, dated as of April 30, 2014 (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the “*Credit Agreement*”), among Pier 1 Imports (U.S.), Inc., Pier 1 Imports, Inc., the Lenders party thereto from time to time and Bank of America, N.A., as Administrative Agent and Collateral Agent, (ii) each Secured Hedge Agreement and (iii) each Secured Cash Management Agreement. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement, the Hedge Banks have agreed to enter into and/or maintain one or more Secured Hedge Agreements and the Cash Management Banks have agreed to enter into and/or maintain Secured Cash Management Agreements, on the terms and conditions set forth in the Credit Agreement, in such Secured Hedge Agreements or Secured Cash Management Agreements, as applicable.

Whereas, as a condition precedent to the Lenders extension of such credit, the obligation of the Hedge Banks to enter into and/or maintain such Secured Hedge Agreements and the obligation of the Cash Management Banks to enter into and/or maintain such Secured Cash Management Agreements, each Grantor has executed and delivered that certain Term Loan Security Agreement dated April 30, 2014, made by the Grantors to the Collateral Agent (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “*Security Agreement*”).

Whereas, under the terms of the Security Agreement, the Grantors have granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain Intellectual Property of the Grantors, and have agreed as a condition thereof to execute this Confirmatory Grant for recording with the U.S. Patent and Trademark Office and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Terms. Terms defined in the Credit Agreement and/or Security Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement or Security Agreement, as applicable.

SECTION 2. Grant of Security. Each Grantor hereby ratifies and affirms the Security Interest granted to the Collateral Agent in the Security Agreement and hereby further grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties a

continuing security interest in all of the Grantor's right, title and interest in, to and under the Trademarks, including the Trademarks set forth on Schedule A attached hereto.

SECTION 3. Security for Secured Obligations. The grant of a security interest in the Trademarks by each Grantor under this Confirmatory Grant is made to secure the payment or performance, as the case may be, in full of the Secured Obligations.

SECTION 4. Recordation. Each Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Confirmatory Grant.

SECTION 5. Execution in Counterparts. This Confirmatory 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.

SECTION 6. Security Agreement. This Confirmatory Grant has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

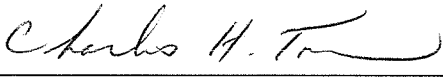
SECTION 7. Governing Law. THIS CONFIRMATORY GRANT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK, WITHOUT GIVING EFFECT TO THE CONFLICTS OF LAWS PRINCIPLES THEREOF.

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IN WITNESS WHEREOF, the undersigned have executed this Confirmatory Grant of Security Interest in U.S. Trademarks as of the date first above written.

PIER 1 SERVICES COMPANY, a Delaware statutory trust

By: Pier 1 Holdings, Inc., Managing Trustee

By: 

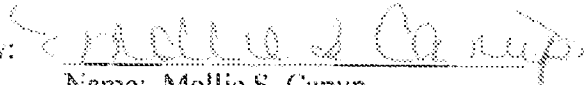
Name: Charles H. Turner

Title: Senior Executive Vice President and CFO

SIGNATURE PAGE TO CONFIRMATORY GRANT OF SECURITY INTEREST
IN U.S. TRADEMARKS

TRADEMARK
REEL: 005271 FRAME: 0386

**BANK OF AMERICA, N.A., as Collateral
Agent and Grantee**

By: 
Name: Mollie S. Carup
Title: Vice President

**SIGNATURE PAGE TO CONFIRMATORY GRANT OF SECURITY INTEREST
IN U.S. TRADEMARKS**

**TRADEMARK
REEL: 005271 FRAME: 0387**



SCHEDULE A

Mark	App. No./ App. Date	Reg. No./ Reg. Date	Current Owner
CITRUS CILANTRO	86126473 22-NOV-2013		MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
TWISTASAN	86007725 11-JUL-2013	4447975 10-DEC-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
GLIMMER STRINGS	85914543 25-APR-2013		MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
LIGHT MY LANTERN	85756596 17-OCT-2012	4357520 25-JUN-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
BUFFET STYLE	85756522 17-OCT-2012	4367419 16-JUL-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
SIZZLEWICK	85685450 24-JUL-2012	4426460 29-OCT-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CLOUD STEP	85658955 22-JUN-2012	4422747 22-OCT-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CHEER 1 IMPORTS	85421120 13-SEP-2011	4273029 08-JAN-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
SWINGASAN	85314560 06-MAY-2011	4124535 10-APR-2012	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
FIND WHAT SPEAKS TO YOU	85310794 03-MAY-2011	4070374 13-DEC-2011	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
PIER 1 2 GO 	85310772 03-MAY-2011	4286582 05-FEB-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
PIER 1 2 YOU 	85310776 03-MAY-2011	4286583 05-FEB-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
VACATIONVILLE	85025079 28-APR-2010	4084557 10-JAN-2012	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
LUXIE	85025097 28-APR-2010	4084558 10-JAN-2012	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
TASTING PARTY	85025091 28-APR-2010	4144358 15-MAY-2012	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
ROCKASAN	77782411 16-JUL-2009	3990604 05-JUL-2011	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
PLICKER	77664457 05-FEB-2009	3951352 26-APR-2011	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY

EXECUTION VERSION

Mark	App. No./ App. Date	Reg. No./ Reg. Date	Current Owner
PIER 1 PAWS	77414594 06-MAR-2008	3588681 10-MAR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
PIER 1 IMPORTS	77354497 18-DEC-2007	3507640 30-SEP-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
THE PIER	77351716 13-DEC-2007	3644368 23-JUN-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
ASIAN SPICE	77351311 13-DEC-2007	3475821 29-JUL-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CRISP BAMBOO	77351459 13-DEC-2007	3475831 29-JUL-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
FIRST RAIN	77351483 13-DEC-2007	3475833 29-JUL-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
ISLAND ORCHARD	77351657 13-DEC-2007	3471886 22-JUL-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
OCEANS	77351676 13-DEC-2007	3484056 12-AUG-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CITRUS CILANTRO	77351385 13-DEC-2007	3581917 24-FEB-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CITRUS CILANTRO	77351396 13-DEC-2007	3593360 17-MAR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CRANBERRY BALSAM	77351427 13-DEC-2007	3581918 24-FEB-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
FRESH FIG	77351512 13-DEC-2007	3471876 22-JUL-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
FRESH FIG	77351538 13-DEC-2007	3603750 07-APR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
FRESHLY BAKED	77351554 13-DEC-2007	3563356 20-JAN-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
GINGER PEACH	77351616 13-DEC-2007	3532785 11-NOV-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
ISLAND ORCHARD	77351669 13-DEC-2007	3603752 07-APR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
OCEANS	77351688 13-DEC-2007	3596062 24-MAR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
SPICED PEAR	77351698 13-DEC-2007	3593361 17-MAR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
SPECIAL FINDS	78444633 01-JUL-2004	2987585 23-AUG-2005	THE TRUSTEE OF PIER 1 SERVICES COMPANY, A DELAWARE TRUST, THE MANAGING TRUSTEE COMPRISING PIER 1 HOLDINGS, INC.
SPECIAL FINDS	78441083 24-JUN-2004	3086474 25-APR-2006	THE TRUSTEE OF PIER 1 SERVICES COMPANY, A DELAWARE TRUST, THE MANAGING TRUSTEE COMPRISING PIER 1

EXECUTION VERSION

Mark	App. No./ App. Date	Reg. No./ Reg. Date	Current Owner
			HOLDINGS, INC.
OCEANS	75559696 25-SEP-1998	2448618 08-MAY-2001	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1 IMPORTS 	75429258 05-FEB-1998	2225971 23-FEB-1999	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1 IMPORTS 	75429262 05-FEB-1998	2225972 23-FEB-1999	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1 IMPORTS Pier 1 imports	75421938 22-JAN-1998	2228300 02-MAR-1999	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1 IMPORTS	73813988 21-JUL-1989	1620518 30-OCT-1990	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1	73157477 03-FEB-1978	1104059 10-OCT-1978	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1 IMPORTS	72407022 05-NOV-1971	0948076 28-NOV-1972	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
TINY SCENTS	86239809 02-APR-2014		PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.