

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM305270

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Charming Charlie LLC	FORMERLY Charming Charlie Inc.	05/21/2014	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wells Fargo Bank, National Association		
<b>Street Address:</b>	One Boston Place		
<b>Internal Address:</b>	18th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02108		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4511655	FIND YOUR FABULOUS	
<b>Registration Number:</b>	4146856	CC	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6172484000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Email:</b>	tadmin@choate.com		
<b>Correspondent Name:</b>	Elizabeth A. Walker		
<b>Address Line 1:</b>	Two International Place		
<b>Address Line 2:</b>	Choate Hall & Stewart LLP		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02110		
<b>ATTORNEY DOCKET NUMBER:</b>	2009985-0003		
<b>NAME OF SUBMITTER:</b>	Elizabeth A. Walker		
<b>SIGNATURE:</b>	/Elizabeth A. Walker/		
<b>DATE SIGNED:</b>	05/21/2014		
<b>Total Attachments: 4</b>			
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GRANT OF SECURITY INTEREST  
IN TRADEMARKS

May 21, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, CHARMING CHARLIE LLC, a Delaware limited liability company (f/k/a as Charming Charlie Inc.) with a principal address at 5999 Savoy Drive, Houston, Texas 77036 (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, as Collateral Agent for certain lenders and other secured parties, with offices at One Boston Place, 18<sup>th</sup> Floor, Boston, Massachusetts 02108 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications, and service mark applications (the foregoing, collectively, the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN TRADEMARKS (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 between, among others, the Grantors and the Grantee, dated as of December 24, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

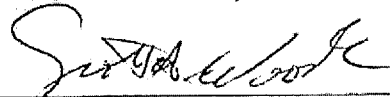
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated 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.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

**CHARMING CHARLIE LLC, as Grantor**

By:




Scott Woods  
Senior Vice President, General Counsel  
and Secretary

*Signature Page to Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 005284 FRAME: 0703**


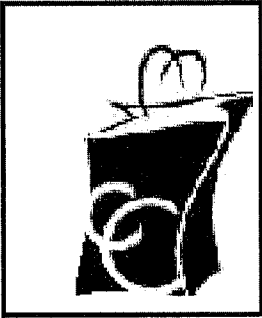
WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Collateral Agent and as  
Grantee

By:   
Name: Emily Abrahamson  
Title: Vice President

*Signature Page to Grant of Security Interest in Trademarks*

**TRADEMARK**  
**REEL: 005284 FRAME: 0704**

SCHEDULE A

<u>Trademarks</u>	<u>Owner</u>	<u>Application/ Filing Date</u>	<u>Status</u>	<u>Application/ Registration No.</u>	<u>Country</u>
<p>FIND YOUR FABULOUS</p> 	Charming Charlie LLC	September 28, 2012	Registered	85740834 / 4511655	U.S.
<p>CC</p> 	Charming Charlie LLC	October 27, 2010	Registered	85976436 / 4146856	U.S.

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Exhibit A to Grant of Security Interest in Trademarks