

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM306210

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ALCO STORES, INC.		05/30/2014	CORPORATION: KANSAS
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	One Boston Place, 18th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	0865520	ALCO	
Registration Number:	3349029	CHISHOLM TRAIL	
Registration Number:	4144201	SHOP SMART. SAVE SMART.	
Registration Number:	4203765	SPEND LESS TIME SEARCHING & MORE TIME SA	
CORRESPONDENCE DATA			
Fax Number:	6175024041		
<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>			
Email:	rconnors@choate.com		
Correspondent Name:	Rachel Connors		
Address Line 1:	Two International Place		
Address Line 2:	Choate, Hall & Stewart LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	2009985-0014		
NAME OF SUBMITTER:	Rachel Connors		
SIGNATURE:	/rsc/		
DATE SIGNED:	06/02/2014		
Total Attachments: 4			
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GRANT OF SECURITY INTEREST IN TRADEMARKS

May 30, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ALCO STORES, INC., a Kansas corporation, having its principal office at 751 Freeport Parkway, Coppell, TX 75019 (the "Grantor") hereby grants to Wells Fargo Bank, National Association, having an office at One Boston Place, 18th Floor, Boston, MA 02108, in its capacity as administrative agent and collateral agent for its own benefit and the benefit of the other Credit Parties (in such capacities, and together with any successors in such capacities, the "Agent"), a continuing security interest in and lien upon the following: (i) all of the Grantor's right, title and interest in, to and under the trademarks, service marks, trademark registrations, service mark registrations and trademark applications set forth on Schedule A attached hereto (collectively, the "Marks"); (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") has been granted in conjunction with the security interest granted to the Agent under the Amended and Restated Security Agreement by and among, among others, the Grantor and Agent dated as of May 30, 2014 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement"). Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

This Grant is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor. The rights and remedies of the Agent 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.

This Grant shall terminate and the security interest in the Marks shall be released in accordance with the terms and provisions of the Security Agreement.

This Grant shall be governed by, and construed in accordance with, the laws of the State of New York, without giving effect to the conflicts of laws principles thereof, but including Section 5-1401 of the New York General Obligations Law.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the Grantor and the Agent have caused this Grant of Security Interest in Trademarks to be duly executed and delivered by their duly authorized officers as of the date first above written.

GRANTOR:

ALCO STORES, INC.

By: Wayne S. Peterson
Name: Wayne S. Peterson
Title: Chief Financial Officer

[Signature Page to Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005293 FRAME: 0004

AGENT:

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: 

Name: Danielle M. Baldinelli

Title: Director

[Signature Page to Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005293 FRAME: 0005

SCHEDULE A

Trademark	Registration Date / Filing Date	Status	Registration No.
ALCO	Registered: February 25, 1969	Active	RN:865,520
CHISHOLM TRAIL	Registered December 4, 2007	Active	RN:3,349,029
SHOP SMART. SAVE SMART.	Registered May 15, 2012	Active	RN:4,144,201
SPEND LESS TIME SEARCHING & MORE TIME SAVING!	Registered September 4, 2012	Active	RN:4,203,765

Schedule A to Grant of Security Interest in Trademarks