

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM310006

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Thirty-One Gifts LLC		06/17/2014	LIMITED LIABILITY COMPANY: OHIO

## RECEIVING PARTY DATA

<b>Name:</b>	JPMorgan Chase Bank, N.A., as Administrative Agent
<b>Street Address:</b>	4 New York Plaza
<b>Internal Address:</b>	FLOOR 4
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10004
<b>Entity Type:</b>	National Association: UNITED STATES

## PROPERTY NUMBERS Total: 45

Property Type	Number	Word Mark
Registration Number:	4406881	ABOUT TOWN BLANKET
Serial Number:	86093999	BRING-A-BOTTLE
Registration Number:	4406883	CELEBRATE AND CONNECT
Registration Number:	4458105	CELEBRATE ENCOURAGE REWARD
Serial Number:	86087019	CREATIVE EXPRESSIONS
Registration Number:	4436188	EASY BREEZY
Registration Number:	4406887	FOLD N' FILE
Registration Number:	4523194	FREE TO BE
Serial Number:	86094047	FRESH MARKET
Serial Number:	85924028	GIRL ON THE GO
Registration Number:	4523425	JUST BELIEVE
Registration Number:	4450582	KEEP-IT CADDY
Registration Number:	4407154	LIL' EXPRESSIONS
Serial Number:	86094026	LUNCH BREAK
Serial Number:	86172134	
Serial Number:	86172147	
Registration Number:	4436203	
Registration Number:	4523431	

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86172155	
Serial Number:	85897918	ORGANISTA
Registration Number:	4407156	OUT N' ABOUT
Serial Number:	86094089	PERFECT BOTTLE
Serial Number:	86094101	PERFECT PARTY SET
Registration Number:	4406940	POCKET-A-TOTE
Registration Number:	4406890	RETRO METRO
Serial Number:	85897866	ROOM FOR TWO
Registration Number:	4436196	ROOM TO GROW
Serial Number:	86085354	SMART. RADIANT. BEAUTIFUL.
Registration Number:	4519072	SUITE SUCCESS
Serial Number:	85958891	THIRTY-ONE GIRL ON THE GO! WHEREVER YOU'
Registration Number:	4406898	THIRTY-ONE GIVES
Registration Number:	4406899	THIRTY-ONE GIVES
Registration Number:	4453953	THIRTY-ONE SPIRIT COLLECTION
Registration Number:	4406935	THIRTYONEBRELLA
Registration Number:	4435376	TOP-A-TOTE
Registration Number:	4436199	TOTE-A-TABLET
Serial Number:	86115587	TRUA-SPHERES
Serial Number:	86070783	TRULIU
Registration Number:	4524388	U R STRONG U R BOLD U R TRUE U R U
Registration Number:	4517142	U R U
Serial Number:	86006852	U R U
Serial Number:	85882395	VARY YOU
Registration Number:	4523466	VARY YOU
Serial Number:	86091772	WEDDING EXPRESSIONS
Registration Number:	4407155	YOUR WAY

**CORRESPONDENCE DATA**

Fax Number: 3129939767

*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.*

Phone: 3129932647

Email: zeynep.gieseke@lw.com

Correspondent Name: Zeynep Gieseke

Address Line 1: 330 North Wabash Avenue, Suite 2800

Address Line 2: c/o Latham & Watkins LLP

Address Line 4: Chicago, ILLINOIS 60611

ATTORNEY DOCKET NUMBER: 035909-0034

NAME OF SUBMITTER: Zeynep Gieseke

**TRADEMARK**

REEL: 005318 FRAME: 0610

<b>SIGNATURE:</b>	/ZG/
<b>DATE SIGNED:</b>	07/08/2014
<b>Total Attachments: 4</b> source=Thirty-One -- Amendment to Trademark Security Agreement (EXECUTED)#page1.tif source=Thirty-One -- Amendment to Trademark Security Agreement (EXECUTED)#page2.tif source=Thirty-One -- Amendment to Trademark Security Agreement (EXECUTED)#page3.tif source=Thirty-One -- Amendment to Trademark Security Agreement (EXECUTED)#page4.tif	

## AMENDMENT TO ASSIGNMENT FOR SECURITY TRADEMARKS

**AMENDMENT TO ASSIGNMENT FOR SECURITY TRADEMARKS**, dated as of June 17, 2014, by THIRTY-ONE GIFTS LLC, an Ohio limited liability company (the "Assignor") in favor of JPMORGAN CHASE BANK, N.A., in its capacity as Administrative Agent for certain lenders and other secured parties (in such capacity, the "Assignee").

### WITNESSETH:

WHEREAS, the Assignor is a party to a Pledge and Security Agreement, dated as of July 8, 2011 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Assignee, pursuant to which the Assignor executed and delivered an Assignment for Security Trademarks dated as of November 7, 2012 (the "Existing Trademark Security Agreement") which was filed with the United States Patent and Trademark Office on November 14, 2012 at Reel 4900, Frame 0633.

NOW, THEREFORE, in consideration of the premises, the Assignor hereby agrees with the Assignee 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. Amendment. Schedule I attached to the Existing Trademark Security Agreement is hereby amended and supplemented by adding thereto the Trademarks of Assignor listed on Schedule I attached hereto (the "Additional Trademarks"), and the Assignor hereby confirms, ratifies and acknowledges the pledge and the grant to the Assignee for the benefit of the Secured Parties of a lien on and security interest in the Additional Trademarks.

SECTION 3. Security Agreement. Assignor hereby acknowledges and affirms that the rights and remedies of the Assignee with respect to the security interest in the Additional Trademarks 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 Amendment to Assignment for Security Trademarks is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Assignee shall otherwise determine.

SECTION 4. Ratification. Except as specifically set forth above, the Existing Trademark Security Agreement shall remain in full force and effect and is hereby ratified and confirmed.

SECTION 5. Counterparts. This Amendment to Assignment for Security Trademarks 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 Amendment to Assignment for Security Trademarks by signing and delivering one or more counterparts.



**SCHEDULE I**  
to  
**AMENDMENT TO ASSIGNMENT FOR SECURITY**  
**TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS**

<b>Mark</b>	<b>App. / Reg. No.</b>	<b>Application/ Registration Date</b>
ABOUT TOWN BLANKET	85/852856 4,406,881	9/24/2013 2/18/2013
BRING-A-BOTTLE	86/093999	10/17/2013
CELEBRATE AND CONNECT	4,406,883 85/852885	9/24/2013 2/18/2013
CELEBRATE ENCOURAGE REWARD	4,458,105 85/893014	12/31/2013 4/2/2013
CREATIVE EXPRESSIONS	86/087019	10/9/2013
EASY BREEZY	4,436,188 85/897903	11/19/2013 4/8/2013
FOLD N' FILE	4,406,887 85/852896	9/24/2013 2/18/2013
FREE TO BE	4,523,194 85/882,387	4/29/2014 3/21/2013
FRESH MARKET	86/094047	10/17/2013
GIRL ON THE GO	85/924028	5/6/2013
JUST BELIEVE (AND DESIGN)	4,523,425 85/981211	4/29/2014 7/23/2012
KEEP-IT CADDY	4,450,582 85/897833	12/17/2013 4/8/2013
LIL' EXPRESSIONS	4,407,154 85/897814	9/24/2013 4/8/2013
LUNCH BREAK	86/094026	10/17/2013
MISCELLANEOUS DESIGN (FAMILY RIBBON DESIGN)	86/172134	1/22/2014
MISCELLANEOUS DESIGN (GIRL RIBBON DESIGN)	86/172147	1/22/2014
MISCELLANEOUS DESIGN (KEYHOLE DESIGN)	4,436,203 85/897992	11/19/2013 4/8/2013
MISCELLANEOUS DESIGN (TREE DESIGN ONLY)	4,523,431 85/981,258	4/29/2014 7/23/2012
MISCELLANEOUS DESIGN (WOMEN RIBBON DESIGN)	86/172155	1/22/2014
ORGANISTA	85/897918	4/8/2013
OUT N' ABOUT	4,407,156 85/897877	9/24/2013 4/8/2013

Mark	App. / Reg. No.	Application/ Registration Date
PERFECT BOTTLE	86/094089	10/17/2013
PERFECT PARTY SET	86/094101	10/17/2013
POCKET-A-TOTE	4,406,940 85/853436	9/24/2013 2/19/2013
RETRO METRO	4,406,890 85/852918	9/24/2013 2/18/2013
ROOM FOR TWO	85/897866	4/8/2013
ROOM TO GROW	4,436,196 85/897934	11/19/2013 4/8/2013
SMART. RADIANT. BEAUTIFUL.	86/085354	10/7/2013
SUITE SUCCESS	4,519,072 85/882,374	4/22/2014 3/21/2013
THIRTY-ONE GIRL ON THE GO! WHEREVER YOU'RE GOING, GO WITH STYLE (AND DESIGN)	85/958891	6/13/2013
THIRTY-ONE GIVES	4,406,898 85/852962	9/24/2013 2/18/2013
THIRTY-ONE GIVES (AND DESIGN)	4,406,899 85/852973	9/24/2013 2/18/2013
THIRTY-ONE SPIRIT COLLECTION (AND DESIGN)	4,453,953 85/898042	12/24/2013 4/8/2013
THIRTYONEBRELLA	4,406,935 85/853352	9/24/2013 2/19/2013
TOP-A-TOTE	4,435,376 85/853395	11/19/2013 2/19/2013
TOTE-A-TABLET	4,436,199 85/897946	11/19/2013 4/8/2013
TRUA-SPHERES	86/115587	11/12/2013
TRULIU	86/070783	9/21/2013
U R STRONG U R BOLD U R TRUE U R U	4,524,388 85/854011	5/6/2014 2/19/2013
U R U	4,517,142 85/853849	4/22/2014 2/19/2013
U R U	86/006852	7/10/2013
VARY YOU	85/882395	3/21/2013
VARY YOU	4,523,466 85/981568	4/29/2014 3/21/2013
WEDDING EXPRESSIONS	86/091772	10/15/2013
YOUR WAY	4,407,155 85/897852	9/24/2013 4/8/2013