

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM312125

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Franklin Franchising Holdings LLC		06/27/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Firstmerit Bank, N.A.		
Street Address:	106 S. Main Street, 12th Floor		
City:	Akron		
State/Country:	OHIO		
Postal Code:	44308		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3897457	BENFRANKLIN.COM MAIN STREET USA	
Registration Number:	3992260	BENFRANKLIN.COM	
Registration Number:	3988367	BEN FRANKLIN WELCOMES YOU TO THE 21ST CE	
Registration Number:	2315564	BEN FRANKLIN CRAFTS	
Registration Number:	1590260	BEN FRANKLIN CRAFTS	
Registration Number:	0715184	BEN FRANKLIN	
CORRESPONDENCE DATA			
Fax Number:	4142735198		
<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>			
Phone:	414-273-3500		
Email:	bgilpin@gklaw.com		
Correspondent Name:	Brian G. Gilpin; Godfrey & Kahn, S.C.		
Address Line 1:	780 N. Water Street		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	011472-0004		
NAME OF SUBMITTER:	Brian G. Gilpin		
SIGNATURE:	/Brian G. Gilpin/		
DATE SIGNED:	07/29/2014		

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Total Attachments: 2

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NOTICE OF TRADEMARK SECURITY AGREEMENT
(FOR RECORDATION PURPOSES)

This Notice of Intellectual Property Security Agreement, dated as of July 16, 2014, is made with regard to FRANKLIN FRANCHISING HOLDINGS LLC, a Delaware limited liability company ("Franklin"), ROOSEVELT CAPITAL LLC, a Delaware limited liability company ("Roosevelt" along with Franklin, the "Debtors") both having an address for notice at 7601 Durand Avenue, Mount Pleasant, WI 53177 and FIRSTMERIT BANK, N.A., a national banking association ("Lender"), having an address for notice at 106 S. Main Street, 12th Floor, Akron, Ohio.

R E C I T A L S:

Debtors and Lender have entered into a Credit and Security Agreement dated as of June 27, 2014 (as the same may hereafter be amended, supplemented or restated from time to time, the "Credit Agreement") setting forth the terms on which the Lender may now or hereafter make certain loans or other financial accommodations to or for the account of the Debtors.

As a further condition to making any loan or other financial accommodation under the Credit Agreement or otherwise, the Lender has required the execution and delivery of Intellectual Property Security Agreements (the "IP Security Agreement") by the Debtors.

ACCORDINGLY, in consideration of the mutual covenants contained in the Credit Agreement, the IP Security Agreements, and herein, the undersigned gives notice as follows:

Pursuant to the terms of the IP Security Agreements dated June 27, 2014, each Debtor has granted a security interest in favor of the Lender in and with respect to the entire right, title, and interest of the Debtor in the trademarks identified in the attached schedule (the "Trademarks"), together with the goodwill of the business symbolized by said Trademarks.

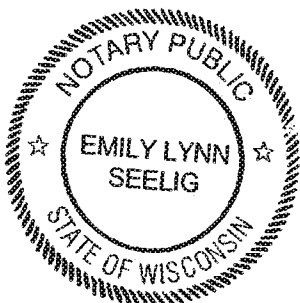
IN WITNESS WHEREOF, the undersigned has executed this Notice of Trademark Security Agreement as of the date written above.

GODFREY & KAHN, S.C. (as Counsel on behalf of FIRSTMERIT BANK, N.A.)

By: *Kristin A. Roeper*
Kristin A. Roeper, Attorney

STATE OF WISCONSIN)
)
COUNTY OF MILWAUKEE)

The foregoing instrument was acknowledged before me this 16th day of July, 2014, by Kristin A. Roeper, Attorney for FirstMerit Bank, N.A., on behalf of the association.



Emily Lynn Seelig
Emily Lynn Seelig
Notary Public, State of Wisconsin
My commission expires January 17, 2016

SCHEDULE

UNITED STATES TRADEMARKS

FRANKLIN FRANCHISING HOLDINGS LLC

MARK	COUNTRY/ STATE	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS	RECORD OWNER
BENFRANKLIN.COM MAIN STREET USA	US	3,897,457	12/28/2010	Registered	Franklin Franchising Holdings LLC
BENFRANKLIN.COM	US	3,992,260	07/12/2011	Registered	Franklin Franchising Holdings LLC
BEN FRANKLIN WELCOMES YOU TO THE 21 ST CENTRURY Logo	US	3,988,367	07/05/2011	Registered	Franklin Franchising Holdings LLC
BEN FRANKLIN CRAFTS	US	2,315,564	02/08/2000	Registered	Franklin Franchising Holdings LLC
BEN FRANKLIN CRAFTS	US	1,590,260	04/03/1990	Registered	Franklin Franchising Holdings LLC
BEN FRANKLIN	US	715,184	05/09/1961	Registered	Franklin Franchising Holdings LLC

ROOSEVELT CAPITAL LLC

MARK	COUNTRY/ STATE	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS	RECORD OWNER
PROMOTIONS UNLIMITED	US	4,058,338	11/22/2011	Registered	Roosevelt Capital, LLC