

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM324541

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EUROSTAR, INC.		11/26/2014	CORPORATION: CALIFORNIA
EUROSTAR BRANDS, INC.		11/26/2014	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	One Boston Place, 19th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	4020698	ALON
Registration Number:	2151894	BEST VALUES ALWAYS
Registration Number:	3102907	CELIA
Registration Number:	2356413	EUROSTAR
Registration Number:	2246883	EUROSTAR
Registration Number:	3970753	EUROSTAR
Registration Number:	2582697	EUROSTAR U.S.A.
Registration Number:	2733015	LEOR
Registration Number:	3596911	LEOR
Registration Number:	3761091	
Registration Number:	2931121	
Registration Number:	4084857	MORENZA
Registration Number:	3056203	MT
Registration Number:	3155840	SEDONA
Registration Number:	2367306	WAREHOUSE SHOE SALE
Registration Number:	2320586	WSS WAREHOUSE SHOE SALE
Registration Number:	3968114	SHOES. STYLE. SELECTION.
Registration Number:	4053796	WSS
Registration Number:	4282055	WSS SHOES. STYLE. SELECTION.

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3987607	LATEST STYLES! BEST VALUES!

CORRESPONDENCE DATA

Fax Number: 8004947512

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: 202-370-4750

Email: ipteam@nationalcorp.com

Correspondent Name: Joanna McCall

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	F152827
NAME OF SUBMITTER:	Matthew R. Pierce
SIGNATURE:	/Matthew R. Pierce/
DATE SIGNED:	11/26/2014

Total Attachments: 7

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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

November 26, 2014


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, EUROSTAR, INC., a California corporation, and EUROSTAR BRANDS, INC., a California corporation, (each, a "Grantor"), hereby grant to WELLS FARGO BANK, NATIONAL ASSOCIATION, as Agent and L/C Issuer (the "Grantee"), a continuing security interest in (i) all of each Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (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 is made to secure the satisfactory performance and payment of all the Secured Obligations of each Grantor, as such term is defined in the Security Agreement by, among others, the Grantors and the Grantee, dated as of the date hereof (as amended, modified, restated and/or supplemented from time to time, 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.

[signature pages follow]

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

EUROSTAR, INC.,
as Grantor

By: 
Name: Eric Alon
Title: Chief Executive Officer

Address for Notices:
13425 S. Figueroa Street,
Los Angeles, CA 90061
Attn: Jeffrey Porter

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Agent, L/C Issuer, and as
Grantee

By: _____
Name: _____
Title: _____

Address for Notices:
One Boston Place, 19th Floor
Boston, MA 02108
Attn: _____

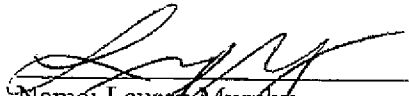
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

EUROSTAR, INC.,
as Grantor

By: _____
Name: _____
Title: _____

Address for Notices:
13425 S. Figueroa Street,
Los Angeles, CA 90061
Attn: _____

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Agent, L/C Issuer, and as
Grantee

By: 
Name: Lauren Murphy
Title: Authorized Signatory

Address for Notices:
One Boston Place, 19th Floor
Boston, MA 02108
Attn: *Lauren Murphy*

SCHEDULE A

<u>MARK</u>	<u>OWNER</u>	<u>FILING DATE</u>	<u>STATUS</u>	<u>REGISTRATION NO.</u>
ALON	Eurostar Brands, Inc.	11/29/2010	Registered	4,020,698
BEST VALUES ALWAYS	Eurostar Brands, Inc.	10/17/1996	Registered	2,151,894
CELIA	Eurostar Brands, Inc.	5/1/2003	Registered	3,102,907
EUROSTAR	Eurostar Brands, Inc.	9/12/1991	Registered	2,356,413
EUROSTAR & 6 Pointed Star Design	Eurostar Brands, Inc.	10/5/1994	Registered	2,246,883
EUROSTAR	Eurostar Brands, Inc.	11/9/2010	Registered	3,970,753
EUROSTAR U.S.A & 6 Pointed Star Design	Eurostar Brands, Inc.	1/22/1999	Registered	2,582,697
LEOR & Design	Eurostar Brands, Inc.	7/24/2001	Registered	2,733,015
LEOR	Eurostar Brands, Inc.	10/17/2005	Registered	3,596,911
LEOR Logo	Eurostar Brands, Inc.	8/3/2009	Registered	3,761,091
Lion Design	Eurostar Brands, Inc.	7/26/2001	Registered	2,931,121
MORENZA	Eurostar Brands, Inc.	10/22/2010	Registered	4,084,857

<u>MARK</u>	<u>OWNER</u>	<u>FILING DATE</u>	<u>STATUS</u>	<u>REGISTRATION NO.</u>
MT (Stylized)	Eurostar Brands, Inc.	7/8/2003	Registered	3,056,203
SEDONA	Eurostar Brands, Inc.	10/11/2005	Registered	3,155,840
WAREHOUSE SHOE SALE	Eurostar, Inc.	6/19/1995	Registered	2,367,306
WAREHOUSE SHOE SALE & Design	Eurostar, Inc.	7/15/1998	Registered	2,320,586
SHOES. STYLE. SELECTION	Eurostar, Inc.	10/12/2010	Registered	3,968,114
WSS Logo	Eurostar Brands, Inc.	7/16/2010	Registered	4,053,796
WSS SHOES. STYLE. SELECTION Logo	Eurostar, Inc.	5/17/2012	Registered	4,282,055
LATEST STYLES! BEST VALUES!	Eurostar, Inc.	5/7/2009	Registered	3,987,607
ALPHA (State-California)	Eurostar Brands, Inc.	N/A	Registered	111475
LORAINÉ (State-California)	Eurostar Brands, Inc.	N/A	Registered	112130
TRENDZ (State-California)	Eurostar Brands, Inc.	N/A	Registered	111189
WAREHOUSE	Eurostar Brands,	N/A	Registered	61254

<u>MARK</u>	<u>OWNER</u>	<u>FILING DATE</u>	<u>STATUS</u>	<u>REGISTRATION NO.</u>
SHOE SALE (State-California)	Inc.			
WSS (Mexico)	Eurostar, Inc.	1/27/2004	Registered	826,270
WSS SHOES. STYLE. SELECTION Logo (Canada)	Eurostar, Inc.	8/8/2012	Registered	TMA880,163
EUROST*R & Design (Panama)	Eurostar, Inc.	2/7/1992	Registered	60035
EUROSTAR & Design (China)	Eurostar, Inc.	5/26/1993	Registered	718145
EUROSTAR (China)	Eurostar, Inc.	5/21/1993	Registered	718137
EUROSTAR (Hong Kong)	Eurostar, Inc.	4/30/1993	Registered	B3562/1996
EUROSTAR (Israel)	Eurostar Brands, Inc.	4/5/1993	Registered	87001
EUROSTAR (Mexico)	Eurostar Brands, Inc.	6/19/1996	Registered	422879
EUROSTAR (Taiwan)	Eurostar Brands, Inc.	5/27/1993	Registered	674293

<u>MARK</u>	<u>OWNER</u>	<u>FILING DATE</u>	<u>STATUS</u>	<u>REGISTRATION NO.</u>
Eurostar Miscellaneous Design (Panama)	Eurostar Brands, Inc.	8/17/1995	Registered	76853
EUROSTAR U.S.A. & Design (Israel)	Eurostar Brands, Inc.	6/13/2002	Registered	157686
EUROSTAR U.S.A. & Design (Mexico)	Eurostar Brands, Inc.	8/18/1999	Registered	629778
LEOR & Design (CTM)	Eurostar Brands, Inc.	6/28/2002	Registered	2756690
LEOR & Design (Japan)	Eurostar Brands, Inc.	6/20/2002	Registered	4669989
LEOR & Design (Mexico)	Eurostar Brands, Inc.	6/20/2002	Registered	762604
LEOR (Mexico)	Eurostar Brands, Inc.	11/14/2005	Registered	930741
MORENZA (China)	Eurostar Brands, Inc.	8/1/2011	Registered	9364022