

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM326835

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HERFF JONES, LLC		12/11/2014	LIMITED LIABILITY COMPANY: INDIANA

RECEIVING PARTY DATA

Name:	GOLDMAN SACHS BANK USA, as Administrative and Collateral Agent
Street Address:	30 HUDSON ST.
Internal Address:	38TH FLOOR
City:	JERSEY CITY
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	A NEW YORK STATE CHARTERED BANK: NEW YORK

PROPERTY NUMBERS Total: 52

Property Type	Number	Word Mark
Registration Number:	3716062	ACADEMIC E PRESS
Registration Number:	3673885	ACADEMICEXPRESS
Registration Number:	1233483	ASTRA-DYNALITE
Registration Number:	1229592	ASTRALITE
Registration Number:	1055521	BALE
Registration Number:	3655147	BELIEVE IN U
Registration Number:	1407634	BPA
Registration Number:	2655144	CHURCHWEAR
Registration Number:	903047	COLLEGIATE
Registration Number:	901233	COLLEGIATE
Registration Number:	2524984	COLLEGIATE APPAREL
Registration Number:	2417646	CONTESSA
Registration Number:	3399738	CRIMSON GOLD
Registration Number:	3364926	DAMASCENE
Registration Number:	3638503	ECO-FRIENDLY FRAMING SUCCESS PROUDLY PUR
Registration Number:	3769190	EXTREME AURISTA
Registration Number:	3255098	EXTREME SILVER
Registration Number:	2700106	FIRST & FINEST IN ACHIEVEMENT FRAMING

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2677964	FRAMING SUCCESS
Registration Number:	2674961	FRAMING SUCCESS
Registration Number:	1711594	FRESHMAN RECORD
Registration Number:	1271361	FRESHMAN REGISTER
Registration Number:	1838081	GOLDNET
Registration Number:	1837227	HERFF JONES
Registration Number:	1839684	HERFF JONES
Registration Number:	1837226	HERFF JONES
Registration Number:	1837393	HERFF JONES
Registration Number:	1247648	HERFF JONES
Registration Number:	1837133	HJ
Registration Number:	1837362	HJ
Registration Number:	1836766	HJ
Registration Number:	1837089	HJ
Registration Number:	1222531	HJ
Registration Number:	1268584	HJ ULT
Registration Number:	3678703	IMAGEIN
Registration Number:	2467293	NEW STUDENT RECORD
Registration Number:	2456822	OUR YEAR
Registration Number:	3855301	STRAIGHT UP GET HOME SAFELY
Registration Number:	2912608	TEAM TIME
Registration Number:	2933763	TEAM TIME
Registration Number:	4060746	THE EXTREME COLLECTION
Registration Number:	2732157	THE RECORD PROGRAMS
Registration Number:	3482176	THIN MAN
Registration Number:	1033810	ULTRIUM
Registration Number:	3728342	WE SPEAK YEARBOOK
Registration Number:	3728341	WE SPEAK YEARBOOK
Registration Number:	2425319	WHERE ACHIEVEMENT IS RECOGNIZED
Registration Number:	3187282	YOUR PARTNER IN SUCCESS
Registration Number:	2400755	YOUR SUCCESS DESERVES THE BEST
Serial Number:	77806151	CREATING A CLIMATE OF ACHIEVEMENT
Serial Number:	86075829	DIPLOMA EZ PRINT
Serial Number:	85455491	STITCH

CORRESPONDENCE DATA

Fax Number: 2128225178

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: 212-530-5178

TRADEMARK

REEL: 005423 FRAME: 0474

Email: lkass@milbank.com
Correspondent Name: Milbank, Tweed, Hadley & McCloy
Address Line 1: 1 Chase Manhattan Plaza
Address Line 2: c/o Lawrence Kass
Address Line 4: New York, NEW YORK 10005

ATTORNEY DOCKET NUMBER: 30045.70600

NAME OF SUBMITTER: Lawrence Kass

SIGNATURE: /Lawrence Kass/

DATE SIGNED: 12/19/2014

Total Attachments: 8

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of the Persons listed on the signature pages hereof (collectively, the “Grantors”), hereby grants to GOLDMAN SACHS BANK USA, in its capacity as administrative and collateral agent (in such capacity, the “Grantee”), a continuing security interest in (a) all of the Grantors’ right, title and interest in, to and under to the United States trademarks, tradenames, trade dress and service marks and all trademark registrations and trademark applications and recordings (the “Marks”) set forth on Schedule A attached hereto, (b) all rights and privileges arising under applicable law with respect to the Grantors’ use of any trademarks, tradenames, trade dress and service marks, (c) the goodwill of the business symbolized by each of the Marks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing the Marks, (d) all present and future license and distribution agreements (subject to the rights of the licensors therein) pertaining to the Marks, (e) all income, fees, royalties and other payments at any time due or payable with respect thereto, including, without limitation, payments under all licenses at any time entered into in connection therewith; (f) the right to sue for past, present and future infringements thereof, (g) all rights corresponding thereto, (h) any and all other proceeds of any of the foregoing, including, without limitation, all damages and payments or claims by any Grantor against third parties for past or future infringement of the Marks and (i) all causes of action arising prior to or after the date hereof for unfair competition regarding the Marks.

Each of the Grantors authorizes and requests that the Commissioner of Patents and Trademarks record this Grant.

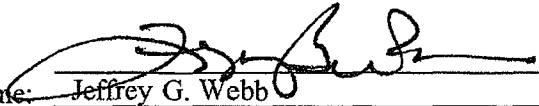
THIS GRANT (the “Grant”) is made to secure the satisfactory performance and payment of all the Obligations of the Grantors, as such term is defined in the Security Agreement by, among others, the Grantors and the Grantee, dated as of December 11, 2014 (as amended, modified, restated and/or supplemented from time to time, the “Security Agreement”). Each of the Grantors does hereby acknowledge and confirm that the grant of the security interest herein, and the rights and remedies of the Grantee with respect to the security interest granted herein, are more fully 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 be governed by, and construed in accordance with, the laws of the State of New York.

This Grant may be executed in any number of counterparts each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

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HERFF JONES, LLC

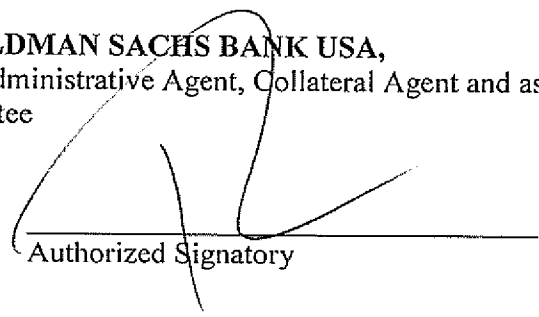
By: 
Name: Jeffrey G. Webb
Title: President and Chief Executive Officer

[Signature Page to Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005423 FRAME: 0477

GOLDMAN SACHS BANK USA,
as Administrative Agent, Collateral Agent and as
Grantee

By:



A handwritten signature in black ink, appearing to read 'REHUDIN', is written over a horizontal line. The signature is stylized and somewhat cursive.

Authorized Signatory




Robert Ehudin
Authorized Signatory

[Signature Page to Grant of Security Interest in Trademarks]


TRADEMARK
REEL: 005423 FRAME: 0478

SCHEDULE A

TRADE NAMES, TRADEMARKS, SERVICES MARKS, TRADEMARK AND SERVICE MARK REGISTRATIONS AND APPLICATIONS FOR TRADEMARK AND SERVICE MARK REGISTRATIONS

Trademark/Image	Application Number Application Date	Registration Number Registration Date	Juris-diction	Status	Grantor
ACADEMIC E PRESS 	77406225 2/26/2008	3716062 11/24/2009	U.S.	REGIST ERED	Herff Jones, LLC
ACADEMICEXPR ESS	77406223 2/26/2008	3673885 8/25/2009	U.S.	REGIST ERED	Herff Jones, LLC
ASTRA- DYNALITE	73306631 4/20/1981	1233483 4/5/1983	U.S.	REGIST ERED	Herff Jones, LLC
ASTRALITE	73306661 4/20/1981	1229592 3/8/1983	U.S.	REGIST ERED	Herff Jones, LLC
BALE	73074129 1/13/1976	1055521 1/4/1977	U.S.	REGIST ERED	Herff Jones, LLC
BELIEVE IN U	86/131056 11/27/2013	-	U.S.	FILED	Herff Jones, LLC
BELIEVE IN U 	77061050 12/11/2006	3655147 7/14/2009	U.S.	REGIST ERED	Herff Jones, LLC
BELIEVE IN U 	1678630 5/27/2014		Canada	PENDI NG	Herff Jones, LLC
BELIEVE IN U	1678640 5/27/2014		Canada	PENDI NG	Herff Jones, LLC
BPA	73578767 1/21/1986	1407634 9/2/1986	U.S.	REGIST ERED	Herff Jones, LLC
CHURCHWEAR Church Wear	76292971 7/31/2001	2655144 11/26/2002	U.S.	REGIST ERED	Herff Jones, LLC
COLLEGIATE 	72328955 6/3/1969	903047 11/24/1970	U.S.	REGIST ERED	Herff Jones, LLC

	Trademark/Image	Application Number Application Date	Registration Number Registration Date	Juris- diction	Status	Grantor
	COLLEGIATE	72328954 6/3/1969	901233 10/20/1970	U.S.	REGIST ERED	Herff Jones, LLC
	COLLEGIATE APPAREL	76231145 3/27/2001	2524984 1/1/2002	U.S.	REGIST ERED	Herff Jones, LLC
	CONTESSA	75909393 02/04/2000	2417646 01/02/2001	U.S.	REGIST ERED	Herff Jones, LLC
	CREATING A CLIMATE OF ACHIEVEMENT	77806151 8/17/2009	---	U.S.	PENDI NG	Herff Jones, LLC
	CRIMSON GOLD	78777356 12/20/2005	3399738 3/18/2008	U.S.	REGIST ERED	Herff Jones, LLC
	DAMASCENE	77162936 04/23/2007	3364926 01/08/2008	U.S.	REGIST ERED	Herff Jones, LLC
	DIPLOMA EZ PRINT	86075829 09/26/2013		U.S.	PENDI NG	Herff Jones, LLC
	ECO-FRIENDLY FRAMING SUCCESS PROUDLY PURCHASES CERTIFIED WOOD FROM WELL- MANAGED FORESTS 	77600325 10/24/2008	3638503 6/16/2009	U.S.	REGIST ERED	Herff Jones, LLC
	EXTREME AURISTA	77737070 5/14/2009	3769190 3/30/2010	U.S.	REGIST ERED	Herff Jones, LLC
	EXTREME SILVER	78777449 12/20/2005	3255098 6/26/2007	U.S.	REGIST ERED	Herff Jones, LLC
	FIRST & FINEST IN ACHIEVEMENT FRAMING	76413848 5/24/2002	2700106 3/25/2003	U.S.	REGIST ERED	Herff Jones, LLC
	FRAMING SUCCESS 	76412644 5/22/2002	2677964 1/21/2003	U.S.	REGIST ERED	Herff Jones, LLC

	Trademark/Image	Application Number Application Date	Registration Number Registration Date	Juris- diction	Status	Grantor
	FRAMING SUCCESS	76395057 4/12/2002	2674961 1/14/2003	U.S.	REGIST ERED	Herff Jones, LLC
	FRAMING SUCCESS	1135210 11/18/2010		Mexico	PENDI NG	Herff Jones, LLC
	FRESHMAN RECORD	74084773 8/3/1990	1711594 9/1/1992	U.S.	REGIST ERED	Herff Jones, LLC
	FRESHMAN REGISTER	73340683 12/8/1981	1271361 3/20/1984	U.S.	REGIST ERED	Herff Jones, LLC
	GOLDNET	74388560 5/11/1993	1838081 5/31/1994	U.S.	REGIST ERED	Herff Jones, LLC
	HERFF JONES	747032 2/7/1994	475301 4/28/1997	Canada	REGIST ERED	Herff Jones, LLC
	HERFF JONES	74421390 8/6/1993	1837227 5/17/1994	U.S.	REGIST ERED	Herff Jones, LLC
	HERFF JONES	74429047 8/27/1993	1839684 6/14/1994	U.S.	REGIST ERED	Herff Jones, LLC
	HERFF JONES	74421389 8/6/1993	1837226 5/17/1994	U.S.	REGIST ERED	Herff Jones, LLC
	HERFF JONES	74421241 8/6/1993	1837393 5/24/1994	U.S.	REGIST ERED	Herff Jones, LLC
	HERFF JONES	73348546 2/3/1982	1247648 8/9/1983	U.S.	REGIST ERED	Herff Jones, LLC
	HJ 	74429039 8/27/1993	1837133 5/17/1994	U.S.	REGIST ERED	Herff Jones, LLC
	HJ 	74421398 8/6/1993	1837362 5/24/1994	U.S.	REGIST ERED	Herff Jones, LLC
	HJ 	7442179 8/6/1993	1836766 5/17/1993	U.S.	REGIST ERED	Herff Jones, LLC
	HJ 	74421177 8/6/1993	1837089 5/17/1994	U.S.	REGIST ERED	Herff Jones, LLC
	HJ 	747034 2/7/1994	450615 11/24/1995	Canada	REGIST ERED	Herff Jones, LLC
	HJ	611934 7/22/1988	399026 6/12/1992	Canada	REGIST ERED	Herff Jones, LLC
	HJ	74421179 8/6/1993	1836766 5/17/1994	U.S.	REGIST ERED	Herff Jones, LLC

	Trademark/Image	Application Number Application Date	Registration Number Registration Date	Juris- diction	Status	Grantor
	HJ	73338631 11/23/1981	1222531 1/4/1983	U.S.	REGIST ERED	Herff Jones, LLC
	HJ ULT	73335556 11/4/1981	1268584 2/28/1984	U.S.	REGIST ERED	Herff Jones, LLC
	IMAGEIN	77548438 8/15/2008	3678703 9/8/2009	U.S.	REGIST ERED	Herff Jones, LLC
	IMAGEIN	1408775 8/27/2008	750857 10/22/2009	Canada	REGIST ERED	Herff Jones, LLC
	NEW STUDENT RECORD	75860778 11/30/1999	2467293 7/10/2001	U.S.	REGIST ERED	Herff Jones, LLC
	OUR YEAR	75812121 9/30/1999	2456822 6/5/2001	U.S.	REGIST ERED	Herff Jones, LLC
	STITCH	1559404 1/11/2012		Canada	PENDI NG	Herff Jones, LLC
	STITCH	85455491 10/25/2011	---	U.S.	PENDI NG ITU	Herff Jones, LLC
	STRAIGHT UP GET HOME SAFELY 	77062705 12/12/2006	3855301 10/5/2010	U.S.	REGIST ERED	Herff Jones, LLC
	TEAM TIME	76599089 6/24/2004	2912608 12/21/2004	U.S.	REGIST ERED	Herff Jones, LLC
	TEAM TIME	76514932 5/16/2003	2933763 3/15/2005	U.S.	REGIST ERED	Herff Jones, LLC
	THE EXTREME COLLECTION	77963367 3/19/2010	4060746 11/22/2011	U.S.	REGIST ERED	Herff Jones, LLC
	THE RECORD PROGRAMS	78134112 6/7/2002	2732157 7/1/2003	U.S.	REGIST ERED	Herff Jones, LLC
	THIN MAN	78709271 9/8/2005	3482176 8/5/2008	U.S.	REGIST ERED	Herff Jones, LLC
	ULTRIUM	73042841 1/27/1975	1033810 2/17/1976	U.S.	REGIST ERED	Herff Jones, LLC
	WE SPEAK YEARBOOK	77751610 6/3/2009	3728342 12/22/2009	U.S.	REGIST ERED	Herff Jones, LLC
	WE SPEAK YEARBOOK	77751609 6/3/2009	3728341 12/22/2009	U.S.	REGIST ERED	Herff Jones, LLC
	WE SPEAK YEARBOOK	1456597 10/23/2009	776853 9/13/2010	Canada	REGIST ERED	Herff Jones, LLC
	WE SPEAK YEARBOOK	1456851 10/27/2009	776901 9/13/2010	Canada	REGIST ERED	Herff Jones, LLC

	Trademark/Image	Application Number Application Date	Registration Number Registration Date	Juris- diction	Status	Grantor
	WHERE ACHIEVEMENT IS RECOGNIZED	722327 6/10/2005	926107 3/28/2006	Mexico	REGIST ERED	Herff Jones, LLC
	WHERE ACHIEVEMENT IS RECOGNIZED	76003054 3/17/2000	2425319 1/30/2001	U.S.	REGIST ERED	Herff Jones, LLC
	YOUR PARTNER IN SUCCESS	78819300 2/21/2006	3187282 12/19/2006	U.S.	REGIST ERED	Herff Jones, LLC
	YOUR SUCCESS DESERVES THE BEST	75574885 10/22/1998	2400755 10/31/2000	U.S.	REGIST ERED	Herff Jones, LLC
	YOUR SUCCESS DESERVES THE BEST	722325 6/10/2005	926106 3/28/2006	Mexico	REGIST ERED	Herff Jones, LLC