

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM327044

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Handi Quilter, Inc.		12/19/2014	CORPORATION: DELAWARE
Handi Quilter Holding Company		12/19/2014	CORPORATION: DELAWARE
Golden Threads LLC		12/19/2014	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. Bank National Association, as Administrative Agent
Street Address:	800 NICOLLET MALL
City:	MINNEAPOLIS
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	National Association: Bank: UNITED STATES

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	3827292	AVANTÉ
Registration Number:	3270574	DESIGNED BY A QUILTER FOR QUILTERS
Registration Number:	3280864	HANDI GADGETS
Registration Number:	3976892	HANDI QUILTER
Registration Number:	3978891	
Registration Number:	3976890	HANDI QUILTER
Registration Number:	3976889	HANDI QUILTER
Registration Number:	3942426	HANDI QUILTER
Registration Number:	3942425	HANDI QUILTER
Registration Number:	3980607	HANDI QUILTER
Registration Number:	3980606	HANDI QUILTER
Registration Number:	3980605	HANDI QUILTER
Registration Number:	3980604	HANDI QUILTER
Registration Number:	3980603	HANDI QUILTER
Registration Number:	3980602	HANDI QUILTER
Registration Number:	3758969	HQ FUSION
Registration Number:	3538211	HQ PRO-STITCHER

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2920821	HQ SIXTEEN
Registration Number:	4167083	HQ SWEET SIXTEEN
Registration Number:	3919842	QUILTER'S ACADEMY
Registration Number:	3919841	QUILTER'S ACADEMY
Registration Number:	3559066	QUILTER'S HANDI LIBRARY
Registration Number:	3914340	SEE.HEAR.LEARN.QUILT!
Registration Number:	3321467	SIMPLY-SIXTEEN
Registration Number:	3758970	WHERE FUNCTION MEETS VISION

CORRESPONDENCE DATA

Fax Number: 2127557306
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: 212.326.3939
Email: NYTEF@JONESDAY.COM
Correspondent Name: Sheel A. Patel
Address Line 1: 222 East 41st Street
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	108344-600027
NAME OF SUBMITTER:	Sheel A. Patel
SIGNATURE:	/Sheel A. Patel/
DATE SIGNED:	12/22/2014

Total Attachments: 4

source=Discharge of Security Interest - Trademarks2 HANDI QUILTER GOLDEN THREADS (2011)-v1#page1.tif
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DISCHARGE OF SECURITY INTEREST
(Trademarks)

Dated: December 19, 2014

WHEREAS, Handi Quilter, Inc., (the "Borrower"), a Delaware corporation (successor by merger with Handi Quilter Acquisition Company), Handi Quilter Holding Company, a Delaware corporation, and Golden Threads LLC, a Delaware limited liability company (collectively, the "Grantors") granted a security interest in the United States trademarks listed in Exhibit A attached hereto and in the other collateral described in the Security Agreement (as defined below) (collectively, the "Collateral") to U.S. Bank National Association, as Administrative Agent (the "Grantee"), pursuant to that certain Pledge and Security Agreement (the "Security Agreement") dated November 14, 2011, in order to secure repayment of certain amounts owing to Grantee and the other lenders (the "Lenders") from time to time party to that certain Credit Agreement dated November 14, 2011 among the Borrower, the Grantee, and the Lenders, as amended, restated, or otherwise modified from time to time (the "Credit Agreement");

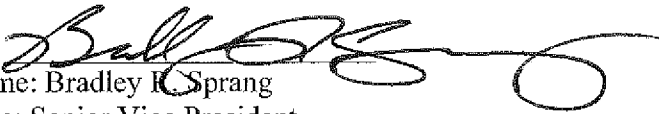
WHEREAS, a Confirmatory Grant of Security Interests in Trademarks (the "Confirmatory Grant") among the Grantors and the Grantee with respect to the trademarks listed in Exhibit A was entered into on November 14, 2011, and was recorded in the records of the United States Patent and Trademark Office (the "USPTO") on November 15, 2011, and such recordation is located on Reel 4661 at Frame 0216 of the USPTO; and

WHEREAS, the Grantee desires to release the marks listed in Exhibit A from the Confirmatory Grant.

NOW THEREFORE, to all who it may concern be it known that for and in consideration of the payment to the Grantee of the full amount of the indebtedness described in the Credit Agreement and Security Agreement, the Grantee hereby (a) terminates, releases and discharges all the security interests granted by the Security Agreement, being the security interests granted in respect of the patents, trademarks, copyrights and all other Collateral and (b) acknowledges, confirms and agrees that the Confirmatory Grant is discharged, released and terminated and of no further force or effect.

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U.S. BANK NATIONAL ASSOCIATION,
as Agent

By: 
Name: Bradley K. Sprang
Title: Senior Vice President

Discharge of Security Interest
(Trademarks)

TRADEMARK
REEL: 005425 FRAME: 0197

EXHIBIT A

Exhibit A - SCHEDULE OF TRADEMARKS

No.	Mark	Reg. No./ App. No.	Status	Owner	Reg. Date/ Filing Date	Country
1.	AVANTÉ	3,827,292	Registered	Handi Quilter, Inc.	8/3/10	United States
2.	DESIGNED BY A QUILTER FOR QUILTERS	3,270,574	Registered	Handi Quilter, Inc.	7/24/07	United States
3.	HANDI GADGETS	3,280,864	Registered	Handi Quilter, Inc.	8/14/07	United States
4.	HANDI QUILTER	3,976,892	Registered	Handi Quilter, Inc.	6/14/11	United States
5.	HANDI QUILTER	3,978,891	Registered	Handi Quilter, Inc.	6/14/11	United States
6.	HANDI QUILTER	3,976,890	Registered	Handi Quilter, Inc.	6/14/11	United States
7.	HANDI QUILTER	3,976,889	Registered	Handi Quilter, Inc.	6/14/11	United States
8.	HANDI QUILTER	3,942,426	Registered	Handi Quilter, Inc.	4/5/11	United States
9.	HANDI QUILTER	3,942,425	Registered	Handi Quilter, Inc.	4/5/11	United States
10.	HANDI QUILTER and Design	3,980,607	Registered	Handi Quilter, Inc.	6/21/11	United States
11.	HANDI QUILTER and Design	3,980,606	Registered	Handi Quilter, Inc.	6/21/11	United States
12.	HANDI QUILTER and Design	3,980,605	Registered	Handi Quilter, Inc.	6/21/11	United States
13.	HANDI QUILTER and Design	3,980,604	Registered	Handi Quilter, Inc.	6/21/11	United States
14.	HANDI QUILTER and Design	3,980,603	Registered	Handi Quilter, Inc.	6/21/11	United States
15.	HANDI QUILTER and Design	3,980,602	Registered	Handi Quilter, Inc.	6/21/11	United States
16.	HQ FUSION	3,758,969	Registered	Handi Quilter, Inc.	3/9/10	United States
17.	HQ PRO- STITCHER	3,538,211	Registered	Handi Quilter, Inc.	11/25/08	United States
18.	HQ SIXTEEN	2,920,821	Registered	Handi Quilter, Inc.	1/25/05	United States
19.	HQ SIXTEEN	4,167,083	Registered	Handi, Quilter, Inc.	7/3/12	United States
20.	QUILTER'S ACADEMY	3,919,842	Registered	Handi Quilter, Inc.	2/15/11	United States
21.	QUILTER'S ACADEMY	3,919,841	Registered	Handi Quilter, Inc.	2/15/11	United States
22.	QUILTER'S HANDI LIBRARY	3,559,066	Registered	Handi Quilter, Inc.	1/6/09	United States

No.	Mark	Reg. No./ App. No.	Status	Owner	Reg. Date/ Filing Date	Country
23.	SEE.HEAR.LEARN .QUILT!	3,914,340	Registered	Handi Quilter, Inc.	2/1/11	United States
24.	SIMPLY-SIXTEEN	3,321,467	Registered	Handi Quilter, Inc.	10/23/07	United States
25.	WHERE FUNCTION MEETS VISION	3,758,970	Registered	Handi Quilter, Inc.	3/9/10	United States