

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM363398

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pendleton Woolen Mills, Inc.		11/20/2015	CORPORATION: OREGON
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, as Administrative Agent		
Street Address:	One Boston Place		
Internal Address:	19th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 52			
Property Type	Number	Word Mark	
Registration Number:	800729	COUNTRY CLOTHES BY PENDLETON	
Registration Number:	1512806	COUNTRY TRADITIONALS	
Registration Number:	4614499	GENUINE "OREGON TWEED" WOVEN BY PENDLETO	
Registration Number:	698234	GLACIER PARK BLANKET	
Registration Number:	246911	GRAND CANYON	
Registration Number:	1861853	GRAND TETON	
Registration Number:	506303	HARDING	
Registration Number:	1600997	LOBO	
Registration Number:	2276748	NOR'WESTER WEAR BY PENDLETON	
Registration Number:	1524639	OUTDOORS MAN	
Registration Number:	1037521	PEN WEST	
Registration Number:	3718175	PENDLETON	
Registration Number:	4276047	PENDLETON	
Registration Number:	3568773	PENDLETON	
Registration Number:	3574742	PENDLETON	
Registration Number:	3555536	PENDLETON	
Registration Number:	3574743	PENDLETON	
Registration Number:	3297528	PENDLETON	

OP \$1315.00 800729

Property Type	Number	Word Mark
Registration Number:	1980970	PENDLETON
Registration Number:	2951453	PENDLETON
Registration Number:	4574834	PENDLETON
Registration Number:	2059665	PENDLETON
Registration Number:	514710	PENDLETON
Registration Number:	666627	PENDLETON 49'ER
Registration Number:	4732602	PENDLETON AFTER THE HUNT
Registration Number:	3680928	PENDLETON COLORPLAY
Registration Number:	3638636	PENDLETON ECO-WISE WOOL
Registration Number:	3662604	PENDLETON ESTATE VINEYARDS & WINERY
Registration Number:	2713136	PENDLETON HOME
Registration Number:	2717244	PENDLETON HOME COLLECTION
Registration Number:	2276567	PENDLETON ORIGINALS
Registration Number:	2395884	PENDLETON ORIGINALS BORN IN OREGON
Registration Number:	2117014	PENDLETON STUDIO
Registration Number:	4771366	PENDLETON WOOLEN MILLS
Registration Number:	248843	RAINIER PARK
Registration Number:	715837	SIR PENDLETON
Registration Number:	4581035	SURF PENDLETON
Registration Number:	3439820	
Registration Number:	686329	THE 49'ER
Registration Number:	4235516	THE PORTLAND COLLECTION
Registration Number:	4296236	TRADE MARK PENDLETON HOME COLLECTION
Registration Number:	521804	UMATILLA
Registration Number:	2053150	WARRANTED TO BE A PENDLETON PENDLETON WO
Registration Number:	663602	WARRANTED TO BE A "PENDLETON" PENDLETON
Registration Number:	4758350	WARRANTED TO BE A "PENDLETON" TRADE MARK
Registration Number:	4270765	WARRANTED TO BE A PENDLETON PENDLETON WO
Registration Number:	2740255	WESTLAND
Registration Number:	2669407	WHISPERWOOL
Registration Number:	4718275	WOOLDENIM
Registration Number:	527369	YAKIMA
Registration Number:	696838	YELLOWSTONE PARK
Registration Number:	3113123	YOSEMITE

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.

TRADEMARK

REEL: 005674 FRAME: 0838

Phone: 2023704750
Email: ipteam@nationalcorp.com
Correspondent Name: Darlena Bari Stark
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:	F159663
--------------------------------	---------

NAME OF SUBMITTER:	ANDREW NASH
---------------------------	-------------

SIGNATURE:	/ANDREW NASH/
-------------------	---------------

DATE SIGNED:	11/23/2015
---------------------	------------

Total Attachments: 6

source=FINAL -- Grant of Security Interest in U.S. Trademarks -- Pendleton#page1.tif
source=FINAL -- Grant of Security Interest in U.S. Trademarks -- Pendleton#page2.tif
source=FINAL -- Grant of Security Interest in U.S. Trademarks -- Pendleton#page3.tif
source=FINAL -- Grant of Security Interest in U.S. Trademarks -- Pendleton#page4.tif
source=FINAL -- Grant of Security Interest in U.S. Trademarks -- Pendleton#page5.tif
source=FINAL -- Grant of Security Interest in U.S. Trademarks -- Pendleton#page6.tif

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

November 20, 2015


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **PENDLETON WOOLEN MILLS, INC.**, an Oregon corporation (the “Grantor”), hereby grants to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as agent for itself and certain other credit parties (in such capacity, the “Grantee”), a continuing security interest in (i) all of the 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 the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of the date hereof (as amended, restated, supplemented or otherwise modified and in effect 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.

PENDLETON WOOLEN MILLS, INC., as a
Grantor

By: 
Name: D.M. Simmonds
Title: CFO

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee**

By: 
Name: William Chen
Title: Director

SCHEDULE A

Trademarks Owned by Pendleton Woolen Mills, Inc.

<u>Trademarks</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>
BEAVER STATE	4/14/2000	Registered	4522866
BEAVER STATE BY PENDLETON	8/6/2007	Registered	6206570
BEAVER STATE REG. U.S. PAT. OFF...			
ROBES AND SHAWLS & Design (in blue & gold)	8/10/2012	Registered	11112026
BEAVER STATE REG. U.S. PAT. OFF...			
ROBES AND SHAWLS & Design (in blue & gold)	8/14/2012	Registered	5557790
BEAVER STATE REG. U.S. PAT. OFF...			
ROBES AND SHAWLS & Design (in blue & gold)	4/3/2012	Registered	TMA861,804
Chief Joseph Design	1/17/2000	Registered	4438945
COUNTRY CLOTHES BY PENDLETON	3/25/1964	Registered	800,729
COUNTRY TRADITIONALS	3/4/1988	Registered	1,512,806
GENUINE OREGON TWEED... SINCE 1863 & Design	2/7/2013	Registered	4,614,499
GLACIER PARK BLANKET & Design	9/14/1959	Registered	698,234
GRAND CANYON (Stylized)	4/23/1930	Registered	246,911
GRAND TETON	10/25/1993	Registered	1,861,853
HARDING	12/26/1947	Registered	506,303
Harding Design	1/17/2000	Registered	4438944
LOBO	9/18/1989	Registered	1,600,997
NOR'WESTER WEAR BY PENDLETON	3/24/1998	Registered	2,276,748
OUTDOORS MAN	6/8/1988	Registered	1,524,639
PEN WEST	9/12/1974	Registered	1,037,521
PENDLETON – Canada	3/3/2009	Registered	TMA784,153
PENDLETON – United States	4/29/2009	Registered	3,718,175
PENDLETON – United States	4/29/2009	Registered	4,276,047
PENDLETON – Community Trademark	6/10/2009	Registered	8391773
PENDLETON – Japan	10/21/2008	Registered	5218738
PENDLETON – United States	7/25/2008	Registered	3,568,773
PENDLETON – Community Trademark	8/10/2012	Registered	11112166
PENDLETON – Canada	8/7/2012	Filed	
PENDLETON – United States	11/26/2007	Registered	3,574,742
PENDLETON – United States	11/26/2007	Registered	3,555,536
PENDLETON – United States	11/26/2007	Registered	3,574,743
PENDLETON – India	5/30/2014	Filed	
PENDLETON – Norway	5/26/2014	Registered	279471
PENDLETON – South Korea	2/24/2011	Registered	40-0900434
PENDLETON – South Korea	2/24/2011	Registered	40-0900429
PENDLETON – South Korea	2/24/2011	Registered	40-0900381
PENDLETON – China P.R.	8/6/2007	Registered	6206571
PENDLETON – Switzerland	5/27/2014	Registered	662929
PENDLETON – Taiwan	7/11/2014	Registered	1711485
PENDLETON – Russian Federation	5/14/2014	FILED	
PENDLETON – India	5/30/2014	FILED	

<u>Trademarks</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>
PENDLETON – Australia	4/7/2014	FILED	
PENDLETON – Mexico	4/30/2014	Registered	1476129
PENDLETON – Mexico	4/30/2014	Registered	1541411
PENDLETON – United States	3/21/2006	Registered	3297528
PENDLETON – United States	6/5/1995	Registered	1980970
PENDLETON – Benelux	2/4/1971	Registered	3447
PENDLETON – Canada	12/16/1960	Registered	TMA126,274
PENDLETON – China P.R.	1/6/1994	Registered	793598
PENDLETON – France	9/27/1965	Registered	1312469
PENDLETON – Italy	9/27/1965	Registered	1137975
PENDLETON – Japan	5/22/1996	Registered	4228977
PENDLETON – Japan	6/28/1993	Registered	1619413
PENDLETON – Japan	5/10/1995	Registered	681029
PENDLETON – Japan	5/22/1996	Registered	4198300
PENDLETON – Mexico	5/8/1992	Registered	424773
PENDLETON – Switzerland	8/2/1995	Registered	340718
PENDLETON – United States	10/7/2003	Registered	2951453
PENDLETON – United States	9/19/2013	Registered	4574834
PENDLETON & Design (Perpendicular to Ram's Head logo)	7/23/1998	Registered	TMA562,299
PENDLETON & Design (script) – Japan	4/12/1994	Registered	1678377
PENDLETON & Design (Stylized Ram's Head logo)	7/31/1969	Registered	913742
PENDLETON & Design (underlined) – United States	8/31/1994	Registered	2059665
PENDLETON & Design (underlined) – Germany	11/14/1994	Registered	39401830
PENDLETON & Design (underlined) – India	11/21/1994	Registered	646121
PENDLETON (Chinese Transliteration) – China P.R.	8/29/2002	Registered	3290079
PENDLETON (chocolate) – United States	12/22/2014	FILED	
PENDLETON (Coffee) – United States	12/12/2014	FILED	
PENDLETON (pet) – United States	8/28/2014	FILED	
PENDLETON (Stylized) – United States	9/27/1947	Registered	514,710
PENDLETON 49'ER (Stylized) – United States	8/27/1957	Registered	666,627
"PENDLETON AFTER THE HUNT" – United States	1/7/2014	Registered	4,732,602
"PENDLETON AFTER THE HUNT" – Canada	1/15/2014	FILED	
PENDLETON COLORPLAY – United States	5/12/2008	Registered	3,680,928
PENDLETON ECO-WISE WOOL – Canada	5/4/2009	Registered	TMA782,677
PENDLETON ECO-WISE WOOL – United States	11/6/2008	Registered	3,638,636
PENDLETON ECO-WISE WOOL – Community Trademark	11/5/2009	Registered	8664534
PENDLETON ECO-WISE WOOL – Japan	11/9/2009	Registered	5348890
PENDLETON EST. 1863 & Design – Canada	7/23/1998	Registered	TMA562,283
PENDLETON EST. 1863 & Design (around Ram's Head logo) - Canada	7/23/1998	Registered	TMA547,481
PENDLETON ESTATE VINEYARDS & WINERY – United St	5/12/2008	Registered	3,662,604
PENDLETON HOME - United States	3/27/2002	Registered	2,713,136
PENDLETON HOME COLLECTION – United States	3/27/2002	Registered	2717244
PENDLETON ORIGINALS – United States	10/1/1997	Registered	2276567
PENDLETON ORIGINALS BORN IN OREGON & Design	11/17/1999	Registered	2395884
PENDLETON SINCE 1863 & Design – Canada	7/23/1998	Registered	TMA555,849

<u>Trademarks</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>
PENDLETON STUDIO – United States	9/12/1996	Registered	2117014
PENDLETON ULTRA 9 – United States	10/29/2013	FILED	
PENDLETON WOOLDENIM – United States	10/29/2013	FILED	
PENDLETON WOOLEN MILLS label – United States	4/23/2014	Registered	4771366
PEN-PRESS – United States	1/14/2015	FILED	
RAINIER PARK (Stylized) – United States	6/9/1930	Registered	248,843
Ram's Head logo Design – Canada	7/23/1998	Registered	TMA573301
SIR PENDLETON – United States	8/29/1960	Registered	715,837
SURF PENDLETON – United States	2/6/2013	Registered	4,581,035
Teepee Design – United States	9/11/2007	Registered	3,439,820
THE 49'ER – United States	5/1/1958	Registered	686,329
THE PORTLAND COLLECTION – United States	2/27/2012	Registered	4,235,516
TRADE MARK PENDLETON HOME COLLECTION & Design (Teepee) – United States	8/22/2011	Registered	4,296,236
UMATILLA – United States	12/26/1947	Registered	521,804
WARRANTED TO BE A PENDLETON – China P.R.	8/29/2002	Registered	3290081
WARRANTED TO BE A PENDLETON - SINCE 1863 & Design	10/3/1994	Registered	2,053,150
WARRANTED TO BE A PENDLETON & Design – Canada	8/24/1925	Registered	TMDA38,390
WARRANTED TO BE A "PENDLETON" & Design – United	4/23/1958	Registered	663,602
WARRANTED TO BE A "PENDLETON" & Design-Canada	9/14/1925	Registered	TMDA38494
WARRANTED TO BE A "PENDLETON"... THOS. KAY & Design	1/9/2014	Registered	4,758,350
WARRANTED TO BE A PENDLETON... SINCE 1863 & Design	11/14/2011	Registered	4,270,765
WARRANTED TO BE A PENDLETON... SINCE 1863 & Design	4/3/2012	Registered	TMA861,803
WESTLAND – United States	10/16/2002	Registered	2,740,255
WHISPERWOOL – United States	9/26/1997	Registered	2,669,407
WOOL PERFORM – United States	7/21/2015	FILED	
WOOLDENIM – United States	10/29/2013	Registered	4,718,275
WOOLEN MILL STORE – Oregon	2/4/1987	Registered	21389
YAKIMA – United States	6/24/1949	Registered	527,369
YELLOWSTONE PARK (Stylized) – United States	9/14/1959	Registered	696,838
YOSEMITE – United States	3/8/2005	Registered	3,113,123