

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM366645

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CWC Direct, LLC		12/18/2015	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wells Fargo Bank, National Association		
<b>Street Address:</b>	One Boston Place		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02108		
<b>Entity Type:</b>	Bank: UNITED STATES		
<b>PROPERTY NUMBERS Total: 42</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2765319	ASPENWOOD ADVERTISING	
<b>Registration Number:</b>	2714390	COLDWATER CREEK	
<b>Registration Number:</b>	2602690	COLDWATER CREEK	
<b>Registration Number:</b>	3894084	COLDWATER CREEK	
<b>Registration Number:</b>	3893477	COLDWATER CREEK	
<b>Registration Number:</b>	3976916	COLDWATER CREEK	
<b>Registration Number:</b>	3894086	COLDWATER CREEK	
<b>Registration Number:</b>	3894088	COLDWATER CREEK	
<b>Registration Number:</b>	2555721	COLDWATER CREEK	
<b>Registration Number:</b>	3894089	COLDWATER CREEK	
<b>Registration Number:</b>	2634836	COLDWATER CREEK	
<b>Registration Number:</b>	2217173	COLDWATER CREEK	
<b>Registration Number:</b>	2544861	COLDWATER CREEK	
<b>Registration Number:</b>	1876534	COLDWATER CREEK	
<b>Registration Number:</b>	1531418	COLDWATER CREEK	
<b>Registration Number:</b>	1861320	COLDWATER CREEK	
<b>Registration Number:</b>	3894090	COLDWATER CREEK	
<b>Registration Number:</b>	2740447	COLDWATER CREEK	
<b>Registration Number:</b>	2769235	COLDWATER CREEK	
<b>TRADEMARK</b>			

OP \$1065.00 2765319

Property Type	Number	Word Mark
Registration Number:	3672504	COLDWATER CREEK OUTLET
Registration Number:	3306042	COLDWATER CREEK THE SPA
Registration Number:	3266290	COLDWATER CREEK THE SPA
Registration Number:	4426166	COTTONLUXE
Registration Number:	3720169	
Registration Number:	4299279	DESTINATIONS BY COLDWATER CREEK
Registration Number:	4057615	GUARANTEED ALWAYS. COLDWATER CREEK
Registration Number:	4319200	NO-IRON PERFECT SHIRT
Registration Number:	3702061	ONECREEK
Registration Number:	3680357	ONECREEK
Registration Number:	4053888	ONECREEK ELITE
Registration Number:	4336502	PERFECT SHIRT
Registration Number:	4664948	PERFECT TUNIC
Registration Number:	4466645	PONTE PERFECT
Registration Number:	4649880	PRIMAKNIT
Registration Number:	3803551	SHAPEME
Registration Number:	3803552	SHAPEME
Registration Number:	3731760	SPIRIT BY COLDWATER CREEK
Registration Number:	4704021	THE CREEK
Registration Number:	4441573	THE PERFECT SHIRT
Registration Number:	4474248	THE STUDIO PANT
Registration Number:	4284012	WEEKEND BY COLDWATER CREEK
Serial Number:	86793684	SHAPEME

**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: Dwayne C. Houston

Address Line 1: 1025 Vermont Avenue NW, Suite 1130

Address Line 2: National Corporate Research. Ltd.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER: F160274

NAME OF SUBMITTER: Lisa A. Cobbett

SIGNATURE: /Lisa A. Cobbett/

DATE SIGNED: 12/21/2015

Total Attachments: 5

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

December 18, 2015

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **CWC DIRECT LLC**, a Delaware limited liability company (the "Grantor"), hereby grants to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as administrative agent and collateral agent for itself and certain other credit parties (in such capacity, the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in, to and under 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.

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


**CWC DIRECT LLC**, as a Grantor

By:   
Name: David Walde  
Title: Chief Executive Officer

Signature Page to Grant of Security Interest in United States Trademarks

**TRADEMARK**  
**REEL: 005693 FRAME: 0687**

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

By:   
Name: Michael Stavrakos  
Title: Assistant Vice President

SCHEDULE A

**Trademark Registrations and Applications**

<b>Country</b>	<b>Trademark</b>	<b>Reg. No. /App. No.</b>	<b>Reg. Date /Filing Date</b>	<b>Owner</b>
United States	ASPENWOOD ADVERTISING	RN: 2765319 SN: 76365189	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 2714390 SN: 76290949	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 2602690 SN: 76227693	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 3894084 SN: 85093140	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 3893477 SN: 85029189	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 3976916 SN: 85093329	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 3894086 SN: 85093286	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 3894088 SN: 85093335	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 2555721 SN: 76250085	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 3894089 SN: 85093338	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 2634836 SN: 76314157	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 2217173 SN: 75367982	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 2544861 SN: 76250032	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 1876534 SN: 74459701	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 1531418 SN: 73739695	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 1861320 SN: 74461454	Registered	CWC Direct LLC
United States	COLDWATER CREEK	RN: 3894090 SN: 85093341	Registered	CWC Direct LLC
United States	COLDWATER CREEK and Design	RN: 2740447 SN: 78141132	Registered	CWC Direct LLC
United States	COLDWATER CREEK and Design	RN: 2769235 SN: 78141070	Registered	CWC Direct LLC
United States	COLDWATER CREEK OUTLET	RN: 3672504 SN: 77665567	Registered	CWC Direct LLC
United States	COLDWATER CREEK THE SPA	RN: 3306042 SN: 77087272	Registered	CWC Direct LLC
United States	COLDWATER CREEK THE SPA	RN: 3266290 SN: 78764018	Registered	CWC Direct LLC

Country	Trademark	Reg. No. /App. No.	Reg. Date /Filing Date	Owner
United States	COTTONLUXE	RN: 4426166 SN: 85555639	Registered	CWC Direct LLC
United States	Design	RN: 3720169 SN: 78825762	Registered	CWC Direct LLC
United States	DESTINATIONS BY COLDWATER CREEK	RN: 4299279 SN: 85568725	Registered	CWC Direct LLC
United States	GUARANTEED ALWAYS. COLDWATER CREEK (Stylized)	RN: 4057615 SN: 85222705	Registered	CWC Direct LLC
United States	NO-IRON PERFECT SHIRT	RN: 4319200 SN: 85741842	Registered	CWC Direct LLC
United States	ONECREEK	RN: 3702061 SN: 77207782	Registered	CWC Direct LLC
United States	ONECREEK	RN: 3680357 SN: 77207791	Registered	CWC Direct LLC
United States	ONECREEK ELITE	RN: 4053888 SN: 85109912	Registered	CWC Direct LLC
United States	PERFECT SHIRT	RN: 4336502 SN: 85741848	Registered	CWC Direct LLC
United States	PERFECT TUNIC	RN: 4664948 SN: 85936383	Registered	CWC Direct LLC
United States	PONTE PERFECT	RN: 4466645 SN: 86045678	Registered	CWC Direct LLC
United States	PRIMAKNIT	RN: 4649880 SN: 85918185	Registered	CWC Direct LLC
United States	SHAPEME	RN: 3803551 SN: 77183040	Registered	CWC Direct LLC
United States	SHAPEME	SN: 86793684	Pending	CWC Direct LLC
United States	SHAPEME	RN: 3803552 SN: 77183068	Registered	CWC Direct LLC
United States	SPIRIT BY COLDWATER CREEK	RN: 3731760 SN: 77069008	Registered	CWC Direct LLC
United States	THE CREEK	RN: 4704021 SN: 85362577	Registered	CWC Direct LLC
United States	THE PERFECT SHIRT	RN: 4441573 SN: 85555628	Registered	CWC Direct LLC
United States	THE STUDIO PANT	RN: 4474248 SN: 85936975	Registered	CWC Direct LLC
United States	WEEKEND BY COLDWATER CREEK	RN: 4284012 SN: 85568726	Registered	CWC Direct LLC