

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM394594

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Timex Group USA, Inc.		06/14/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	277 Park Avenue, 22nd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10172		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 50			
Property Type	Number	Word Mark	
Registration Number:	2874900	1440 SPORTS	
Registration Number:	1688989	ACQUA	
Registration Number:	1568248	CARRIAGE	
Registration Number:	1064413	CAVATINA	
Registration Number:	1981200	DATA LINK	
Registration Number:	2118355	E	
Registration Number:	1171155	EASY READER	
Registration Number:	1472178	EXPEDITION	
Registration Number:	2216745	FAST WRAP	
Registration Number:	2307677	FLIX	
Registration Number:	1585551	GIZMOZ	
Registration Number:	0044586	INGERSOLL	
Registration Number:	4632625	INTELLIGENT QUARTZ	
Registration Number:	1585550	IT TAKES A LICKING AND KEEPS ON TICKING	
Registration Number:	3954313	IT'S NOT ORIGINAL UNLESS IT'S A TIMEX	
Registration Number:	3703646	KEEPS ON TICKING	
Registration Number:	2327425	KELTON	
Registration Number:	1734672		
Registration Number:	2347948		

OP \$1265.00 2874900

Property Type	Number	Word Mark
Registration Number:	1080319	MARATHON
Registration Number:	1544350	MARLIN
Registration Number:	1817420	NIGHT-MODE
Registration Number:	4800205	PERFECT DATE
Registration Number:	1473085	QUICKDATE
Registration Number:	4678719	SHOW YOURSELF WHAT YOU CAN DO
Registration Number:	2223217	TIME-FACTORY
Registration Number:	3255530	TIMEX
Registration Number:	2392243	TIMEX
Registration Number:	4104363	TIMEX
Registration Number:	0594464	TIMEX
Registration Number:	4821793	TIMEX
Registration Number:	1924534	TIMEX
Registration Number:	0417113	TIMEX
Registration Number:	3017864	TIMEX
Registration Number:	4885861	TIMEX
Registration Number:	2048695	TIMEX DATA LINK
Registration Number:	3869681	TIMEX PERFORMANCE CENTER
Registration Number:	3374348	TIMEX T SERIES
Registration Number:	4822221	TIMEX WEEKENDER
Registration Number:	2534826	TIMEXPO
Registration Number:	2724570	TMX
Registration Number:	3998275	TRAIL MATE
Registration Number:	1294180	TRIATHLON
Registration Number:	4559331	TIMEX TRUE SINCE 1854
Registration Number:	4523519	WEAR IT WELL
Registration Number:	2214941	WRISTAPPS
Registration Number:	3363680	X TIMEX
Registration Number:	1920843	REEF GEAR
Registration Number:	1975181	TIMEX
Registration Number:	1823796	TIMEX

CORRESPONDENCE DATA

Fax Number: 6172484000

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.

Email: tmadmin@choate.com

Correspondent Name: Sara M. Bauer

Address Line 1: Two International Place

Address Line 2: Choate Hall & Stewart LLP

TRADEMARK

REEL: 005851 FRAME: 0589

Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER: Sara M. Bauer

SIGNATURE: /sara bauer/

DATE SIGNED: 08/10/2016

Total Attachments: 8

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Trademark Security Agreement”) dated June 14, 2016, is made by the Person or Persons listed on the signature pages hereof (collectively, the “Grantors”), in favor of JPMorgan Chase Bank, N.A., as administrative agent for the Secured Parties (as defined in the Credit Agreement referred to below) (the “Administrative Agent”).

Reference is made to the Credit Agreement, dated as of June 14, 2016 (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the “Credit Agreement”), by, among others, Timex Group USA, Inc., a Delaware corporation, the other Borrowers party thereto from time to time, the Loan Guarantors party thereto from time to time, the Lenders party thereto from time to time, and the Administrative Agent. The Lenders have agreed to extend credit to the Borrowers subject to the terms and conditions set forth in the Credit Agreement.

Whereas, as a condition precedent to the Lenders’ extension of such credit, each Grantor has executed and delivered that certain Pledge and Security Agreement dated June 14, 2016, made by the Grantors to the Administrative Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

Whereas, under the terms of the Security Agreement, the Grantors have granted to the Administrative Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors, and have agreed as a condition thereof to execute this Trademark Security Agreement for recording with the U.S. Patent and Trademark Office, Canadian Intellectual Property Office, state or provincial trademark offices and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Terms. Terms defined in the Credit Agreement and Security Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement and Security Agreement.

SECTION 2. Grant of Security Interest. Each Grantor hereby grants to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties a continuing security interest in all of such Grantor’s right, title and interest in, to and under the Trademarks, including the Trademarks set forth on Schedule A attached hereto.

SECTION 3. Security for Obligations. The grant of a security interest in the Trademarks by each Grantor under this Trademark Security Agreement is made to secure the payment or performance, as the case may be, in full of the Secured Obligations.

SECTION 4. Recordation. Each Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer or foreign office record this Trademark Security Agreement.


SECTION 5. Execution in Counterparts. This Trademark Security Agreement 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.

SECTION 6. Security Agreement. This Trademark Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[Remainder of this page intentionally left blank]

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

TIMEX GROUP USA, INC., Grantor

By: 

Gregory Cross
Its Vice President and Treasurer

JPMORGAN CHASE BANK, N.A., as Administrative
Agent and Grantee

By: 
Name: Bonnie David
Title: Authorized Officer

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 005851 FRAME: 0594

SCHEDULE A

US Trademarks

<u>TRADEMARK</u>	<u>STATUS</u>	<u>REG./APP. NO.</u>	<u>REG./APP. DATE</u>
1440 SPORTS	Registered	2874900	17-Aug-2004
ACQUA (stylized)	Registered	1688989	26-May-1992
CARRIAGE	Registered	1568248	28-Nov-1989
CAVATINA	Registered	1064413	26-Apr-1977
DATA LINK	Registered	1981200	18-Jun-1996
E LOGO	Registered	2118355	02-Dec-1997
EASY READER	Registered	1171155	12-Feb-1980
EXPEDITION	Registered	1472178	12-Jan-1988
FAST WRAP	Registered	2216745	05-Jan-1999
FIRST RESPONDER	Pending	86/967707	07-Apr-2016
FLIX	Registered	2307677	11-Jan-2000
FLY BY WIRE	Allowed	86/554056	05-Mar-2015
GIZMOZ	Registered	1585551	06-Mar-1990
GOOD MORNING TIMEX	Allowed	86/027292	02-Aug-2013
INGERSOLL	Registered	44586	11-Jul-1905
INTELLIGENT QUARTZ	Registered	4632625	04-Nov-2014
IT TAKES A LICKING AND KEEPS ON TICKING	Registered	1585550	06-Mar-1990
IT'S NOT ORIGINAL UNLESS IT'S A TIMEX	Registered	3954313	03-May-2011
JOYMOTION	Allowed	86/200254	21-Feb-2014
KEEPS ON TICKING	Registered	3703646	27-Oct-2009
KELTON	Registered	2327425	07-Mar-2000
LUNETTE DESIGN	Registered	1734672	24-Nov-1992
LUNETTE DESIGN W/RECTANGLES	Registered	2347948	09-May-2000
MARATHON	Registered	1080319	27-Dec-1977
MARLIN	Registered	1544350	20-Jun-1989
NIGHT-MODE	Registered	1817420	18-Jan-1994
PERFECT DATE	Registered	4800205	25-Aug-2015
QUICKDATE	Registered	1473085	19-Jan-1988
SHOW YOURSELF WHAT YOU CAN DO	Registered	4678719	27-Jan-2015
SMART WATCHMAKING	Pending		06-Apr-2016
TIME-FACTORY	Registered	2223217	09-Feb-1999
TIMEX	Registered	3255530	26-Jun-2007
TIMEX	Registered	2392243	03-Oct-2000
TIMEX	Registered	4104363	28-Feb-2012
TIMEX	Registered	594464	31-Aug-1954
TIMEX	Registered	4821793	29-Sep-2015

TIMEX	Registered	1924534	03-Oct-1995
TIMEX	Registered	417113	16-Oct-1945
TIMEX	Registered	3017864	22-Nov-2005
TIMEX	Registered	4885861	12-Jan-2016
TIMEX DATA LINK	Registered	2048695	01-Apr-1997
TIMEX IQ+	Pending		18-May-2016
TIMEX PERFORMANCE CENTER	Registered	3869681	02-Nov-2010
TIMEX T SERIES	Registered	3374348	22-Jan-2008
TIMEX WEEKENDER	Registered	4822221	29-Sep-2015
TIMEXPO	Registered	2534826	29-Jan-2002
TMX	Registered	2724570	10-Jun-2003
TRAIL MATE	Registered	3998275	19-Jul-2011
TRIATHLON	Registered	1294180	11-Sep-1984
TRUE SINCE 1854 TIMEX	Registered	4559331	01-Jul-2014
WEAR IT WELL	Registered	4523519	29-Apr-2014
WRISTAPPS	Registered	2214941	29-Dec-1998
X TIMEX	Registered	3363680	1-Jan-2008
REEF GEAR	Registered	1920843	19-Sept-1995
TIMEX	Registered	1975181	21-May-1996
TIMEX	Registered	1823796	22-Feb-1994

Canadian Trademarks

Trademark	Status	Application / Date	Registration / Date
INGERSOLL	Registered	App 110268 App 26-JUN-1922	Reg TMDA32176 Reg 12-OCT-1922
TIMEX	Registered	App 219001 App 23-MAR-1953	Reg UCA50353 Reg 23-MAR-1953
TIMEX	Registered	App 313815 App 06-JUN-1968	Reg TMA162125 Reg 11-APR-1969
TRIATHLON	Registered	App 507728 App 09-AUG-1983	Reg TMA297392 Reg 23-NOV-1984
TIMEX ATLANTIS 100	Registered	App 580381 App 19-MAR-1987	Reg TMA342661 Reg 15-JUL-1988
CAVATINA	Registered	App 581122 App 31-MAR-1987	Reg TMA346478 Reg 14-OCT-1988
ACQUA	Registered	App 598762 App 13-JAN-1988	Reg TMA392472 Reg 10-JAN-1992
MARLIN	Registered	App 633171 App 31-MAY-1989	Reg TMA376172 Reg 23-NOV-1990
GIZMOZ	Registered	App 639581 App 30-AUG-1989	Reg TMA384851 Reg 24-MAY-1991
NIGHT-MODE	Registered	App 709814 App 27-JUL-1992	Reg TMA446133 Reg 18-AUG-1995

Trademark	Status	Application / Date	Registration / Date
TIMEX	Registered	App 736698 App 10-SEP-1993	Reg TMA509811 Reg 23-MAR-1999
EXPEDITION	Registered	App 762251 App 22-AUG-1994	Reg TMA447796 Reg 15-SEP-1995
TIMEX DATA LINK	Registered	App 791617 App 31-AUG-1995	Reg TMA481407 Reg 22-AUG-1997
DATA LINK	Registered	App 792104 App 06-SEP-1995	Reg TMA468939 Reg 16-JAN-1997
E DESIGN	Registered	App 803625 App 07-FEB-1996	Reg TMA507650 Reg 05-FEB-1999
FLIX	Registered	App 808316 App 27-MAR-1996	Reg TMA511027 Reg 21-APR-1999
LUNETTE & RECTANGLES DESIGN	Registered	App 826006 App 16-OCT-1996	Reg TMA485863 Reg 19-NOV-1997
FAST WRAP	Registered	App 847629 App 11-JUN-1997	Reg TMA510868 Reg 14-APR-1999
E LOGO	Registered	App 883262 App 02-JUL-1998	Reg TMA562848 Reg 30-MAY-2002
TMX	Registered	App 1002009 App 14-JAN-1999	Reg TMA554137 Reg 20-NOV-2001
TIMEX	Registered	App 1021461 App 08-JUL-1999	Reg TMA584281 Reg 25-JUN-2003
RUSH	Registered	App 1027310 App 30-AUG-1999	Reg TMA553220 Reg 01-NOV-2001
TMX	Registered	App 1050928 App 15-MAR-2000	Reg TMA684772 Reg 27-MAR-2007
HELIX	Registered	App 1067544 App 18-JUL-2000	Reg TMA579362 Reg 10-APR-2003
1440 SPORTS	Registered	App 1090991 App 31-JAN-2001	Reg TMA576866 Reg 04-MAR-2003
TELE-BANK 30	Registered	App 1097414 App 26-MAR-2001	Reg TMA602495 Reg 17-FEB-2004
POWER FIGHTER	Registered	App 1097890 App 29-MAR-2001	Reg TMA577061 Reg 05-MAR-2003
WISE GUY	Registered	App 1097891 App 29-MAR-2001	Reg TMA581126 Reg 09-MAY-2003
TIMEX	Registered	App 1141958 App 28-MAY-2002	Reg TMA595360 Reg 20-NOV-2003
TIMEX KIDS Logo	Registered	App 1144035 App 17-JUN-2002	Reg TMA584643 Reg 07-JUL-2003
TIMEX EXPEDITION	Registered	App 1149818 App 14-AUG-2002	Reg TMA615121 Reg 19-JUL-2004
EASY READER	Registered	App 1155826 App 16-OCT-2002	Reg TMA601926 Reg 11-FEB-2004
LIFE IS TICKING	Registered	App 1181553 App 16-JUN-2003	Reg TMA643388 Reg 30-JUN-2005

Trademark	Status	Application / Date	Registration / Date
TIMEX	Registered	App 1185307 App 22-JUL-2003	Reg TMA637791 Reg 19-APR-2005
PAS UNE SECONDE À PERDRE	Registered	App 1204390 App 27-JAN-2004	Reg TMA628774 Reg 20-DEC-2004
X in Circle Design	Registered	App 1303541 App 31-MAY-2006	Reg TMA699685 Reg 29-OCT-2007
TIME FACTORY	Registered	App 1330338 App 05-JAN-2007	Reg TMA710298 Reg 27-MAR-2008
TIMEX T SERIES	Registered	App 1340245 App 21-MAR-2007	Reg TMA724056 Reg 19-SEP-2008
KEEP ON TICKING	Registered	App 1359323 App 10-AUG-2007	Reg TMA780386 Reg 22-OCT-2010
TIMEX SINCE 1854	Registered	App 1366570 App 05-OCT-2007	Reg TMA726664 Reg 23-OCT-2008
IT'S NOT ORIGINAL UNLESS IT'S A TIMEX	Registered	App 1493501 App 25-AUG-2010	Reg TMA805763 Reg 31-AUG-2011
INTELLIGENT QUARTZ	Registered	App 1501536 App 28-OCT-2010	Reg TMA833816 Reg 05-OCT-2012
20th CENTURY COLLECTION 1962 Logo	Allowed	App 1660047 App 20-JAN-2014	
WEAR IT WELL	Registered	App 1662536 App 04-FEB-2014	Reg TMA908611 Reg 15-JUL-2015
TRUE SINCE 1854 TIMEX Logo	Registered	App 1666199 App 03-MAR-2014	Reg TMA910792 Reg 11-AUG-2015
SHOW YOURSELF WHAT YOU CAN DO	Registered	App 1683000 App 26-JUN-2014	Reg TMA908610 Reg 15-JUL-2015