

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM395488

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Leedsworld, Inc.		08/16/2016	Corporation: DELAWARE
Bullet Line, LLC		08/16/2016	Limited Liability Company: PENNSYLVANIA
Timeplanner Calendars, Inc.		08/16/2016	Corporation: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	Goldman Sachs Bank USA, as Administrative Agent		
Street Address:	30 Hudson Street, 4th Floor		
City:	Jersey City		
State/Country:	NEW JERSEY		
Postal Code:	07302		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 56			
Property Type	Number	Word Mark	
Registration Number:	3071809		
Registration Number:	4067785	BULLET	
Registration Number:	1894445	BULLET LINE	
Registration Number:	2646275	BULLET LINE	
Registration Number:	1698200	BULLET LINE	
Registration Number:	3791166	CHECKMATE	
Registration Number:	3408121	CLICK & CREATE	
Registration Number:	4523049	DISRUPT	
Registration Number:	4449239		
Registration Number:	3941174	EARTH PRINT	
Registration Number:	3686081	ECOSMART	
Registration Number:	3686082	ECOSMART RESPONSIBLE GIFTS FOR ENVIRONME	
Serial Number:	85763044	ELLEVEN	
Serial Number:	86712613	ELLEVEN	
Serial Number:	85766111	ELLEVEN	
Registration Number:	4742109	FIELD & CO.	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4902925	HAPPY NEST
Registration Number:	4883272	HAPPY NEST
Serial Number:	86520545	HUMPHREYLINE
Serial Number:	86520542	USMADE HUMPHREYLINE
Registration Number:	4614747	HUNT VALLEY
Serial Number:	85855946	HUNT VALLEY
Registration Number:	4614746	HUNT VALLEY
Serial Number:	85855982	HUNT VALLEY
Registration Number:	3324350	IFIDELITY
Serial Number:	86093722	IFIDELITY EXPERIENCE ORIGINALITY
Registration Number:	4915381	IFIDELITY EXPERIENCE ORIGINALITY
Registration Number:	4418591	JB
Serial Number:	86720821	JOBOS
Registration Number:	2483929	JOURNALBOOKS
Registration Number:	4366973	JOURNALBOOKS
Registration Number:	2386710	LEED'S
Registration Number:	3294056	LEED'S
Registration Number:	3366380	MAKE IT YOURS
Registration Number:	3917586	METROPOLITAN
Serial Number:	86337132	MOBILE ODYSSEY
Registration Number:	4975018	MOBILE ODYSSEY
Serial Number:	86345719	MOBILE ODYSSEY
Registration Number:	4975019	MOBILE ODYSSEY
Serial Number:	86337136	MOD
Serial Number:	86345750	MOD
Registration Number:	3382890	NEOTEC
Registration Number:	2884458	PENPORT
Registration Number:	4489044	PRICE BUST
Registration Number:	4486566	REFILLABOOK
Registration Number:	4943968	RIGHT ON TARGET
Registration Number:	2161486	SURESHIP
Registration Number:	1186653	TIMEPLANNER
Registration Number:	2957228	WORLDSOURCE
Registration Number:	4654908	ZOOM
Serial Number:	86712589	ELLEVEN
Serial Number:	86954820	BRIGHTTRAVELS TRAVEL, LIGHTER & SMARTER!
Serial Number:	86954827	BRIGHTTRAVELS
Serial Number:	87115918	HUNT VALLEY

Property Type	Number	Word Mark
Registration Number:	3686071	
Registration Number:	4737810	VINTAGE COTTON FIELD & CO. COLLECTION

CORRESPONDENCE DATA

Fax Number: 8009144240

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: 800-713-0755

Email: Michael.Violet@wolterskluwer.com

Correspondent Name: Michael Violet

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Elaine Carrera
SIGNATURE:	/Elaine Carrera/
DATE SIGNED:	08/18/2016

Total Attachments: 8

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

- 1. Leedsworld, Inc.
- 2. Bullet Line, LLC
- 3. Timeplanner Calendars, Inc.

- ☐ Individual(s) ☐ Association
☐ Partnership ☐ Limited Partnership
☐ Corporation- State: _____
☒ Other 1. Corp.-DE; 2. LLC-PA; 3. Corp.-NC

Citizenship (see guidelines) USA

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) August 16, 2016

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes
☒ No

Name: Goldman Sachs Bank USA, as Administrative Agent

Street Address: 30 Hudson Street, 4th Floor

City: Jersey City

State: NJ

Country: USA Zip: 07302

- ☐ Individual(s) Citizenship _____
☐ Association Citizenship _____
☐ Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☐ Corporation Citizenship _____
☒ Other Bank Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See Schedule A

B. Trademark Registration No.(s)

See Schedule A

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Elaine Carrera, Legal Assistant

Internal Address: _____

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: _____

Email Address: ecarrera@cahill.com

6. Total number of applications and registrations involved:

57

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- ☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Elaine Carrera
Signature

August 16, 2016

Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

EXECUTION VERSION

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of LEEDSWORLD, INC., BULLET LINE, LLC and TIMEPLANNER CALENDARS, INC. (collectively, the "Grantors"), hereby grants to GOLDMAN SACHS BANK USA, in its capacity as administrative 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 Agreement.

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 U.S. Pledge and Security Agreement by, among others, the Grantors and the Grantee, dated as of August 16, 2016 (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 Agreement 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Grantors and the Collateral Agent have caused this Trademark Security Agreement to be duly executed and delivered by their duly authorized officers as of the date first above written.

LEEDSWORLD, INC.,

as a Grantor



By: _____

Name: David Nicholson

Title: President

BULLET LINE, LLC,

as a Grantor



By: _____

Name: David Nicholson

Title: Chief Executive Officer

TIMEPLANNER CALENDARS, INC.,

as a Grantor



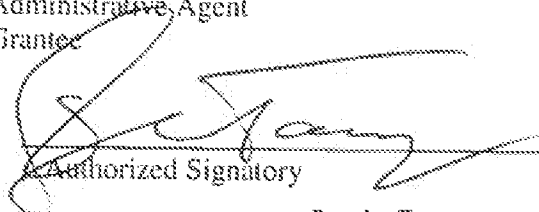
By: _____

Name: David Nicholson

Title: Chief Executive Officer

GOLDMAN SACHS BANK USA,
as Administrative Agent
as Grantee

By:

A handwritten signature in dark ink, appearing to read 'Douglas Tansey', is written over a horizontal line.

Authorized Signatory

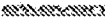
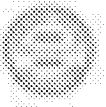


Douglas Tansey
Authorized Signatory

[Signature page to Grant of Security Interest in US Trademarks (ABL)]

Schedule A

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

	Trademark/Image	Application Number	Registration Number	Jurisdiction	Status	Owner
1.	 (Leedswoorld Swirl)	78/324,205	3,071,809	USA	Registered	Leedswo rld, Inc.
2.		77/838,913	4067785	USA	Registered	Bullet Line, LLC
3.	BULLET LINE	74/499,720	1,894,445	USA	Registered	Bullet Line, LLC
4.		75/797,660	2,646,275	USA	Registered	Bullet Line, LLC
5.		74/180,484	1,698,200	USA	Registered	Bullet Line, LLC
6.	CHECKMATE	77/682,437	3,791,166	USA	Registered	Leedswo rld, Inc.
7.	CLICK & CREATE	77/122,092	3,408,121	USA	Registered	Leedswo rld, Inc.
8.	DISRUPT	85/838,442	4,523,049	USA	Registered	Leedswo rld, Inc.
9.		85/766,135	4,449,239	USA	Registered	Leedswo rld, Inc.
10.		77/632,235	3,941,174	USA	Registered	Bullet Line, LLC
11.	ECOSMART	77/721,430	3686081	USA	Registered	Leedswo rld, Inc.
12.	ECOSMART RESPONSIBLE GIFTS FOR ENVIRONMEN- TALLY RESPONSIBLE PROMOTIONS	77/721,440	3686082	USA	Registered	Leedswo rld, Inc.
13.	ELLEVEN	85/763,044		USA	Pending	Leedswo rld, Inc.
14.		86/712,613		USA	Pending ITU	Leedswo rld, Inc.

	Trademark/Image	Application Number	Registration Number	Jurisdiction	Status	Owner
15.		85/766,111		USA	Pending	Leedsword, Inc.
16.		86/712,613 (Duplicate)		USA	Pending ITU	Leedsword, Inc.
17.	FIELD & CO	86/263,204	4,742,109	USA	Registered	Leedsword, Inc.
18.	 FIELD & CO (logo)	86/263,267	4,737,810	USA	Registered	Leedsword, Inc.
19.		77/708,155	3686071	USA	Registered	Leedsword, Inc.
20.	HAPPY NEST	86/977,785	4,902,925	USA	Registered	Leedsword, Inc.
21.	HAPPY NEST (logo)	86/977,905	4,883,272	USA	Registered	Leedsword, Inc.
22.	HUMPHREYLINE	86/520,545		USA	Pending	Bullet Line, LLC
23.		86/520,542		USA	Pending	Bullet Line, LLC
24.	HUNT VALLEY	85/982,329	4,614,747	USA	Registered	Leedsword, Inc.
25.		85/855,946		USA	Pending ITU	Leedsword, Inc.
26.		85/982,319	4,614,746	USA	Registered	Leedsword, Inc.
		85/855,982		USA	Pending ITU	
27.		78/907,195	3,324,350	USA	Registered	Leedsword, Inc.
28.		86/093,722		USA	Pending ITU	Leedsword, Inc.
29.		86/978,188	4,915,381	USA	Registered	Leedsword, Inc.
30.		85/876,355	4,418,591	USA	Registered	Timeplaner

	Trademark/Image	Application Number	Registration Number	Jurisdiction	Status	Owner
						Calendar s Inc.
31.	JOBOS	86/720,821		USA	Pending ITU	Timeplan ner Calendar s Inc.
32.	JOURNALBOOKS	75/697,419	2,483,929	USA	Registered	Timeplan ner Calendar s Inc.
33.		85/644,964	4,366,973	USA	Registered	Timeplan ner Calendar s Inc.
34.	LEED'S (word mark)	75/203,039	2,386,710	USA	Registered	Leedswo rld, Inc.
35.		78/927,421	3,294,056	USA	Registered	Leedswo rld, Inc.
36.	MAKE IT YOURS	77/012,879	3,366,380	USA	Registered	Leedswo rld, Inc.
37.	METROPOLITAN	77/703,308	3,917,586	USA	Registered	Leedswo rld, Inc.
38.	MOBILE ODYSSEY	86/337,132		USA	Pending ITU	Leedswo rld, Inc.
39.		86/978,710	4,975,018	USA	Registered	Leedswo rld, Inc.
40.		86/345,719	-	USA	Pending ITU	Leedswo rld, Inc.
41.		86/978,711	4,975,019	USA	Registered	Leedswo rld, Inc.
42.	MOD	86/337,136	-	USA	Pending ITU	Leedswo rld, Inc.
43.		86/345,750	-	USA	Pending ITU	Leedswo rld, Inc.
44.	NEOTEC	78/657,122	3,382,890	USA	Registered	Leedswo rld, Inc.
45.	PENPORT	78/312,234	2,884,458	USA	Registered	Timeplan ner Calendar s Inc.
46.	PRICE BUST	85/614,721	4489044	USA	Registered	Bullet Line, LLC
47.	REFILLABOOK	85/879,909	4,486,566	USA	Registered	Timeplan ner Calendar

	Trademark/Image	Application Number	Registration Number	Jurisdiction	Status	Owner
						s Inc.
48.	RIGHT ON TARGET	86/399,718	4,943,968	USA	Registered	Bullet Line, LLC
49.	SURESHIP	75/202,459	2,161,486	USA	Registered	Leedswo rld, Inc.
50.	TIMEPLANNER	73/218,272	1,186,653	USA	Registered	Timeplan ner Calendar s Inc.
51.	WORLDSOURCE	78/391,220	2,957,228	USA	Registered	Leedswo rld, Inc.
52.	ZOOM	85/763,018	4,654,908	USA	Registered	Leedswo rld, Inc.
53.	ELLEVEN	86/712,589		USA	Pending ITU	Leedswo rld, Inc.
54.	BRIGHTTRAVELS TRAVEL, LIGHTER & SMARTER!	86/954,820		USA	Pending ITU	Leedswo rld, Inc.
55.	BRIGHTTRAVELS	86/954,827		USA	Pending ITU	Leedswo rld, Inc.
56.	HUNT VALLEY	87/115,918		USA	Pending	Leedswo rld, Inc.