

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM396398

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in United States Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Aaron Brothers, Inc.		08/25/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Deutsche Bank AG New York Branch, as Collateral Agent		
Street Address:	60 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Banking Corporation: GERMANY		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4870621	AB WHITE GLOVE PROMISE	
Registration Number:	4885160	KIDS ART DISTRICT	
Registration Number:	4885159	KIDS ART DISTRICT	
Registration Number:	4885016	THE ART DISTRICT	
Registration Number:	4885015	THE ART DISTRICT	
CORRESPONDENCE DATA			
Fax Number:	2134522329		
<i>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.</i>			
Phone:	2136207848		
Email:	iprecordations@whitecase.com		
Correspondent Name:	Justine Lu/White & Case LLP		
Address Line 1:	555 South Flower Street		
Address Line 4:	Los Angeles, CALIFORNIA 90071		
ATTORNEY DOCKET NUMBER:	1104031-0452-S216		
NAME OF SUBMITTER:	Justine Lu		
SIGNATURE:	/Justine Lu/		
DATE SIGNED:	08/25/2016		
Total Attachments: 5			

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

August 25, 2016

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, AARON BROTHERS, INC., a Delaware corporation (the "Grantor") with principal offices at 1221 S. Beltline Rd., Suite 500, Coppell, Texas 75019, hereby grants to DEUTSCHE BANK AG NEW YORK BRANCH, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10005 (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 (as such term is defined in the Security Agreement referred to below) 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 Obligations of the Grantor, as such term is defined in the Security Agreement among certain affiliates of the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of October 31, 2006 (as amended, modified, restated and/or supplemented (including pursuant to the Supplement (as defined below)) from time to time, the "Security Agreement"), to which the Grantor, among others, joined as a party pursuant to that certain Supplement No. 2 to Security Agreement, dated as of the date hereof (the "Supplement"), by, among others, the Grantor and the Grantee.

This Grant has been granted in conjunction with the security interest granted to the Grantee under 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.

[Remainder of this page intentionally left blank; signature page follows]

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

AARON BROTHERS, INC., Grantor

By  _____

Name: Navin Rao


Title: Vice President-----Assistant Secretary

[Aaron Brothers Trademark Grant]

TRADEMARK
REEL: 005865 FRAME: 0465

DEUTSCHE BANK AG NEW YORK BRANCH,
as Collateral Agent and Grantee

By 
Name: ~~Dusan Lazarek~~
Title: Director

By 
Name: Anca Trifan
Title: Managing Director

{Aaron Brothers Trademark Grant}

TRADEMARK
REEL: 005865 FRAME: 0466

SCHEDULE A

Trademarks

<u>Owner</u>	<u>Trademark</u>	<u>Country</u>	<u>Reg. No.</u>
Aaron Brothers, Inc.	AB WHITE GLOVE PROMISE	U.S.	4,870,621
Aaron Brothers, Inc.	KIDS ART DISTRICT	U.S.	4,885,160
Aaron Brothers, Inc.	KIDS ART DISTRICT	U.S.	4,885,159
Aaron Brothers, Inc.	THE ART DISTRICT	U.S.	4,885,016
Aaron Brothers, Inc.	THE ART DISTRICT	U.S.	4,885,015