

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM473293

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
RUGSUSA, LLC		04/30/2018	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	KAYNE SENIOR CREDIT III LOANCO, LLC, as Administrative Agent		
<b>Street Address:</b>	150 North Riverside, Suite 2010		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3510633	RUGS USA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3128637806		
<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>			
<b>Phone:</b>	3128637198		
<b>Email:</b>	nancy.brougher@goldbergkohn.com		
<b>Correspondent Name:</b>	Nancy Brougher, Paralegal		
<b>Address Line 1:</b>	Goldberg Kohn Ltd.		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60603		
<b>ATTORNEY DOCKET NUMBER:</b>	7023.045		
<b>NAME OF SUBMITTER:</b>	Nancy Brougher		
<b>SIGNATURE:</b>	/njb/		
<b>DATE SIGNED:</b>	05/09/2018		
<b>Total Attachments: 3</b>			
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## TRADEMARK SECURITY AGREEMENT

April 30, 2018

WHEREAS, RUGSUSA, LLC, a Delaware limited liability company (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated April 30, 2018 (the "Security Agreement"), in favor of Kayne Senior Credit III Loanco, LLC, in its capacity as Administrative Agent for certain lenders and the other holders of Secured Obligations (as defined in the Security Agreement) (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has collaterally assigned to the Assignee and granted to the Assignee for the benefit of the lenders and the other holders of Secured Obligations a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby grant to the Assignee for the benefit of the lenders and the other holders of Secured Obligations a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

RUGSUSA, LLC

By: 

Name: Koorosh Yaraghi

Title: President

**SCHEDULE 1A TO IP SECURITY AGREEMENT**

Trademarks and Trademark Applications:

Mark	Filing Date / Registration Date	Application No. / Registration No.	Owner of Record
RUGS USA	Filing Date: 4/9/2007 Reg. Date: 10/7/2008	App. No.: 77151969 Reg. No.: 3510633	RugsUSA, LLC