

900474535 11/17/2018

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM498657

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Berwick Offray LLC.		11/09/2018	Limited Liability Company:

PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	One South Broad Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19107
Entity Type:	Administrative Agent: UNITED STATES

PROPERTY NUMBERS Total: 44

Property Type	Number	Word Mark
Registration Number:	2495907	BERWICK
Registration Number:	2495906	BERWICK
Registration Number:	3010641	BLUMENTHAL LANSING COMPANY
Registration Number:	5050920	BOW GENIUS
Registration Number:	4898727	C&G
Registration Number:	1183918	COSTUMAKERS
Registration Number:	4365145	CRAFTER'S CAFÉ
Registration Number:	2986516	CRAFTER'S IMAGES
Registration Number:	2223654	CURL SWIRLS
Registration Number:	1971691	
Registration Number:	2645493	FAVORITE FINDINGS
Registration Number:	2293533	FIREWORKS
Registration Number:	1192568	FLORA-BOW
Registration Number:	0990573	FLORA-SATIN
Registration Number:	3197740	GIVE-A-GIFT
Serial Number:	88074220	GOOD VIBES
Registration Number:	0951659	GRAND PRIX
Registration Number:	1734800	GUARDSMAN
Registration Number:	5005917	JHB

OP \$1115.00 2495907

Property Type	Number	Word Mark
Registration Number:	1894643	KEGS OF CURLING RIBBON
Registration Number:	1951473	KRYSTALPHANE
Registration Number:	3354044	KWIK-COVER
Serial Number:	88119571	LA MODE
Registration Number:	1125583	LOVELABELS
Registration Number:	2508101	LUMINESQUE
Registration Number:	1410700	M
Registration Number:	1411439	MCGINLEY MILLS
Registration Number:	1230016	METALIQUE
Serial Number:	87446754	MOLLY AND BANDIT
Serial Number:	87446317	MOLLY AND BANDIT
Serial Number:	87446306	MOLLY AND BANDIT
Serial Number:	87446267	MOLLY AND BANDIT
Serial Number:	87446242	MOLLY AND BANDIT
Registration Number:	3162666	SEASTONE
Registration Number:	3251616	SIMPLY GROSGRAIN
Registration Number:	4462160	SPARKALENE
Registration Number:	0836181	SPLENDORETTE
Registration Number:	3286419	SPOOL O' RIBBON
Registration Number:	1369191	THE PERFECT BOW
Registration Number:	1126566	TRIM-A-GIFT
Registration Number:	4898724	VEL-PRUF
Registration Number:	0896719	VELTEX
Registration Number:	2216919	WRAPHIA
Registration Number:	4341083	WRAPHIA II

CORRESPONDENCE DATA

Fax Number: 3122076400
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: 215-851-8113
Email: mbenson@reedsmith.com
Correspondent Name: James S. Lawlor
Address Line 1: Reed Smith LLP
Address Line 2: 1717 Arch Street, Suite 3100
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	151961.20025
NAME OF SUBMITTER:	James S. Lawlor
SIGNATURE:	/James S. Lawlor/

DATE SIGNED:

11/17/2018

Total Attachments: 19

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**GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**


WHEREAS, BERWICK OFFRAY LLC (the “Grantor”) is the owner of the trademark applications and registrations listed on Schedule A attached hereto, (all such trademarks, registrations and applications, collectively, the “Trademarks”) and is the owner of the patents and patent applications listed on Schedule A attached hereto (all such patents, registrations and applications, collectively, the “Patents”); and

WHEREAS, the Grantor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the “Security Agreement”), dated as of November 9, 2018, in which the Grantor has agreed with Wells Fargo Bank, National Association, as Administrative Agent (the “Administrative Agent”), with offices at One South Broad Street, Philadelphia, PA 19107, to execute this Grant;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Grantor does hereby grant, pledge, assign and deliver to the Administrative Agent, for the ratable benefit of the Secured Parties (as defined in the Security Agreement), a Lien (as defined in the Security Agreement) upon and security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with any and all proceeds thereof (as defined in the Security Agreement) and the goodwill of the businesses associated therewith or symbolized by the Trademarks. This Grant has been given in conjunction with the security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Grant are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

The provisions of Section 7.8 of the Security Agreement regarding governing law, submission to jurisdiction, waiver of venue and service of process are incorporated herein by reference as though specifically set forth herein.

BERWICK OFFRAY LLC,
a Pennsylvania limited liability company

By: 
Name: Keith Pfeil
Title: Executive Vice President- Finance

TRADEMARKS

Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
BERWICK	China	6,591,525	03/12/2008	6,591,525	11/28/2011	Berwick Offray LLC	26 Int. Ribbons for gift wrapping; bows for gift wrapping; hand-tied ornamental bows made of woven textile and ornamental non-woven ribbons, both used for home décor, for gift packaging and for craft and floral applications.
BERWICK	Mexico			420,876	06/20/1991	Berwick Offray LLC	26 Int. Pretied bows and ribbon.
BERWICK	United States	76/048,649	05/16/2000	2,495,907	10/09/2001	Berwick Offray LLC	26 Int. Ribbons and tapes for use in making decorative bows and tying packages.
BERWICK (Stylized)	United States	76/048,648	05/16/2000	2,495,906	10/09/2001	Berwick Offray LLC	16 Int. Ribbons and tapes for use in making decorative bows and tying packages.

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BERWICK OFFFRAY LLC	European Union	5,210,554	07/20/2006	5,210,554	12/13/2007	Berwick Offray LLC	16 Int. Ribbons; ribbons for wrapping; ribbons for decorating packaging; bows; bows for wrapping; bows for decorating packaging. 26 Int. Ribbons; ribbons for wrapping; ribbons for decorating packaging; decorative tapes; ribbons and tapes for use in making decorative bows and bows for packaging; bows; bows for wrapping; bows for decorating packaging; braid; lace; embroidery; bows; artificial flowers; buttons, hooks and eyes; pins and needles. 35 Int. Retail services; retail services connected with haberdashery; retail services connected with the sale of haberdashery goods, ribbons and tapes; the bringing together, for the benefit of others, of a variety of haberdashery goods,

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							ribbons and tapes, enabling customers to conveniently view and purchase those goods; mail order retail services nected with the sale of haberdashery goods; the bringing together, for the benefit of others, of a variety of haberdashery goods, ribbons and tapes, enabling customers to conveniently view and purchase those goods; electronic shopping retail services connected with the sale of haberdashery goods; the bringing together, for the benefit of others, of a variety of goods, enabling customers to conveniently view and purchase those goods from a general merchandise website or haberdashery website, or a website specialising in the marketing of ribbons and tapes, or

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							<p>from a general merchandise or haberdashery catalogue on-line, or from a general merchandise or haberdashery catalogue by mail order or by means of telecommunications, or in a retail department store or a retail haberdashery; on-line catalogue services for the sale of ribbons and tapes; provision of information to customers, provision of advice and assistance in the selection of goods brought together as above; information, advisory and consultancy services relating to the aforementioned services.</p>

Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
BLUMENTHAL LANSING COMPANY	United States	78366332	02/11/2004	3010641	11/01/2005	Berwick Offray LLC	26 Int. Packaged buttons and findings, namely, decorative shapes made of wood, plastic, ceramic, glass, rivets, ribbons and fabric, for crafts, decoration and sewing. 35 Int. Wholesale distributorship featuring arts and crafts, buttons, buckles, findings, appliques, dolls, stuffed animals and holiday decorations
BOW GENIUS	Canada	1,741,414	08/12/2015	TMA 990845	02/15/2018	Berwick Offray LLC	08 Int. Hand operated tools for making decorative bows from fabric and non-fabric ribbons.
BOW GENIUS	United States	86/686,935	07/08/2015	5,050,920	09/27/2016	Berwick Offray LLC	08 Int. Hand operated tools for making decorative bows from fabric and non-fabric ribbons.
C&G & Design	United States	86/718,578	08/07/2015	4,898,727	02/09/2016	Berwick Offray LLC	26 Int. Ribbons.

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COSTUMAKERS	United States	73256990	04/07/1980	1183918	12/29/1981	Berwick Offray LLC	26 Int. Garment accessories-namely, button closures.
CRAFTER'S CAFÉ	United States	85267539	03/15/2011	4365145	07/09/2013	Berwick Offray LLC	20 Int. Decorative items, namely, decorative glitter. 26 Int. Decorative embellishments and items, namely, decorative cording, decorative cords, ribbons; craft embellishments and items, namely, arts and crafts findings in the nature of fabric bows for crafting, pompoms.
CRAFTER'S IMAGES	United States	78396292	04/05/2004	2986516	08/16/2005	Berwick Offray LLC	24 Int. Fabric sheets for printing of electronic images.
CURL SWIRLS	Canada	1,112,536	08/13/2001	TMA 588899	09/04/2003	Berwick Offray LLC	26 Int. Decorative ribbon.
CURL SWIRLS	Mexico	519,412	11/23/2001	730,531	01/29/2002	Berwick Offray LLC	26 Int. Decorative ribbon.
CURL SWIRLS	United States	75/282,017	04/25/1997	2,223,654	02/16/1999	Berwick Offray LLC	26 Int. Decorative ribbon.

Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
DESIGN OF A RIBBON (Design Only)	United States	74/472,436	12/22/1993	1,971,691	04/30/1996	Berwick Offray LLC	26 Int. Pretied bows and ribbon.
FAVORITE FINDINGS	Canada	1724795	04/21/2015	TMA 944235	07/26/2016	Berwick Offray LLC	14 Int. Packaged jewelry findings, namely, decorative shapes made of pearl, rhinestone, metal and sequins for crafts, decoration and sewing. 26 Int. Packaged buttons and findings, namely, decorative shapes made of wood, plastic, ceramic, glass, rivets, ribbons and fabric, for crafts, decoration and sewing.
FAVORITE FINDINGS	United States	76283647	07/11/2001	2645493	11/05/2002	Berwick Offray LLC	14 Int. Packaged jewelry findings, namely, decorative shapes made of pearl, rhinestone, metal and sequins for crafts, decoration and sewing. 26 Int. Packaged buttons and findings, namely, decorative shapes made of wood, plastic,

Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
							ceramic, glass, rivets, ribbons and fabric, for crafts, decoration and sewing.
FIREWORKS	Mexico	519,411	11/23/2001	730,530	01/29/2002	Berwick Offray LLC	26 Int. Decorative bows.
FIREWORKS	United States	75/432,378	02/11/1998	2,293,533	11/16/1999	Berwick Offray LLC	26 Int. Decorative bows.
FLORA-BOW	United States	73/277,436	09/11/1980	1,192,568	03/23/1982	Berwick Offray LLC	26 Int. Decorative bows made of ribbon.
FLORA-SATIN	Mexico		05/13/1991	433,755	04/03/1993	Berwick Offray LLC	26 Int. Ribbons for making decorative ties.
FLORA-SATIN	United States	73/000,514	09/10/1973	990,573	08/13/1974	Berwick Offray LLC	26 Int. Ribbons for making decorative ties.
GIVE-A-GIFT	United States	78/580,809	03/04/2005	3,197,740	01/09/2007	Berwick Offray LLC	06 Int. Metal gift boxes.

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GOOD VIBES	United States	88074220	08/10/2018			Berwick Offray LLC	14 Int. Key chains, enameled pins. 16 Int. Stickers, iron-on transfers. 26 Int. Brooches for clothing; embroidered patches for clothing; cloth patches for clothing; ornamental cloth patches; ornamental novelty buttons; stud buttons; sequins; rhinestones other than for making jewelry; arts and crafts findings, namely pompoms; tassels; trimmings for clothing; shoe laces; fabric flowers.
GRAND PRIX	Mexico	112,636	05/09/1991	401,230	10/23/1991	Berwick Offray LLC	26 Int. Fancy goods (not jewelry), furnishing and notions, printed ribbons of synthetic materials for packing and decorating packings.
GRAND PRIX	United States	72/408,728	11/26/1971	951,659	01/30/1973	Berwick Offray	26 Int. Printed ribbons of synthetic materials for packaging and package decorating

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GUARDSMAN	United States	74/263,283	04/06/1992	1,734,800	11/24/1992	Berwick Offray LLC	16 Int. Wax paper and tissue paper for wrapping floral products.
JHB & Design	United States	866156666	04/30/2015	5005917	07/26/2016	Berwick Offray LLC	26 Int. Buttons, clothing buckles, clasps for clothing, thimbles and barrettes. 35 Int. Distributorship services in the field of buttons, clothing buckles, clasps for clothing, and thimbles.
KEGS OF CURLING RIBBON	United States	74/412,533	07/15/1993	1,894,643	05/16/1995	Berwick Offray LLC	26 Int. Ribbon.
KRYSTALPHANE	United States	74/648,555	03/20/1995	1,951,473	01/23/1996	Berwick Offray LLC	16 Int. Plastic wrap used for packaging.
KWIK-COVER	United States	78/851,329	03/31/2006	3,354,044	12/11/2007	Berwick Offray LLC	16 Int. Paper flower pot covers.
LA MODE	United States	88119571	09/17/2018			Berwick Offray LLC	26 Int. Buttons and buckles, not made of precious metal.

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LION	Canada			TMA 391766	12/13/1991	Berwick Offray LLC	_ Ribbon of fabric and plastic, comprising the following specific wares namely woven and cut-edge ribbon, extruded ribbon, stretchable ribbon, reflective ribbon, fabric trim materials, seam binding, fabric laces, webbing and tape and elastic web.
LION RIBBON CO. INC.	Canada	0785611	06/19/1995	TMA 466003	11/13/1996	Berwick Offray LLC	_ Ribbon.
LOVELABELS	United States	73089133	06/02/1976	1125583	10/02/1979	Berwick Offray LLC	24 Int. Fabric labels for attachment to fabric goods such as clothing, pillows, handbags, stuffed toys, and the like.
LUMINESQUE	Canada	1,112,537	08/13/2001	TMA 579565	04/15/2003	Berwick Offray LLC	26 Int. Decorative ribbons and bows.
LUMINESQUE	United States	75/931,806	02/23/2000	2,508,101	11/13/2001	Berwick Offray LLC	26 Int. Decorative ribbons and bows.
M (Stylized)	United States	73/582,594	02/13/1986	1,410,700	09/23/1986	Berwick Offray LLC	26 Int. Decorative ribbon.

Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
MCGINLEY MILLS (Stylized)	United States	73/582,631	02/13/1986	1,411,439	09/30/1986	Berwick Offray LLC	26 Int. Decorative ribbon.
Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
METALLIQUE (Stylized)	United States	73/341,147	12/11/1981	1,230,016	03/08/1983	Berwick Offray LLC	26 Int. Ribbons and bows for package decoration.
MOLLY AND BANDIT	United States	87446754	05/11/2017			Berwick Offray LLC	14 Int. Pet jewelry; Jewelry dishes; Key chains; Charms for key chains.
MOLLY AND BANDIT	United States	87446317	05/11/2017			Berwick Offray LLC	16 Int. Memory books; Blank journals; Printed to do lists for the purpose of providing instructions and reminders to pet sitters; Pet medical records log books; Paper party decorations; Printed materials, namely, paper props used for photo shoots and in photo booths; Dry erase boards; Gift bags; Party favor bags made of paper or cellophane;

Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
MOLLY AND BANDIT	United States	874446306	05/11/2017			Berwick Offray LLC	18 Int. Pet hair bows; Pet leashes; Pet collars; Animal carriers; Luggage tags; Pet tags specially adapted for attaching to pet leashes or collars; Luggage; Clothing for pets; Tote bags; Make-up bags sold empty.
MOLLY AND BANDIT	United States	874446267	05/11/2017			Berwick Offray LLC	20 Int. Picture frames; Plaques of plastic, wood or cold cast resin; Wall plaques made of plastic, wood or cold cast resin; Personal compact mirrors.

Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
MOLLY AND BANDIT	United States	87446242	05/11/2017			Berwick Offray LLC	21 Int. Pet treat jars; Pet feeding dishes; Pet feeding and drinking bowls; Household storage containers for pet food; Household storage containers for pet treats; Water bottles sold empty; Pill boxes for personal use; General purpose storage bins for household use; Mugs; Wine glasses; Hip flasks; Paper cupcake baking liners; Paper bowls.
Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
NICE & NARROW	Canada	1,315,671	09/07/2006	TMA 706341	02/01/2008	Berwick Offray LLC	26 Int. Ribbons (for crafting).
OFFRAY	Canada	666723	09/19/1990	TMA 390628	11/22/1991	Berwick Offray LLC	Woven and cut-edge ribbon, extruded ribbon, stretchable ribbon, reflective ribbon, fabric trim materials, seam binding, fabric laces, webbing and tape and elastic web.

Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
POCKETS & PEEKERS & Design	Canada	1,806,731	10/27/2016			Berwick Offray LLC	26 Int. Fabric appliques.
RIBBON MAGIC	Canada	1,173,962	04/08/2003	TMA 619575	09/15/2004	Berwick Offray LLC	16 Int. Ribbons and formed bows for gift wrapping.
SEASTONE	United States	78/771,383	12/12/2005	3,162,666	10/24/2006	Berwick Offray LLC	09 Int. Gift cases for electronic gift cards.
SHEER ELEGANCE	Canada	1,517,957	03/07/2011	TMA 873031	03/11/2014	Berwick Offray LLC	26 Int. Ribbons of woven fabric.
SIMPLY GROSGRAIN	Canada	1,341,050	03/27/2007	TMA 727817	11/05/2008	Berwick Offray LLC	26 Int. Ribbons, namely, ribbons for gift wrapping, crafting, decorating and floral applications.
SIMPLY GROSGRAIN	United States	78/943,871	08/03/2006	3,251,616	06/12/2007	Berwick Offray LLC	26 Int. Ribbons.
SPARKALENE	United States	85/938,542	05/21/2013	4,462,160	01/07/2014	Berwick Offray LLC	26 Int. Ribbons.

Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
SPECTRUM SURFER	Canada	1,317,842	09/25/2006	TMA 745305	08/13/2009	Berwick Offray LLC	42 Int. Computer services, via a global computer information network, namely, providing a database and descriptions of colors, tones and shades of decorative and gift wrapping ribbons for the purpose of facilitating decorative and gift wrapping ribbon selection.
SPLENDORETTE	Mexico	392,866	09/29/1999	706,613	07/25/2001	Berwick Offray LLC	26 Int. Ribbons and bows for dressing up.
SPLENDORETTE	Mexico	112,800	05/13/1991	433,756	04/30/1993	Berwick Offray LLC	26 Int. Fancy items (not jewels), notions goods (except thread), including decorative ribbons and bows.
SPLENDORETTE	United States	72/257,924	11/04/1966	836,181	10/03/1967	Berwick Offray LLC	26 Int. Ribbons; Ornamental bows.
SPOOL O' RIBBON	Canada	1,411,838	09/23/2008	TMA 760175	02/24/2010	Berwick Offray LLC	26 Int. Ribbons, namely, ribbons for gift wrapping, crafting, decorating, sew down

Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
							applications and floral applications.
SPOOL O' RIBBON	United States	78/965,920	09/01/2006	3,286,419	08/28/2007	Berwick Offray LLC	26 Int. Ribbons.
STYLISH ACCENTS	Canada	1,517,957	03/07/2011	TMA 818586	02/28/2012	Berwick Offray LLC	26 Int. Bows made of fabric ribbon, artificial flowers made of fabric ribbon.
THE PERFECT BOW	Canada	549713	09/24/1985	TMA 395725	03/20/1992	Berwick Offray LLC	26 Int. Decorative bows.
THE PERFECT BOW	United States	73/491,250	07/23/1984	1,369,191	11/05/1985	Berwick Offray LLC	26 Int. Decorative bows made of ribbon.
THE WORLD'S MOST BEAUTIFUL RIBBONS	Canada	0528009	09/07/1984	TMA 305459	08/02/1985	Berwick Offray LLC	WARES: (1) Ribbons, narrow fabrics. SERVICES: (1) Publication of programs and literature with respect to use of ribbons and narrow fabrics; preparation of video cassettes with respect to use of ribbons and narrow fabrics; organization of educational programs with respect to the use

Trademark	Country	Application Number	Filing Date	Registration Number	Registration Date	Owner	Goods
TRIM-A-GIFT	United States	73/180,650	08/02/1978	1,126,566	11/06/1979	Berwick Offray LLC	26 Int. Ribbon and packages of bows used for decoration of packages.
VEL-PRUF	United States	86/718,105	08/07/2015	4,898,724	02/09/2016	Berwick Offray LLC	26 Int. Ribbons.
VELTEX	Mexico	111,569	04/24/1991	422,873	09/29/1992	Berwick Offray LLC	26 Int. Ribbons and satin backed ribbons for making decorative ties.
VELTEX	United States	72/330,705	06/23/1969	896,719	08/18/1970	Berwick Offray LLC	22 Int. Ribbons and satin backed ribbons for making decorative ties.
WRAPHIA	Mexico	519410	11/23/2001	730529	01/29/2002	Berwick Offray LLC	26 Int. Decorative ribbon.
WRAPHIA	United States	75260844	03/20/1997	2216919	01/12/1999	Berwick Offray LLC	26 Int. Decorative ribbon.
WRAPHIA II	United States	85597491	04/13/2012	4341083	05/28/2013	Berwick Offray LLC	16 Int. Paper ribbon.