

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM567805

<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>
Art Supply Enterprises, Inc.		03/18/2020	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A.		
<b>Street Address:</b>	121 SW Morrison Street		
<b>Internal Address:</b>	Mailcode: OR1-129-17-01		
<b>City:</b>	Portland		
<b>State/Country:</b>	OREGON		
<b>Postal Code:</b>	97204		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2949401	ART ALTERNATIVES	
<b>Registration Number:</b>	2646485	ART ALTERNATIVES	
<b>Registration Number:</b>	3766886	RITMO	
<b>Registration Number:</b>	5025159	MACPHERSON'S	
<b>Registration Number:</b>	5073678	A	
<b>Registration Number:</b>	4928479	KINSHO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7044448847		
<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>	213-457-9854		
<b>Email:</b>	ksaltrick@mcguirewoods.com		
<b>Correspondent Name:</b>	McGuireWoods LLP		
<b>Address Line 1:</b>	355 S. Grand Avenue, Suite 4200		
<b>Address Line 2:</b>	Attention: Y.Lee, Esq.		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90071		
<b>NAME OF SUBMITTER:</b>	Yoojin Lee		
<b>SIGNATURE:</b>	/s/ Yoojin Lee		
<b>DATE SIGNED:</b>	03/18/2020		

OP \$165.00 2949401

**Total Attachments: 4**

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

March 18, 2020

**ART SUPPLY ENTERPRISES, INC.**, a California corporation (“Debtor”), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, a national banking association (“Lender”), whose address is 121 SW Morrison Street, OR1-129-17-01, Portland, Oregon 97204, a security interest in and to all of Debtor’s right, title and interest in and to the trademarks and trademark applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the “Trademarks”), together with the goodwill and assets of the business, as set forth in the Loan Agreement (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of March 18, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Loan Agreement”), by and among, inter alia, Debtor and Lender, as security for the Obligations (as defined in the Loan Agreement) as set forth in the Loan Agreement and the other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Lender may have in any other collateral described in the Loan Agreement or otherwise.

The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property shall be governed by the laws of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 12.13, 12.14 and 12.15 of the Loan Agreement are hereby incorporated by reference. Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:

ART SUPPLY ENTERPRISES, INC.,  
a California corporation

By: \_\_\_\_\_

Name: Eric Matthews

Title: Chief Financial Officer

**BANK OF AMERICA, NA.,**  
as Lender

By: 

Name: Brett German

Title: Senior Vice President

MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY  
(ART SUPPLY ENTERPRISES, INC.)  
SIGNATURE PAGE

**TRADEMARK**  
**REEL: 006895 FRAME: 0178**

**EXHIBIT A**  
**TRADEMARKS**

<b><u>Trademark</u></b>	<b><u>Owner</u></b>	<b><u>Status in Trademark Office</u></b>	<b><u>Federal Registration No.</u></b>	<b><u>Registration Date</u></b>
<b>ART ALTERNATIVES</b>	Art Supply Enterprises, Inc.	Registered	2949401	5/10/2005
<b>ART ALTERNATIVES</b>	Art Supply Enterprises, Inc.	Registered	2646485	11/05/2002
<b>RITMO</b>	Art Supply Enterprises, Inc.	Registered	3766886	5/4/2019
<b>MACPHERSON'S</b>	Art Supply Enterprises, Inc.	Registered	5025159	8/23/2016
<b>A DESIGN</b>	Art Supply Enterprises, Inc.	Registered	5073678	11/01/2016
<b>KINSHO</b>	Art Supply Enterprises, Inc.	Registered	4928479	03/29/2016

Exhibit A