

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM600659

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Carve Designs, Inc.		09/30/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	ZIONS BANCORPORATION N.A.		
Street Address:	One South Main Street		
City:	Salt Lake City		
State/Country:	UTAH		
Postal Code:	84133		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	86455204	CARVE DESIGNS	
Serial Number:	87980533	CARVE DESIGNS	
Serial Number:	86455226		
CORRESPONDENCE DATA			
Fax Number:	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>			
Phone:	213-457-9853		
Email:	ksaltrick@mcguirewoods.com		
Correspondent Name:	McGuireWoods LLP		
Address Line 1:	355 S. Grand Avenue, Suite 4200		
Address Line 2:	Attention: H.Namazie, Esq. (Saltrick)		
Address Line 4:	Los Angeles, CALIFORNIA 90071		
NAME OF SUBMITTER:	Hamid Namazie		
SIGNATURE:	/s/ Hamid Namazie		
DATE SIGNED:	10/01/2020		
Total Attachments: 4			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

September 30, 2020

CARVE DESIGNS, INC., a Delaware corporation (“Debtor”), hereby acknowledges that it has granted to ZIONS BANCORPORATION N.A., a national banking association doing business as Zions First National Bank (“Lender”), whose address is One South Main Street, Salt Lake City, UT 84133, a security interest in and to all of Debtor’s right, title and interest in and to the trademarks 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 Credit Agreement (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Credit and Security Agreement dated as of September 30, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), by and between Debtor and Lender, as security for the Obligations (as defined in the Credit Agreement) as set forth in the Credit 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 Credit 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 Utah, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 12.14 and 12.15 of the Credit 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:

CARVE DESIGNS, INC.,
a Delaware corporation

By: 
Name: E. Thayer Sylvester
Title: Chief Executive Officer

MEMORANDUM OF SECURITY INTEREST IN INTELLECTUAL PROPERTY
(CARVE DESIGNS, INC.)
SIGNATURE PAGE

ZIONS BANCORPORATION N.A., as Lender

By: 

Name: *Raymond E. Sweger*

Title: *Senior Vice President*

EXHIBIT A

TRADEMARKS

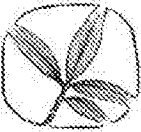
Mark	Serial No./ Reg. No.	Filed	Reg. Date	Class and Description of Goods Covered	Owner of Record
CARVE DESIGNS	Ser. No. 86-455204 Reg. No. 5184210	November 14, 2014	April 18, 2017	Class 25: Clothing, namely, swimwear, board shorts, bathing suits, bikinis, tankinis, rash guards, beachwear, surfwear, shirts, hooded sweatshirts, hooded shirts, short-sleeved and long-sleeved shirts, t-shirts, tank tops, halter tops, sleeveless shirts, sport shirts, turtlenecks, sweaters, blazers, jackets, ski parkas, cover ups, scarves, shorts, wraps, pants, cargo pants, slacks, casual pants, corduroy pants, yoga pants, sweatpants, capri pants, skirts, dresses, sarongs, loungewear; headwear, namely, hats, visors, caps, beanies	Carve Designs, Inc.
CARVE DESIGNS	Ser. No. 87-980533 Reg. No. 5771261	December 20, 2016	June 4, 2019	Class 35: Mail order catalog services featuring clothing and accessories; online retail store services featuring clothing and accessories	Carve Designs, Inc.
	Ser. No. 86-455226 Reg. No. 4780951	November 14, 2014	July 28, 2015	Class 25: Clothing, namely, swimwear, board shorts, bathing suits, bikinis, tankinis, rash guards, beachwear, surfwear, shirts, hooded sweatshirts, hooded shirts, short-sleeved and long-sleeved shirts, t-shirts, tank tops, halter tops, sleeveless shirts, sport shirts, turtlenecks, sweaters, blazers, jackets, ski parkas, cover ups, scarves, shorts, wraps, pants, cargo pants, slacks, casual pants, corduroy pants, yoga pants, sweatpants, capri pants, skirts, dresses, sarongs, loungewear; headwear, namely, hats, visors, caps, beanies	Carve Designs, Inc.

Exhibit A