

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM628126

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Supplement to Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BELK STORES SERVICES, LLC	FORMERLY BELK STORES SERVICES, INC.	02/24/2021	Limited Liability Company: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A., as ABL Collateral Agent		
Street Address:	100 Federal Street, 9th floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 28			
Property Type	Number	Word Mark	
Serial Number:	88900713	BELKGIVES	
Serial Number:	88306817		
Registration Number:	5050072	CROWN & IVY	
Registration Number:	5408293	EVIE & EMMA	
Registration Number:	6053805	GAME DAY GEAR	
Serial Number:	88236439	GOODNESS & GRACE	
Serial Number:	88485984	GOODNESS & GRACE	
Serial Number:	88647954	HOMEGATE	
Registration Number:	5013184	JK TECH	
Serial Number:	88306795	JOYLAND	
Registration Number:	6103273	KAARI	
Registration Number:	5617655	KAARI BLUE	
Registration Number:	5698163	LIGHTNING BUG	
Registration Number:	5983220	LUCKY FINDS	
Serial Number:	88022590	MCRAE'S	
Registration Number:	5628634	MERRYWEAR	
Registration Number:	5710617	MODERN. SOUTHERN. HOME.	
Registration Number:	4847522	MOVE MY HEART	
Serial Number:	88594184	OCEAN + COAST	
TRADEMARK			

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Property Type	Number	Word Mark
Registration Number:	5247854	OCEAN + COAST
Registration Number:	5199992	PRO TOUR
Serial Number:	88022584	PROFFITT'S
Registration Number:	5582254	PROJECT HOMETOWN
Registration Number:	5846055	SOUTHERN CHARM
Serial Number:	88471994	THAT'S A WIN
Registration Number:	5171326	UES
Registration Number:	5656381	WONDERLY
Registration Number:	5317160	

CORRESPONDENCE DATA

Fax Number: 6173417701

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: 617-951-8132

Email: linda.salera@morganlewis.com

Correspondent Name: Linda A. Salera, Senior Paralegal

Address Line 1: One Federal Street

Address Line 2: c/o Morgan, Lewis & Bockius LLP

Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Linda A. Salera
SIGNATURE:	/Linda A. Salera/
DATE SIGNED:	02/24/2021

Total Attachments: 7

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SUPPLEMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

February 24, 2021

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, BELK STORES SERVICES, LLC, a North Carolina limited liability company (formerly known as BELK STORES SERVICES, INC., a North Carolina corporation), as an initial grantor (the "Grantor") hereby grant to BANK OF AMERICA, N.A., as ABL Collateral Agent, for the benefit of the Secured Parties (as defined in the Security Agreement referred to below), having an office at 100 Federal Street, 9th floor, Boston, MA 02110 (the "Grantee"), a security interest in all of such Grantors' right, title and interest in and to the following (the "ABL Collateral"): (a) the registered Trademarks (as defined in the Security Agreement) and Trademarks for which applications are pending in the United States Patent and Trademark Office set forth on Schedule A attached hereto (excluding any Excluded Asset).

THIS SUPPLEMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Grant") is made to secure the satisfactory performance and payment of all of the secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantors and the Grantee, dated as of December 10, 2015 (as amended, restated, amended and restated, extended, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, pursuant to the Security Agreement, that certain INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of December 10, 2015, in favor of Grantee (as amended, restated, amended and restated, extended, supplemented or otherwise modified from time to time, the "IP Security Agreement"), was recorded with the United States Patent and Trademark Office on December 10, 2015 at Reel 005686, Frame 0749;


NOW, THEREFORE, in consideration of the mutual conditions and agreements set forth herein and in the Security Agreement and IP Security Agreement, 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 ABL Collateral are as set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement. 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.

This Grant shall be governed by, and construed in accordance with, the laws of the State of New York.

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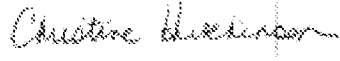
IN WITNESS WHEREOF, the undersigned has executed this Grant as of the date above first written.

BELK STORES SERVICES, LLC, a North Carolina limited liability company (formerly known as **BELK STORES SERVICES, INC.**, a North Carolina corporation), as Initial Grantor

By: 
Name: William R. Langley
Title: Chief Financial Officer

ACKNOWLEDGED AND ACCEPTED:


BANK OF AMERICA, N.A.,
as ABL Collateral Agent and Grantee



By: _____
Name: Christine Hutchinson
Title: Senior Vice President

SCHEDULE A

Trademarks


<i>Mark</i>	<i>Appl. No.</i>	<i>Appl. Date</i>	<i>Reg. No.</i>	<i>Reg. Date</i>	<i>Record Owner</i>
BELKGIVES	88/900713	05/05/2020	N/A	N/A	Belk Stores Services, Inc.
Crown Design 	88/306817	02/19/2019	N/A	N/A	Belk Stores Services, Inc.
CROWN & IVY	86/048680	08/27/2013	5,050,072	09/27/2016	Belk Stores Services, Inc.
EVIE & EMMA	87/076091	06/17/2016	5,408,293	02/20/2018	Belk Stores Services, Inc.
GAME DAY GEAR	87/808371	02/23/2018	6,053,805	05/12/2020	Belk Stores Services, Inc.
GOODNESS & GRACE	88/236439	12/20/2018	N/A	N/A	Belk Stores Services, Inc.
GOODNESS & GRACE	88/485984	06/24/2019	N/A	N/A	Belk Stores Services, Inc.
HOMEGATE	88/647954	10/09/2019	N/A	N/A	Belk Stores Services, Inc.
JK TECH	85/780944	11/16/2012	5,013,184	08/02/2016	Belk Stores Services, Inc.
JOYLAND	88/306795	02/19/2019	N/A	N/A	Belk Stores Services, Inc.
KAARI	88/428874	05/14/2019	6,103,273	07/14/2020	Belk Stores Services, Inc.
KAARI BLUE	86/477345	12/11/2014	5,617,655	11/27/2018	Belk Stores Services, Inc.
LIGHTNING BUG	87/502889	06/23/2017	5,698,163	03/12/2019	Belk Stores Services, Inc.

Schedule A to IP Supplement

<i>Mark</i>	<i>Appl. No.</i>	<i>Appl. Date</i>	<i>Reg. No.</i>	<i>Reg. Date</i>	<i>Record Owner</i>
LUCKY FINDS	88/539790	07/26/2019	5,983,220	02/11/2020	Belk Stores Services, Inc.
MCRAE'S	88/022590	07/02/2018	N/A	N/A	Belk Stores Services, Inc.
MERRYWEAR	87/400806	04/06/2017	5,628,634	12/11/2018	Belk Stores Services, Inc.
MODERN. SOUTHERN. HOME	87/550750	08/01/2017	5,710,617	03/26/2019	Belk Stores Services, Inc.
MOVE MY HEART	86/411295	10/01/2014	4,847,522	11/03/2015	Belk Stores Services, Inc.
OCEAN + COAST	88/594184	08/27/2019	N/A	N/A	Belk Stores Services, Inc.
OCEAN + COAST	87/199176	10/11/2016	5,247,854	07/18/2017	Belk Stores Services, Inc.
PRO TOUR	87/204253	10/14/2016	5,199,992	05/09/2017	Belk Stores Services, Inc.
PROFFITT'S	88/022584	07/02/2019	N/A	N/A	Belk Stores Services, Inc.
PROJECT HOMETOWN	87/700866	11/29/2017	5,582,254	10/09/2018	Belk Stores Services, Inc.
SOUTHERN CHARM	87/537156	07/21/2017	5,846,055	08/27/2019	Belk Stores Services, Inc.
THAT'S A WIN	88/471994	06/13/2019	N/A	N/A	Belk Stores Services, Inc.
UES	87/151707	08/26/2016	5,171,326	03/28/2017	Belk Stores Services, Inc.
WONDERLY	87/278952	12/22/2016	5,656,381	01/15/2019	Belk Stores Services, Inc.

Schedule A to IP Supplement

**TRADEMARK
REEL: 007202 FRAME: 0717**

<i>Mark</i>	<i>Appl. No.</i>	<i>Appl. Date</i>	<i>Reg. No.</i>	<i>Reg. Date</i>	<i>Record Owner</i>
Wire Design 	87/429550	04/28/2017	5,317,160	10/24/2017	Belk Stores Services, Inc.

Schedule A to IP Supplement