

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM640616

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citi Trends, Inc.		04/15/2021	Corporation: DELAWARE
Citi Trends Marketing Solutions, Inc.		04/15/2021	Corporation: IDAHO

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Lender
Street Address:	100 Federal Street, 9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2621881	CITI TRENDS FASHION FOR LESS
Registration Number:	2625829	CITI TRENDS
Registration Number:	2874393	CITI STEPS
Registration Number:	2922733	VINTAGE HARLEM
Registration Number:	3023701	LIL MS HOLLYWOOD
Registration Number:	3310831	CITI TRENDS
Registration Number:	3422528	RED APE
Registration Number:	4152504	CITITRENDS
Registration Number:	4597039	RED APE
Registration Number:	4702446	RED APE
Registration Number:	4733053	CITI TRENDS
Registration Number:	5164176	CITITRENDS
Registration Number:	5409081	LOVE STAR
Registration Number:	5517398	RED APE
Registration Number:	5458315	MCMXXXIII
Registration Number:	5479618	RED APE
Registration Number:	5458327	RA
Registration Number:	5448342	RED APE R

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	90072419	CITIHOME
Serial Number:	90032980	CITICARES

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:	04/20/2021

Total Attachments: 7

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

April 15, 2021

WHEREAS, each of Citi Trends, Inc. and Citi Trends Marketing Solutions, Inc. (each a “Grantor” and collectively, the “Grantors”) has entered into that certain Security Agreement, dated as of October 27, 2011 (as amended by that certain Third Amendment and First Amendment to Credit Agreement to Security Agreement, dated as of the date hereof, by and among the Grantors, the Lender (as defined below), and the other parties party thereto, as may be further amended, restated, supplemented, modified or otherwise changed from time to time, the “Security Agreement”; capitalized terms used herein without definition shall have the meaning assigned to such term in the Security Agreement), by and among the Grantors, the other entities from time to time party thereto, and Bank of America, N.A., as lender (the “Lender”); and


WHEREAS, pursuant to the Security Agreement, each Grantor has granted to the Lender a continuing security interest in all right, title and interest of such Grantor in, to and under the trademarks and trademark applications listed on the attached Schedule A, which trademarks and trademark applications are registered or applied for in the United States Patent and Trademark Office (the “Trademark Collateral”), to secure the payment, performance and observance of the Obligations; provided that for the avoidance of doubt, Trademark Collateral shall exclude all Excluded Assets;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant, pledge, assign, transfer and convey unto the Lender a continuing security interest in the Trademark Collateral to secure the prompt payment, performance and observance of the Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lender with respect to the Trademark 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, each Grantor has caused this Agreement to be duly executed by its officer as of the date set forth above.

CITI TRENDS, INC.

By: 
Name: Jason Moschner
Title: Secretary, Vice President of Finance

CITI TRENDS MARKETING SOLUTIONS, INC.

By: _____
Name: Henry Thompson
Title: President and Secretary

IN WITNESS WHEREOF, each Grantor has caused this Agreement to be duly executed by its officer as of the date set forth above.

CITI TRENDS, INC.

By:

Name: Jason Moschner
Title: Secretary, Vice President of Finance

CITI TRENDS MARKETING SOLUTIONS, INC.

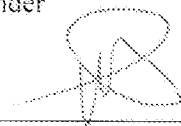
By:



Name: Henry Thompson
Title: President and Secretary


ACKNOWLEDGED AND ACCEPTED:




BANK OF AMERICA, N.A.,
as Lender




By: 
Name: Matthew Potter
Title: Senior Vice President

SCHEDULE A

Trademarks and Trademark Applications

Mark	Owner	Date Filed	Serial #	Status	Registration No.	Registration Date
CITI TRENDS FASHION FOR LESS (Words Only)	CITI TRENDS, INC.	02/18/2000	75922972	Registered; Renewal Due 07/17/2022	2621881	09/17/2002
CITI TRENDS (Words Only)	CITI TRENDS, INC.	02/18/2000	75922974	Registered; Renewal Due 09/24/2022	2625829	09/24/2002
CITI STEPS (Words Only)	CITI TRENDS, INC.	02/09/2003	78212643	Registered; Renewal Due 08/17/2024	2874393	08/17/2004
VINTAGE HARLEM (Words Only)	CITI TRENDS, INC.	07/14/2003	78273980	Registered; Renewal Due 02/01/2025	2922733	02/01/2005
LIL MS HOLLYWOOD (Words Only)	CITI TRENDS, INC.	12/03/2004	78526838	Registered; Renewal Due 12/06/2025	3023701	12/06/2005
	CITI TRENDS, INC.	12/15/2006	77065044	Registered; Renewal Due 10/16/2027	3310831	10/16/2007
RED APE (Words Only)	CITI TRENDS, INC.	08/25/2007	77264392	Registered; Renewal Due 05/06/2028	3422528	05/06/2008

Mark	Owner	Date Filed	Serial #	Status	Registration No.	Registration Date
	CITI TRENDS, INC.	08/27/2010	85117316	Registered; Renewal Due 06/05/2022	4152504	06/05/2012
RED APE (Words Only)	CITI TRENDS, INC.	02/04/2014	86184217	Registered; Renewal Due 09/02/2024	4597039	09/02/2014
RED APE (Words Only)	CITI TRENDS, INC.	02/04/2014	86184225	Registered; Renewal Due 03/17/2025	4702446	03/17/2015
CITI TRENDS (Words Only)	CITI TRENDS, INC.	04/15/2014	86252686	Registered; Renewal Due 05/05/2025	4733053	05/05/2015
	CITI TRENDS, INC.	03/07/2016	86931068	Registered; Renewal Due 03/21/2027	5164176	03/21/2017
LOVE STAR (Words Only)	CITI TRENDS, INC.	06/02/2017	87472726	Registered; Renewal Due 02/20/2028	5409081	02/20/2018
RED APE (Words Only)	CITI TRENDS, INC.	09/15/2017	87610488	Registered; Renewal Due 07/17/2028	5517398	07/17/2018
	CITI TRENDS, INC.	09/15/2017	87610421	Registered; Renewal Due 05/01/2028	5458315	05/01/2018

Mark	Owner	Date Filed	Serial #	Status	Registration No.	Registration Date
	CITI TRENDS, INC.	09/15/2017	87610457	Registered; Renewal Due 05/29/2028	5479618	05/29/2018
	CITI TRENDS, INC.	09/18/2017	87611819	Registered; Renewal Due 05/01/2028	5458327	05/01/2018
	CITI TRENDS, INC.	09/15/2017	87610477	Registered; Renewal Due 04/17/2028	5448342	04/17/2018
CITIHOME (Words Only)	CITI TRENDS, INC.	7/24/2020	90072419	Pending - approved for registration	Pending - approved for registration	Pending - approved for registration
CITICARES (Words Only)	CITI TRENDS, INC.	7/2/2020	90032980	Pending - approved for registration	Pending - approved for registration	Pending - approved for registration