

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM645891

<b>SUBMISSION TYPE:</b>	RESUBMISSION		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>RESUBMIT DOCUMENT ID:</b>	900607751		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Northern Reflections Ltd.		03/24/2021	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Second Avenue Capital Partners LLC		
<b>Street Address:</b>	75 Second Avenue		
<b>Internal Address:</b>	Suite 550		
<b>City:</b>	Needham		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02494		
<b>Entity Type:</b>	Limited Liability Company: MASSACHUSETTS		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2477382	NORTHERN FRIENDS REWARDS PROGRAM	
<b>Registration Number:</b>	3816041	INSPIRED BY NATURE, DESIGNED IN CANADA	
<b>Registration Number:</b>	3953007	TUMMY SHAPER	
<b>Registration Number:</b>	4809053	NORTHERN REFLECTIONS	
<b>Registration Number:</b>	5800563	NINA K	
<b>Registration Number:</b>	5915059	NINA K	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	4165957913		
<b>Email:</b>	kdurell@millerthomson.com		
<b>Correspondent Name:</b>	Karen L Durell		
<b>Address Line 1:</b>	40 King Street West		
<b>Address Line 2:</b>	Suite 5800		
<b>Address Line 4:</b>	Toronto, CANADA M5H3S1		
<b>ATTORNEY DOCKET NUMBER:</b>	0242936.0002		
<b>NAME OF SUBMITTER:</b>	Karen Durell		

<b>SIGNATURE:</b>	/KLD/
<b>DATE SIGNED:</b>	05/11/2021
<b>Total Attachments: 5</b> source=11May2021USTMSICorrect#page1.tif source=11May2021USTMSICorrect#page2.tif source=11May2021USTMSICorrect#page3.tif source=11May2021USTMSICorrect#page4.tif source=11May2021USTMSICorrect#page5.tif	

## GRANT OF SECURITY INTEREST IN TRADEMARKS

For valuable consideration, Northern Reflections Ltd./Reflet Boreal Ltée (the “**Borrower**”) grants to Second Avenue Capital Partners LLC (“**Secured Party**”) with its principal place of business at 75 Second Avenue, Suite 550, Needham, MA 02494, a security interest in all of the Borrower’s present and future right, title and interest in and to the following trademarks registered with or under application submitted to the United States Patent and Trademark Office:

Trade-Mark	Appl. No.	Goods / Services
NORTHERN FRIENDS REWARDS PROGRAM	75842463 Reg #2477382	customer loyalty reward program, namely, promoting the goods and services of retail stores featuring clothing, footwear, accessories, jewelry and cosmetics through incentives in the nature of coupons, the distribution of purchase points, and discount prices
INSPIRED BY NATURE, DESIGNED IN CANADA	77014621 Reg #3816041	Women's clothing, namely, t-shirts, sweatshirts, tank tops, sweaters, vests, shirts, blouses, jackets, coats, pants, skirts, dresses, jeans, skorts, shorts; clothing accessories, namely, hats, gloves, scarves; pashminas, namely, scarves, shawls; footwear, namely, slippers; sleepwear, namely, pajamas; On-line retail store services and retail outlets featuring women's clothing, clothing accessories, footwear and sleepwear
TUMMY SHAPER	77168966 Reg #3953007	Jeans; pants and shorts
NORTHERN REFLECTIONS	85983498 Reg #4809053	Ladies clothing, namely, sweatshirts, sweatpants, T-shirts, tank tops, sweaters, cardigans, vests, shirts, pants, jeans, jackets, shorts, jumpsuits, socks, belts and footwear

Trade-Mark	Appl. No.	Goods / Services
	86644304 5800563	25: women's clothing, namely, dresses, skirts and tops; women's clothing and accessories, namely, fleece tops, knit tops, knit pants, knit shorts, woven shirts, woven jackets, pants, shorts, jeans, scarves
NINA K	86644068 5915059	25: women's clothing, namely, dresses, skirts and tops; women's clothing and accessories, namely, fleece tops, knit tops, knit pants, knit shorts, woven shirts, woven jackets, pants, shorts, jeans, scarves

together with all licenses or other rights to use any of the trademarks and all license fees and royalties arising from such use, any and all claims for damages by way of past, present and future infringements of any of the trademarks, and all proceeds and products of the foregoing, including without limitation, all payments under insurance or any indemnity or warranty payable in respect of the trademarks (collectively, the "**Trademark Collateral**").

The Borrower has granted the security interest under this agreement pursuant to the terms of a General Security Agreement and a Trade-Mark Security Agreement, each dated on or about the date hereof as amended and/or supplemented (the "**Security Agreements**") made by the Borrower for the purposes of security as provided in the Security Agreements. The Borrower acknowledges and affirms that the rights, privileges and remedies of Secured Party with respect to the security interest in the Trademark Collateral granted in this instrument are more fully set forth in the Security Agreements, the terms and provisions of which are incorporated in this agreement by this reference.

This agreement may be executed in several counterparts, and delivered by facsimile or other electronic transmission, each of which shall be deemed an original and all of which shall together constitute one and the same instrument. Signatures delivered by facsimile (or similar electronic method) shall have the effect of originals.

*[signature page follows]*

Executed and delivered as of March 24, 2021.

Principal Place of Business:

Northern Reflections Ltd./Reflet Boreal Ltée  
21 Four Seasons Place  
2nd Floor, Etobicoke  
Ontario M9B 6J8

**NORTHERN REFLECTIONS  
LTD./REFLET BOREAL LTÉE**

Per: \_\_\_\_\_



Name: Bruce Kesse  
Title: Authorized Signing Officer

Per: \_\_\_\_\_

Name:  
Title: