

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM684673

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SUPPLEMENTAL GRANT OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HUDSON'S BAY COMPANY ULC		10/29/2021	Unlimited Liability Company: CANADA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as 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: 5			
Property Type	Number	Word Mark	
Registration Number:	4280539	BLACK BROWN 1826	
Registration Number:	6242381	CORE LIFE	
Registration Number:	6375446	CORE LIFE	
Serial Number:	88821784	HBAM	
Serial Number:	90253738	YF YORK FACTORY	
CORRESPONDENCE DATA			
Fax Number:	6173417701		
<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:	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:	10/29/2021		
Total Attachments: 5			

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SUPPLEMENTAL GRANT OF SECURITY INTEREST IN TRADEMARKS

October 29, 2021

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, the undersigned (the "Grantor"), hereby grants to BANK OF AMERICA, N.A., as Administrative and Collateral Agent for its own benefit and the benefit of the other Credit Parties (as defined in the Amended and Restated General Security Agreement referred to below), having an office at 100 Federal Street, 9th Floor, Boston, Massachusetts 02110 (the "Grantee"), a continuing security interest, in accordance with the Amended and Restated General Security Agreement, in the following: (i) all of the Grantor's right, title and interest in, to and under the trademarks, service marks, trademark registrations, service mark registrations, trademark applications, and service mark applications set forth on Schedule A attached hereto (the foregoing, collectively, the "Marks"), (ii) all Proceeds (as such term is defined in the Amended and Restated General Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS SUPPLEMENTAL GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment in relation to the Marks of all the Secured Obligations of the Grantor, as such term is defined in the Amended and Restated General Security Agreement by, among others, the Grantor, the other Grantors party thereto (as defined therein), and the Grantee, dated as of March 3, 2020 (as amended by that certain Fourth Amendment to Amended and Restated Credit Agreement, dated as of the date hereof, and as further amended, modified, supplemented or restated hereafter, the "General Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the General Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the General Security Agreement, all terms and provisions of which are incorporated herein by reference. Unless otherwise defined herein, terms defined in the General Security Agreement and used herein have the meaning given to them in the General Security Agreement. In the event that any provisions of this Grant are deemed to conflict with the General Security Agreement, the provisions of the General Security Agreement shall govern.

This Grant and any claims, controversy, dispute or cause of action (whether in contract or tort or otherwise) based upon, arising out of or relating to this Grant and the transactions contemplated hereby shall be governed by, and construed in accordance with, the law of the Province of Ontario and the federal laws of Canada applicable therein.

[Remainder of Page Intentionally Left Blank; Signature Pages Follow]

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

HUDSON'S BAY COMPANY ULC, as a Grantor

By:  _____

Name: Ian Putnam

Title: President & CEO, HBC Properties and Investments

[Signature Page to Supplemental Grant of Security Interest in Trademarks (ABL)]




TRADEMARK
REEL: 007478 FRAME: 0391

ACKNOWLEDGED AND ACCEPTED:

BANK OF AMERICA, N.A.
as Grantee




By: *Brian Lindblom*
Name: Brian Lindblom
Title: Senior Vice President

Active Canadian Trademarks

Mark (Profile Name)	Design	Name of Owner	Application/Registration No.
HUDSON'S BAY CHARTER FOR CHANGE		Hudson's Bay Company ULC	2102109
LA CHARTE POUR LE CHANGEMENT LA BAIE D'HUDSON		Hudson's Bay Company ULC	2102108
HUDSON NORTH		Hudson's Bay Company ULC	2108685
ZELLERS		Hudson's Bay Company ULC	2117654
ZELLERS MARKETPLACE		Hudson's Bay Company ULC	2117731
ZELLERS STYLIZED		Hudson's Bay Company ULC	2117653
BLACK BROWN 1826 SHIELD & DESIGN		Hudson's Bay Company ULC	TMA867756
BLACK BROWN 1826 & DESIGN		Hudson's Bay Company ULC	TMA796919
HBAM		Hudson's Bay Company ULC	2015901

Schedule A

Active United States Trademarks

Mark	Owner	Application/ Registration No.¹
BLACK BROWN 1826 SHIELD & DESIGN 	Hudson's Bay Company ULC	4280539
CORE LIFE	Hudson's Bay Company ULC	6242381
CORE LIFE & Design 	Hudson's Bay Company ULC	6375446
HBAM	Hudson's Bay Company ULC	88821784 (ITU)
YF YORK FACTORY LOGO 	Hudson's Bay Company ULC	90253738 (ITU)

¹ Note: Only intent-to-use (ITU) applications pending on or before November 25, 2020 have been included.