09/26/2013

103662252

Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/2015)

RTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

TANDY BRANDS ACCESSORIES, INC.

☐ Individual(s) ☐ Association
☐ Partnership ☐ Limited Partnership
☒ Corporation- State: Delaware
☐ Other

Citizenship (see guidelines) Delaware

Additional names of conveying parties attached? ☒ Yes ☐ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Salus Capital Partners, LLC

Street Address: 197 First Street, Suite 250

City: Needham

State: MA

Country: US Zip: 02494

☐ Individual(s) Citizenship
☐ Association Citizenship
☐ Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☒ Other LLC Citizenship Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from assignment)

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) July 24, 2013

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See attached Schedule A

B. Trademark Registration No.(s)

See attached Schedule A

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Thomas Fahey

Internal Address: National Corporate Research, Ltd.

Street Address: 1025 Vermont Avenue Suite 1130

City: Washington

State: DC Zip: 20005

Phone Number: (202)370-4761

Docket Number:

Email Address: tfahey@nationalcorp.com

6. Total number of applications and registrations involved: 100

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $2515.00

☐ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:

09/27/2013 HTON11 00000001 1550081
01 FC:8021 40.00 OP
02 FC:8522 2475.00 OP

Deposit Account Number

Authorized User Name

9. Signature:

Signature — Date: July 25, 2013

Janet S. Wamsley
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

7-26-13

OPAP JUL 26 2013 PATENT & TRADEMARK OFFICE

ADDITIONAL CONVEYING PARTY:

TBAC INVESTMENT TRUST, a Pennsylvania business trust

H.A. SHELDON CANADA, LTD., an Ontario corporation

Schedule A to Trademark Security Interest Agreement

Tandy Brands Accessories, Inc.:

UNITED STATES ISSUED TRADEMARKS, SERVICE MARKS AND COLLECTIVE MEMBERSHIP MARKS REGISTRATIONS

Mark	Registration Number	Registration Date
CHAMBERS DELAWARE ACQUISITION COMPANY	1550081	8/1/1989
A LOOK AHEAD	3975279	06/07/2011
CANTERBURY	2049808	4/1/1997
CANTERBURY	0911958	6/8/1971
CANTERBURY & design	0998500	11/19/1974
CANTERBURY & design	0791884	6/29/1965
ESSENTIALS BY ROLFS	2352242	5/23/2000
HICKOK	0684952	9/15/1959
HICKOK	700221	6/28/1960
PRINCE GARDNER	1638232	3/19/1991
PRINCE GARDNER (Stylized)	0516773	10/25/1949
ROLFS	2777432	10/28/2003
SPORTS PLAY	2792151	12/9/2003
SURPLUS	3743601	2/2/2010
TANDY BRANDS	1751187	2/9/1993
TANDY BRANDS ACCESSORIES	1752430	2/16/1993

APPLICATIONS

Mark	Serial Number	Filing Date
CITY SERIES	US 76/668493	11/03/2006
NIFTY LADY	US 85/839407	02/03/2013
NIFTY	US 85/839406	02/03/2013
NIFTY LADY	US 85/839404	02/03/2013
NIFTY	US 85/839402	02/03/2013
NIFTY LADY	US 85/839399	02/03/2013
NIFTY	US 85/839397	02/03/2013
NIFTY LADY	US 85/839395	02/03/2013
NIFTY	US 85/839392	02/03/2013
NIFTY LADY	US 85/839389	02/03/2013

Mark	Serial Number	Filing Date
NIFTY	US 85/839387	02/03/2013
ROLFS SIGNATURE	US 85/511398	01/09/2013

TBAC Investment Trust:

UNITED STATES ISSUED TRADEMARKS, SERVICE MARKS AND COLLECTIVE MEMBERSHIP MARKS REGISTRATIONS

Mark	Registration Number	Registration Date
ACE BY CANTERBURY (and Design)	3291402	9/11/2007
AMERICAN CLASSIC & eagle design	1301680	10/23/1984
AMERICAN CLASSICS BY ROLFS	3402554	3/25/2008
AMITY (and Design)	1105460	11/7/1978
AMITY (and Design)	0110105	5/2/1930
AMITY CLASSIC	1708196	8/18/1992
AMITY LIFESTYLE ACCESSORIES	2686096	2/11/2003
BACK TO CAMPUS	3587696	3/10/2009
BACK TO SCHOOL	3360098	12/25/2007
BACK TO SCHOOL (and Design)	3376818	2/5/2008
BODY BILLFOLD	988166	7/16/1974
CANTERBURY	0674224	2/17/1959
CARLOS TOMASINI	2035301	2/4/1997
CHANGEABLE	1745862	1/12/1993
COLLAR-EASE	2095928	9/9/1997
COURIER	0829612	6/6/1967
CREDENTIAL	731338	5/15/1962
CREDIT GUARD	1050073	10/12/1976
CROSS IN CIRCLE DESIGN	2594330	7/16/2002
DESIGNED AND CRAFTED FOR LIFE	2678999	1/21/2003
DIRECTOR	0351388	10/26/1937
DON LOPER	842497	1/16/1968
DON LOPER	2752354	8/19/2003
ETON	1721441	10/6/1992
GREEN LOOKS BY PROJECT EYEWEAR	3887243	12/7/2010
HICKOK	2962740	6/21/2005
HICKOK	0548994	10/2/1951
HICKOK	1381527	2/4/1986

Mark	Registration Number	Registration Date
HICKOK	0338625	9/8/1936
HICKOK	0337194	7/28/1936
LA GARDE	71/158540	1/27/1930
LA GARDE	1485246	4/19/1988
LUCARELLI	1396878	6/10/1986
LUCARELLI	1399411	7/1/1986
MISCELLANEOUS DESIGN (BELT	77/840,351	10/2/2009
NECESSITIES BY ROLFS	2782299	11/11/2003
ORLEANS	1348132	7/9/1985
P G PRINCESS GARDNER (and Design)	2760187	9/2/2003
P G PRINCESS GARDNER (and Design)	2921373	1/25/2005
PRINCE GARDNER	2187998	9/8/1998
PRINCE GARDNER ACCESSORIES (and Design)	2041364	2/25/1997
PRINCESS	0844803	2/27/1968
PRINCESS GARDNER	2187999	9/8/1998
THE PRINCESS GARDNER (and Design)	0367247	5/9/1939
PRINCESS GARDNER ACCESSORIES (and Design)	2082144	7/22/1997
PROTECTA-CARD	1050074	10/12/1976
ROLFS	1118634	5/22/1979
ROLFS	2032901	1/21/1997
ROLFS	604067	4/5/1955
ROLFS ROYAL CREST	1485278	4/19/1988
ROLFS WEEKENDER	3333160	11/13/2007
MISCELLANEOUS DESIGN (ROSE IN TRIANGLE)	2511417	11/27/2001
ROYAL CREST	1485277	4/19/1988
SIDEKICK	961820	6/26/1973
SNAP HAPPY	0817206	10/25/1966
SPRINTKIT	1228487	2/22/1983
STAYS'N CASE	2028047	12/31/1996
SURPLUS (and Design) (Left of Circle)	2897619	
TOWNSMAN	0669459	11/11/1958
TRAVEL LITE	1623664	11/20/1990
COLETTA	2917096	01/11/2005
NOSTALGIA	1821361	02/15/1994
NITE & DAY	1588883	03/27/1990
CACHE	1585671	03/06/1990
CASHIER	1172264	10/06/1981

Mark	Registration Number	Registration Date
IDENTIFIER	0710096	01/24/1961
BARRY WELLS (stylized)	1630139	01/01/1991

APPLICATIONS

Mark	Serial Number	Filing Date
DL (Stylized)	76-429184	7/10/2002
PROJECT EYEWEAR	77-603313	10/29/2008
TIARA BY PRINCESS GARDNER	76-687102	2/21/2008
TRAVELOPTICS	77-613656	11/13/2008

H.A. Sheldon Canada Ltd.:

UNITED STATES ISSUED TRADEMARKS, SERVICE MARKS AND COLLECTIVE MEMBERSHIP MARKS APPLICATIONS

Mark	Serial Number	Filing Date
QUAD (stylized)	US 85/241914	02/14/2011

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, TANDY BRANDS ACCESSORIES, INC., a Delaware corporation, TBAC INVESTMENT TRUST, a Pennsylvania business trust, and H.A. SHELDON CANADA LTD., an Ontario corporation (each and together, the "Grantor"), hereby grants to SALUS CAPITAL PARTNERS, LLC, as agent (the "Grantee"), a continuing security interest in: (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds 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 GRANT (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other Grantors from time to time party thereto, and the Grantee, dated as of the date hereof (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. 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.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 24th day of July, 2013.

TANDY BRANDS ACCESSORIES, INC., as Grantor

By: _____
Name: Chuck Talley
Title: CFO

TBAC INVESTMENT TRUST, as Grantor

By: _____
Name: N. RODERICK MCGEACHY, III
Title: CEO + President

H.A. SHELDON CANADA LTD., as Grantor

By: _____
Name: N. RODERICK MCGEACHY, III
Title: CEO + President

Signature Page to Grant of Security Interest in Trademarks

Schedule A to Trademark Security Interest Agreement

Tandy Brands Accessories, Inc.:

UNITED STATES ISSUED TRADEMARKS, SERVICE MARKS AND COLLECTIVE MEMBERSHIP MARKS REGISTRATIONS

Mark	Registration Number	Registration Date
CHAMBERS DELAWARE ACQUISITION COMPANY	1550081	8/1/1989
A LOOK AHEAD	3975279	06/07/2011
CANTERBURY	2049808	4/1/1997
CANTERBURY	0911958	6/8/1971
CANTERBURY & design	0998500	11/19/1974
CANTERBURY & design	0791884	6/29/1965
ESSENTIALS BY ROLFS	2352242	5/23/2000
HICKOK	0684952	9/15/1959
HICKOK	700221	6/28/1960
PRINCE GARDNER	1638232	3/19/1991
PRINCE GARDNER (Stylized)	0516773	10/25/1949
ROLFS	2777432	10/28/2003
SPORTS PLAY	2792151	12/9/2003
SURPLUS	3743601	2/2/2010
TANDY BRANDS	1751187	2/9/1993
TANDY BRANDS ACCESSORIES	1752430	2/16/1993

APPLICATIONS

Mark	Serial Number	Filing Date
CITY SERIES	US 76/668493	11/03/2006
NIFTY LADY	US 85/839407	02/03/2013
NIFTY	US 85/839406	02/03/2013
NIFTY LADY	US 85/839404	02/03/2013
NIFTY	US 85/839402	02/03/2013
NIFTY LADY	US 85/839399	02/03/2013
NIFTY	US 85/839397	02/03/2013
NIFTY LADY	US 85/839395	02/03/2013
NIFTY	US 85/839392	02/03/2013
NIFTY LADY	US 85/839389	02/03/2013

Mark	Serial Number	Filing Date
NIFTY	US 85/839387	02/03/2013
ROLFS SIGNATURE	US 85/511398	01/09/2013

TBAC Investment Trust:

UNITED STATES ISSUED TRADEMARKS, SERVICE MARKS AND COLLECTIVE MEMBERSHIP MARKS REGISTRATIONS

Mark	Registration Number	Registration Date
ACE BY CANTERBURY (and Design)	3291402	9/11/2007
AMERICAN CLASSIC & eagle design	1301680	10/23/1984
AMERICAN CLASSICS BY ROLFS	3402554	3/25/2008
AMITY (and Design)	1105460	11/7/1978
AMITY (and Design)	0110105	5/2/1930
AMITY CLASSIC	1708196	8/18/1992
AMITY LIFESTYLE ACCESSORIES	2686096	2/11/2003
BACK TO CAMPUS	3587696	3/10/2009
BACK TO SCHOOL	3360098	12/25/2007
BACK TO SCHOOL (and Design)	3376818	2/5/2008
BODY BILLFOLD	988166	7/16/1974
CANTERBURY	0674224	2/17/1959
CARLOS TOMASINI	2035301	2/4/1997
CHANGEABLE	1745862	1/12/1993
COLLAR-EASE	2095928	9/9/1997
COURIER	0829612	6/6/1967
CREDENTIAL	731338	5/15/1962
CREDIT GUARD	1050073	10/12/1976
CROSS IN CIRCLE DESIGN	2594330	7/16/2002
DESIGNED AND CRAFTED FOR LIFE	2678999	1/21/2003
DIRECTOR	0351388	10/26/1937
DON LOPER	842497	1/16/1968
DON LOPER	2752354	8/19/2003
ETON	1721441	10/6/1992
GREEN LOOKS BY PROJECT EYEWEAR	3887243	12/7/2010
HICKOK	2962740	6/21/2005
HICKOK	0548994	10/2/1951
HICKOK	1381527	2/4/1986

Mark	Registration Number	Registration Date
HICKOK	0338625	9/8/1936
HICKOK	0337194	7/28/1936
LA GARDE	71/158540	1/27/1930
LA GARDE	1485246	4/19/1988
LUCARELLI	1396878	6/10/1986
LUCARELLI	1399411	7/1/1986
MISCELLANEOUS DESIGN (BELT	77/840,351	10/2/2009
NECESSITIES BY ROLFS	2782299	11/11/2003
ORLEANS	1348132	7/9/1985
P G PRINCESS GARDNER (and Design)	2760187	9/2/2003
P G PRINCESS GARDNER (and Design)	2921373	1/25/2005
PRINCE GARDNER	2187998	9/8/1998
PRINCE GARDNER ACCESSORIES (and Design)	2041364	2/25/1997
PRINCESS	0844803	2/27/1968
PRINCESS GARDNER	2187999	9/8/1998
THE PRINCESS GARDNER (and Design)	0367247	5/9/1939
PRINCESS GARDNER ACCESSORIES (and Design)	2082144	7/22/1997
PROTECTA-CARD	1050074	10/12/1976
ROLFS	1118634	5/22/1979
ROLFS	2032901	1/21/1997
ROLFS	604067	4/5/1955
ROLFS ROYAL CREST	1485278	4/19/1988
ROLFS WEEKENDER	3333160	11/13/2007
MISCELLANEOUS DESIGN (ROSE IN TRIANGLE)	2511417	11/27/2001
ROYAL CREST	1485277	4/19/1988
SIDEKICK	961820	6/26/1973
SNAP HAPPY	0817206	10/25/1966
SPRINTKIT	1228487	2/22/1983
STAYS'N CASE	2028047	12/31/1996
SURPLUS (and Design) (Left of Circle)	2897619	
TOWNSMAN	0669459	11/11/1958
TRAVEL LITE	1623664	11/20/1990
COLETTA	2917096	01/11/2005
NOSTALGIA	1821361	02/15/1994
NITE & DAY	1588883	03/27/1990
CACHE	1585671	03/06/1990
CASHIER	1172264	10/06/1981

Mark	Registration Number	Registration Date
IDENTIFIER	0710096	01/24/1961
BARRY WELLS (stylized)	1630139	01/01/1991

APPLICATIONS

Mark	Serial Number	Filing Date
DL (Stylized)	76-429184	7/10/2002
PROJECT EYEWEAR	77-603313	10/29/2008
TIARA BY PRINCESS GARDNER	76-687102	2/21/2008
TRAVELOPTICS	77-613656	11/13/2008

H.A. Sheldon Canada Ltd.:

UNITED STATES ISSUED TRADEMARKS, SERVICE MARKS AND COLLECTIVE MEMBERSHIP MARKS APPLICATIONS

Mark	Serial Number	Filing Date
QUAD (stylized)	US 85/241914	02/14/2011