

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM331273

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OLD WORLD CHRISTMAS, INC.		02/04/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	U.S. BANK NATIONAL ASSOCIATION		
Street Address:	1420 Fifth Avenue, 11th Floor		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98101		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	2621909	OWC	
Registration Number:	2568199	OWC	
Registration Number:	2557048	1225	
Registration Number:	2361983	TRADITIONS TO CHERISH	
Registration Number:	2416281	TRADITIONS TO CHERISH	
Registration Number:	2454188	TWELVE 25	
Registration Number:	2311701		
Registration Number:	1790526	MERRY CHRISTMAS	
Registration Number:	1778823	OLD WORLD CHRISTMAS	
CORRESPONDENCE DATA			
Fax Number:	2063599000		
<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:	2063598000		
Email:	bzhang@perkinscoie.com		
Correspondent Name:	Patchen M. Haggerty		
Address Line 1:	1201 Third Avenue Suite 4900		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	12187-2470		

OP \$240.00 2621909

NAME OF SUBMITTER:	Patchen M. Haggerty
SIGNATURE:	/Patchen M. Haggerty/
DATE SIGNED:	02/05/2015
Total Attachments: 4 source=USB_Old World Christmas_Notice of Grant of Security Interest in Trademark (Executed)#page1.tif source=USB_Old World Christmas_Notice of Grant of Security Interest in Trademark (Executed)#page2.tif source=USB_Old World Christmas_Notice of Grant of Security Interest in Trademark (Executed)#page3.tif source=USB_Old World Christmas_Notice of Grant of Security Interest in Trademark (Executed)#page4.tif	

**NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

This Notice of Grant of Security Interest in Trademark Rights (this "Agreement") dated as of February 4, 2015, is given by OLD WORLD CHRISTMAS, INC., a Delaware corporation ("Grantor"), in favor of U.S. BANK NATIONAL ASSOCIATION ("U.S. Bank"), located at 1420 Fifth Avenue, 11th Floor, Seattle, WA 98101.

RECITALS

A. Pursuant to that certain Credit Agreement of even date herewith Grantor and U.S. Bank (together with all amendments, supplements, exhibits and modifications thereto, the "Credit Agreement"), U.S. Bank has agreed to extend certain credit to Grantor upon the terms and subject to the conditions set forth therein.

B. In connection with the Credit Agreement, Grantor executed and delivered that certain Security Agreement of even date herewith in favor of U.S. Bank (together with all amendments, supplements, exhibits and modifications thereto, the "Security Agreement"), pursuant to which Grantor pledged and granted to U.S. Bank a continuing security interest in all trademarks owned by Grantor.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce U.S. Bank to extend credit to Grantor and the other borrowers pursuant to the Credit Agreement, Grantor agrees, for the benefit of U.S. Bank as follows:

1. Definitions

Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided in the Credit Agreement and the Security Agreement.

2. Grant of Security Interest

Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of an Event of Default, assigns, transfers and conveys the trademarks listed on Schedule A attached hereto (collectively, the "Trademark Collateral") to U.S. Bank, to secure payment, performance and observance by Grantor of its obligations under the Credit Agreement and the other Loan Documents (as such term is defined in the Credit Agreement).

3. Purpose

This Agreement has been executed and delivered by Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to U.S. Bank in connection

with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement and the Credit Agreement (and all rights and remedies of U.S. Bank thereunder) shall remain in full force and effect in accordance with its terms.

4. Acknowledgment

Grantor does hereby further acknowledge and affirm that the rights and remedies of U.S. Bank with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

[SIGNATURE PAGE FOLLOWS]

The undersigned Grantor hereby acknowledges and agrees that the security interest in the foregoing Trademark Collateral (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark except in accordance with the Security Agreement and Credit Agreement.

GRANTOR:





OLD WORLD CHRISTMAS, INC., a
Delaware corporation

By: 

Name: Douglas Lauer

Title: President

Schedule A

Mark	Status	Registration No.	Registration Date	Registrant
	Registered (renewed)	2,621,909	9/17/2002	Old World Christmas, Inc.
OWC	Registered (renewed)	2,568,199	5/7/2002	Old World Christmas, Inc.
	Registered (renewed)	2,557,048	4/2/2002	Old World Christmas, Inc.
TRADITIONS TO CHERISH	Registered (renewed)	2,361,983	7/27/2000	Old World Christmas, Inc.
TRADITIONS TO CHERISH	Registered (renewed)	2,416,281	12/26/2000	Old World Christmas, Inc.
TWELVE25	Registered (renewed)	2,454,188	5/22/2001	Old World Christmas, Inc.
	Registered (renewed)	2,311,701	1/25/2000	Old World Christmas, Inc.
	Registered (renewed)	1,790,526	8/31/1993	Old World Christmas, Inc.
OLD WORLD CHRISTMAS	Registered (renewed)	1,778,823	6/29/1993	Old World Christmas, Inc.