

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM353872

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GE CANADA FINANCE HOLDING COMPANY		08/21/2015	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Antares Capital LP		
Street Address:	500 West Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 30			
Property Type	Number	Word Mark	
Registration Number:	3074891	BABY BOUCLE	
Registration Number:	3116094	BABY COORDINATES	
Registration Number:	1034354	BERELLA 4	
Registration Number:	3147844	BERNAT	
Registration Number:	0765926	BERNAT	
Registration Number:	1102799	CARON	
Registration Number:	1140835	CARON	
Registration Number:	3088138	CARON CLASSICS	
Registration Number:	2977884	EMBELLISH-KNIT!	
Registration Number:	3070322	GRACE	
Registration Number:	2163053	HANDICRAFTER	
Registration Number:	0764725	HANDICRAFTER	
Registration Number:	3167823	LILY	
Registration Number:	3011270	MERIT	
Registration Number:	1846241	NICE 'N SOFT	
Registration Number:	2028410	PEACHES & CREME	
Registration Number:	1732105	PERFECT MATCH	
Registration Number:	0843753	PHENTEX	
Registration Number:	0843754	PHENTEX	
TRADEMARK			

CH \$765.00 3074891

Property Type	Number	Word Mark
Registration Number:	3033265	SATIN
Registration Number:	1591524	SIMPLY SOFT
Registration Number:	2313661	SIMPLY SOFT
Registration Number:	3074892	SOFT BOUCLE
Registration Number:	1685366	SPINDLECRAFT
Registration Number:	3264823	SUGAR 'N CREAM
Registration Number:	2591093	ULTIMATE SWEATER MACHINE
Registration Number:	1806759	ULTRA-SOFT
Registration Number:	0993116	WONDER ART
Serial Number:	86083965	INSPIRATION MACHINE
Registration Number:	4112994	GIGGLES

CORRESPONDENCE DATA

Fax Number: 4168680673

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.

Email: rmazerolle@mccarthy.ca

Correspondent Name: Randy Mazerolle, McCarthy Tétrault LLP

Address Line 1: Suite 5300, TD Bank Tower

Address Line 4: Toronto, Ontario, CANADA M5K 1E6

ATTORNEY DOCKET NUMBER:	032329473559
NAME OF SUBMITTER:	Randy Mazerolle
SIGNATURE:	/Randy Mazerolle/
DATE SIGNED:	09/03/2015

Total Attachments: 10

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**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENTS**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENTS** (this “**Assignment**”), dated as of August 21, 2015, is by **GE CANADA FINANCE HOLDING COMPANY** (individually, “**GE Canada**”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “**Retiring Agent**”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “**Antares**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

RECITALS:

WHEREAS, Spinrite Limited Partnership, as “Grantor”, and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”) covering certain intellectual property set forth on Exhibits B-1 and B-2 attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GE Canada, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.


This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

**GE CANADA FINANCE HOLDING
COMPANY**

By: 
Name: _____

Its: Duly Authorized Signatory

RICHARD ZENI
DULY AUTHORIZED SIGNATORY

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: _____
Name: _____
Title: _____

[Assignment of Intellectual Property Security Agreement(s)]

IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

**GE CANADA FINANCE HOLDING
COMPANY**

By: _____
Name: _____
Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: MB
Name: Michael Blumberg
Title: Duly Authorized Signatory

[Assignment of Intellectual Property Security Agreement(s)]





EXHIBIT A



1. Trademark Security Agreement dated October 22, 2012 made by Spinrite Limited Partnership recorded with the Canadian Intellectual Property Office on November 8, 2012 against those trademark registrations listed at Exhibit B-1 hereto
2. Trademark Security Agreement dated October 22, 2012 made by Spinrite Limited Partnership recorded with the United States Patent and Trademark Office on October 24, 2012 at Reel 4887, Frame 0566 against those trademark registrations listed at Exhibit B-1 hereto
3. Trademark Security Agreement dated November 25, 2014 made by Spinrite Limited Partnership recorded with the Canadian Intellectual Property Office on December 9, 2014 against the trademark registration listed at Exhibit B-2 hereto
4. Trademark Security Agreement dated November 25, 2014 made by Spinrite Limited Partnership recorded with the United States Patent and Trademark Office on November 28, 2014 at Reel 5409, Frame 0550 against the trademark registrations listed at Exhibit B-2 hereto

EXHIBIT B-1

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
Canada	ALLURE	Spinrite Limited Partnership	1220832	2004-06-17	TMA638849	2005-05-02
Canada	ARCTIC	Spinrite Limited Partnership	0516997	1984-02-17	TMA297602	1984-11-30
Canada	BABY BOUCLE	Spinrite Limited Partnership	1220828	2004-06-17	TMA662265	2006-04-06
Canada	BABY COORDINATES	Spinrite Limited Partnership	1220837	2004-06-17	TMA662270	2006-04-06
Canada	BABY SOFT	Spinrite Limited Partnership	1168866	2003-02-21	TMA638588	2005-04-28
Canada	BE MINE	Spinrite Limited Partnership	1241609	2004-12-22	TMA703948	2008-01-03
Canada	BERELLA	Spinrite Limited Partnership	0360973	1973-02-01	TMA194212	1973-09-21
Canada	BERNAT	Spinrite Limited Partnership	0813679	1996-05-29	TMA502212	1998-10-14
Canada	BERNAT BLING BLING	Spinrite Limited Partnership	1237516	2004-11-17	TMA651021	2005-10-20
Canada	 BISON BLANC: DESIGN	Spinrite Limited Partnership	0535293	1985-01-24	TMA311984	1986-03-07
Canada	BOND	Spinrite Limited Partnership	552,308	1985-11-12	TMA332377	1987-09-25
Canada	 BOUQUET & DESIGN	Spinrite Limited Partnership	0321582	1969-04-16	TMA166619	1969-11-28
Canada	CARON ONE POUND	Spinrite Limited Partnership	1,587,291	2012-07-24	pending	
Canada	CHA CHA	Spinrite Limited Partnership	1220822	2004-06-17	TMA639009	2005-05-03
Canada	CI CI	Spinrite Limited Partnership	1243813	2005-01-17	TMA651042	2005-10-21
Canada	DIVINE	Spinrite Limited Partnership	1220831	2004-06-17	TMA638612	2005-04-28
Canada	DYNASTY	Spinrite Limited Partnership	0683737	1991-06-07	TMA410057	1993-03-26
Canada	 EAGLE DESIGN	Spinrite Limited Partnership	0672472	1990-12-13	TMA401977	1992-08-28
Canada	FRENZY	Spinrite Limited Partnership	1221748	2004-06-21	TMA638691	2005-04-29
Canada	GLITTALLIC	Spinrite Limited Partnership	1257839	2005-05-16	TMA661951	2006-03-31
Canada	GLOUCESTER	Spinrite Limited Partnership	0586924	1987-06-29	TMA344065	1988-08-26

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
Canada	HANDICRAFTER	Spinrite Limited Partnership	0757990	1994-06-23	TMA460095	1996-07-12
Canada	HANDICRAFTER	Spinrite Limited Partnership	0279273	1963-12-05	TMA139235	1965-02-19
Canada	IRISH MIST	Spinrite Limited Partnership	0471700	1981-06-23	TMA270719	1982-07-02
Canada	JEWEL BOX	Spinrite Limited Partnership	1,222,554	2004-07-05	TMA639373	2005-05-09
Canada	KOUNTRY KABLED KOTTON	Spinrite Limited Partnership	0808652	1996-04-01	TMA472951	1997-03-18
Canada	LACETTE	Spinrite Limited Partnership	1257840	2005-05-16	TMA661960	2006-03-31
Canada	LILY	Spinrite Limited Partnership	1304548	2006-06-07	TMA728728	2008-11-18
Canada	 LILY & DESIGN	Spinrite Limited Partnership	1304549	2006-06-07	TMA729398	2008-11-25
Canada	MERIT	Spinrite Limited Partnership	1220834	2004-06-17	TMA638839	2005-05-02
Canada	NAKINA	Spinrite Limited Partnership	0515414	1984-01-19	TMA296423	1984-10-26
Canada	NICE 'N SOFT	Spinrite Limited Partnership	0656738	1990-05-07	TMA397286	1992-04-17
Canada	ONE POUND	Spinrite Limited Partnership	1516407	2011-02-23	pending	
Canada	PHENTEX	Spinrite Limited Partnership	0672473	1990-12-13	TMA392903	1992-01-17
Canada	 PHENTEX & DESSIN	Spinrite Limited Partnership	0305312	1967-05-30	TMA155071	1968-01-12
Canada	 PHENTEX DESIGN	Spinrite Limited Partnership	0672474	1990-12-13	TMA404846	1992-11-13
Canada	POLAR	Spinrite Limited Partnership	0249194	1959-01-28	TMA114759	1959-07-17
Canada	POOCH	Spinrite Limited Partnership	1241615	2004-2-22	TMA703949	2008-01-03
Canada	SHEEP(ISH)	Spinrite Limited Partnership	1,516,409	2011-02-23	TMA824251	2012-05-16
Canada	SIMPLY SOFT	Spinrite Limited Partnership	1,516,451	2011-02-23	TMA861860	2013-10-03
Canada	SILVERLASH	Spinrite Limited Partnership	1257838	2005-05-16	TMA661949	2006-03-31
Canada	SOFTEE	Spinrite Limited Partnership	0615783	1988-09-23	TMA358616	1989-07-21
Canada	SOFTEE BABY	Spinrite Limited Partnership	1220823	2004-06-17	TMA662044	2006-04-03

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
Canada	SOLO	Spinrite Limited Partnership	1221749	2004-06-21	TMA639242	2005-05-05
Canada	SPINDLECRAFT	Spinrite Limited Partnership	0307265	1967-08-25	TMA157072	1968-05-31
Canada	SPINNING WHEEL	Spinrite Limited Partnership	0304688	1967-05-06	TMA155310	1968-01-26
Canada	 SPINNING WHEEL YARNS & DESIGN	Spinrite Limited Partnership	0304687	1967-05-06	TMA155320	1968-01-26
Canada	SPINRITE	Spinrite Limited Partnership	1267417	2005-08-05	TMA672788	2006-09-18
Canada	STITCH.ROCK.LOVE	Spinrite Limited Partnership	1,516,411	2011-02-23	TMA824253	2012-05-16
Canada	SUGAR 'N CREAM	Spinrite Limited Partnership	0808651	1996-04-01	TMA481382	1997-08-22
Canada	THE YARN MILL	Spinrite Limited Partnership	0318513	1968-12-20	TMA170859	1970-08-28
Canada	WHITE BUFFALO	Spinrite Limited Partnership	1207686	2004-02-26	TMA628730	2004-12-20
Canada	WHITE BUFFALO	Spinrite Limited Partnership	0313976	1968-06-13	TMA161267	1969-02-14
Canada	 WHITE BUFFALO & DESIGN	Spinrite Limited Partnership	0524685	1984-07-03	TMA307461	1985-10-18
Canada	 WHITE BUFFALO & DESIGN	Spinrite Limited Partnership	0524684	1984-07-03	TMA304624	1985-07-12
Canada	 WHITE BUFFALO DESIGN	Spinrite Limited Partnership	1209490	2004-03-12	TMA637982	2005-04-21
Canada	WONDERART	Spinrite Limited Partnership	1,516,453	2011-02-23	TMA824255	2012-05-16

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
United States	ALLURE	Spinrite Limited Partnership	78478556	2004-09-03	3152832	2006-10-10
United States	BABY BOUCLE	Spinrite Limited Partnership	78478627	2004-09-03	3074891	2006-03-28
United States	BABY COORDINATES	Spinrite Limited Partnership	78478586	2004-09-03	3116094	2006-07-18
United States	BERELLA 4	Spinrite Limited Partnership	77340991	2007-11-30	3515251	2008-10-14
United States	BERELLA 4 AND DESIGN 	Spinrite Limited Partnership	73052026	1975-05-12	1034354	1976-02-24
United States	BERNAT	Spinrite Limited Partnership	78599014	2005-03-31	3147844	2006-09-26
United States	BERNAT	Spinrite Limited Partnership	72161865	1963-02-01	0765926	1964-03-03
United States	BLISS	Spinrite Limited Partnership	76618143	2004-10-21	3114733	2006-07-11
United States	CARON	Spinrite Limited Partnership	73154248	1978-01-05	1102799	1978-09-19
United States	CARON	Spinrite Limited Partnership	73212666	1979-04-23	1140835	1980-10-28
United States	CARON CLASSICS	Spinrite Limited Partnership	76608501	2004-08-25	3088138	2006-05-02
United States	CHA CHA	Spinrite Limited Partnership	78478570	2004-09-03	3070323	2006-03-21
United States	CHARMING	Spinrite Limited Partnership	76618141	2004-10-21	3124127	2006-08-01
United States	DIVINE	Spinrite Limited Partnership	78478582	2004-09-03	3119239	2006-07-25
United States	EMBELLISH-KNIT!	Spinrite Limited Partnership	76562314	2003-11-28	2977884	2005-07-26
United States	FRENZY	Spinrite Limited Partnership	78478651	2004-09-03	3092343	2006-05-16
United States	GALAXY	Spinrite Limited Partnership	78478642	2004-09-03	3070324	2006-03-21
United States	GRACE	Spinrite Limited Partnership	78478566	2004-09-03	3070322	2006-03-21
United States	HANDICRAFTER	Spinrite Limited Partnership	74689923	1995-06-16	2163053	1998-06-09
United States	HANDICRAFTER	Spinrite Limited Partnership	72162247	1963-02-07	0764725	1964-02-11
United States	HEIRLOOMS	Spinrite Limited Partnership	73506034	1984-10-29	1344714	1985-06-25
United States	LILY	Spinrite Limited Partnership	78660089	2005-06-28	3167823	2006-11-07
United States	MERIT	Spinrite Limited Partnership	78478549	2004-09-03	3011270	2005-11-01
United States	NICE 'N SOFT	Spinrite Limited Partnership	74129396	1991-01-10	1846241	1994-07-19
United States	PEACHES & CREMES	Spinrite Limited Partnership	74718253	1995-08-21	2028410	1997-01-07
United States	PERFECT MATCH	Spinrite Limited Partnership	74130183	1991-01-14	1732105	1992-11-10
United States	PHENTEX	Spinrite Limited Partnership	72267689	1967-03-27	0843753	1968-02-06
United States	PHENTEX DESIGN 	Spinrite Limited Partnership	72267690	1967-03-27	0843754	1968-02-06

Country	TRADEMARK	Record Owner	App. No	App. Date	Reg. No.	Reg. Date
United States	PIAZZ	Spinrite Limited Partnership	76618139	2004-10-21	3121297	2006-07-25
United States	SATIN	Spinrite Limited Partnership	78478613	2004-09-03	3033265	2005-12-20
United States	SIMPLY SOFT	Spinrite Limited Partnership	73788374	1998-03-22	1591524	1990-04-10
United States	SIMPLY SOFT	Spinrite Limited Partnership	75557407	1998-09-21	2313661	2000-02-01
United States	SOFT BOUCLE	Spinrite Limited Partnership	78478632	2004-09-03	3074892	2006-03-28
United States	SPINDLECRAFT	Spinrite Limited Partnership	74103172	1990-10-04	1685366	1992-05-05
United States	SUGAR 'N CREAM	Spinrite Limited Partnership	78960604	2006-08-25	3264823	2007-07-17
United States	ULTIMATE SWEATER MACHINE	Spinrite Limited Partnership	76208088	2001-02-12	2591093	2002-07-09
United States	ULTRA-SOFT	Spinrite Limited Partnership	74106779	1990-10-17	1806759	1993-11-23
United States	WONDER ART	Spinrite Limited Partnership	72434110	1972-08-29	993116	1974-09-10

EXHIBIT B-2

Country	TRADEMARK	Record Owner	App. No/Registration No.
Canada	INSPIRATION MACHINE	Spinrite Limited Partnership	1645357
United States	INSPIRATION MACHINE	Spinrite Limited Partnership	86/083965
United States	GIGGLES	Spinrite Limited Partnership	4112994