

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM410239

| | | | |
|-----------------------------------|--|--|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Security Agreement | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| K & Company LLC | | 12/22/2016 | Limited Liability Company: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Wells Fargo Bank, National Association | | |
| Street Address: | 10 South Wacker Drive | | |
| City: | Chicago | | |
| State/Country: | ILLINOIS | | |
| Postal Code: | 60606 | | |
| Entity Type: | National Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 35 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4046610 | ABRIANNA | |
| Registration Number: | 3080676 | BEYOND POSTMARKS | |
| Serial Number: | 86255980 | CHALK IT NOW | |
| Registration Number: | 3652461 | CHIPBOX | |
| Registration Number: | 3580130 | CLEARLY YOURS | |
| Registration Number: | 4154690 | EDAMAME | |
| Registration Number: | 4154694 | ENGRAVED GARDEN | |
| Registration Number: | 4099732 | FOR THE MOMENTS AND MUSINGS THAT STICK | |
| Registration Number: | 3273881 | FRAME A NAME | |
| Registration Number: | 3907841 | FRAME A NAME | |
| Registration Number: | 3089592 | GRAND ADHESIONS | |
| Registration Number: | 4154691 | ISABELLA GRACE | |
| Registration Number: | 3991436 | K | |
| Registration Number: | 3991437 | K | |
| Registration Number: | 3991438 | K | |
| Registration Number: | 3991439 | K | |
| Registration Number: | 4800213 | K K&COMPANY | |
| Serial Number: | 85413824 | K K&COMPANY | |
| Registration Number: | 4459537 | K&COMPANY SMASH | |
| TRADEMARK | | | |

OP \$890.00 4046610

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Registration Number: | 4010053 | LIFE'S LITTLE OCCASIONS |
| Registration Number: | 4165432 | LIVE IT UP, GLUE IT DOWN & SMASH IT IN. |
| Registration Number: | 3283475 | MARCELLA |
| Registration Number: | 4162354 | MERRYWEATHER |
| Serial Number: | 86519966 | MY FILL IN THE BLANK LIFE |
| Serial Number: | 85901569 | MY FILL IN THE BLANK LIFE |
| Registration Number: | 4028914 | PRESERVE YOUR MEMORIES. PRESERVE YOUR EA |
| Registration Number: | 4147820 | SMASH |
| Serial Number: | 85276600 | SMASH |
| Registration Number: | 4132559 | SMASH FOLIO |
| Registration Number: | 4272898 | SMASH INSERTS |
| Registration Number: | 4377502 | STUDIO 112 |
| Registration Number: | 3623439 | STUDIO 112 |
| Registration Number: | 4046359 | SWEET NECTAR |
| Registration Number: | 4103093 | THEMED ON-THE-GO PAD FOR LIFES LISTS AND |
| Registration Number: | 3364011 | TO GO |

CORRESPONDENCE DATA

Fax Number: 8009144240

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.

Phone: 6142803566

Email: james.murray@wolterskluwer.com

Correspondent Name: Jim Murray

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER: Joanne BL Arnold

SIGNATURE: /Joanne BL Arnold/

DATE SIGNED: 12/27/2016

Total Attachments: 8

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Trademark Security Agreement

Trademark Security Agreement, dated as of December 22, 2016, by K & Company LLC (the "Pledgor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as collateral agent pursuant to the ABL Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, the Pledgor is party to an ABL Security Agreement (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement," capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Security Agreement), dated as of December 22, 2016, made by WILTON BRANDS LLC, a Delaware limited liability company, the other pledgors party thereto and WELLS FARGO BANK, NATIONAL ASSOCIATION, as collateral agent (in such capacity and together with any successors in such capacity, the "Collateral Agent") in favor of the Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the ABL Credit Agreement, the Pledgor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of the Pledgor:

- (a) Trademarks of the Pledgor listed on Schedule I attached hereto; and
- (b) all goodwill associated with such Trademarks.

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Collateral Agent shall, upon the written request

and at the sole cost and expense of the Pledgor, execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the lien and security interest in the Trademarks under this Trademark Security Agreement in accordance with Section 11.4 of the Security Agreement.

SECTION 5. Governing Law. THIS TRADEMARK SECURITY AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

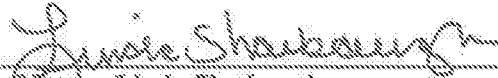
SECTION 6. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature pages follow]

IN WITNESS WHEREOF, the Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

K & COMPANY LLC,
as Pledgor

By: 
Name: Linda Sharbaugh
Title: Chief Financial Officer

Accepted and Agreed:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Collateral Agent

By: Christopher S. Haddik
Name: Christopher S. Haddik
Title: authorized signatory

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Trademark Applications and Registrations:

| Owner | Trademark | Country | Status | Appl No | Appl Date | Reg No | Reg Date |
|-----------------|--|----------------|---------------|----------------|------------------|---------------|-----------------|
| K & Company LLC | Abrianna | US | Registered | 85115555 | 8/25/2010 | 4046610 | 10/25/2011 |
| K & Company LLC | Beyond Postmarks | US | Registered | 78/441306 | 6/25/2004 | 3080676 | 4/11/2006 |
| K & Company LLC | Chalk It Now | US | Pending | 86255980 | 4/18/2014 | | |
| K & Company LLC | Chipbox | US | Registered | 77/525788 | 7/18/2008 | 3652461 | 7/7/2009 |
| K & Company LLC | Clearly Yours | US | Registered | 77/525795 | 7/18/2008 | 3580130 | 2/24/2009 |
| K & Company LLC | Edamame | US | Registered | 85092545 | 7/26/2010 | 4154690 | 6/5/2012 |
| K & Company LLC | Engraved Garden | US | Registered | 85095489 | 7/29/2010 | 4154694 | 6/5/2012 |
| K & Company LLC | For the Moments and Musings that Stick | US | Registered | 85058077 | 6/9/2010 | 4099732 | 2/14/2012 |
| K & Company LLC | Frame A Name | US | Registered | 77/023132 | 10/7/2006 | 3273881 | 8/7/2007 |
| K & Company LLC | Frame A Name | US | Registered | 85057093 | 6/8/2010 | 3907841 | 1/18/2011 |
| K & Company LLC | Grand Adhesions | US | Registered | 78/502881 | 10/20/2004 | 3089592 | 5/9/2006 |
| K & Company LLC | Isabella Grace | US | Registered | 85092554 | 7/26/2010 | 4154691 | 6/5/2012 |
| K & Company LLC | K design | US | Registered | 77/122612 | 3/5/2007 | 3991436 | 7/12/2011 |
| K & Company LLC | K design | US | Registered | 77/122621 | 3/5/2007 | 3991437 | 7/12/2011 |

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|-----------------|---|----|------------|-----------|------------|---------|------------|
| K & Company LLC | K design | US | Registered | 77/122636 | 3/5/2007 | 3991438 | 7/12/2011 |
| K & Company LLC | K design | US | Registered | 77/122649 | 3/5/2007 | 3991439 | 7/12/2011 |
| K & Company LLC | K K & Company Design | US | Registered | 85982376 | 9/2/2011 | 4800213 | 8/25/2015 |
| K & Company LLC | K K&Company logo | US | Pending | 85413824 | 9/2/2011 | | |
| K & Company LLC | K&Company SMASH* design | US | Registered | 85424772 | 9/16/2011 | 4459537 | 12/31/2013 |
| K & Company LLC | Life's Little Occasions | US | Registered | 77902960 | 12/30/2009 | 4010053 | 8/9/2011 |
| K & Company LLC | Live it up, glue it down & smash it in. | US | Registered | 85240194 | 2/11/2011 | 4165432 | 6/26/2012 |
| K & Company LLC | Marcella | US | Registered | 78/350861 | 1/12/2004 | 3283475 | 8/21/2007 |
| K & Company LLC | Merryweather | US | Registered | 85348143 | 6/16/2011 | 4162354 | 6/19/2012 |
| K & Company LLC | MY FILL IN THE BLANK LIFE | US | Pending | 86519966 | 1/30/2015 | | |
| K & Company LLC | My Fill In The Blank Life | US | Pending | 85901569 | 4/11/2013 | | |
| K & Company LLC | Preserve Your Memories. Preserve Your Earth. | US | Registered | 85273261 | 3/22/2011 | 4028914 | 9/20/2011 |
| K & Company LLC | Smash | US | Registered | 85335240 | 6/1/2011 | 4147820 | 5/22/2012 |
| K & Company LLC | Smash | US | Pending | 85276600 | 3/25/2011 | | |
| K & Company LLC | Smash Folio | US | Registered | 85095488 | 7/29/2010 | 4132559 | 4/24/2012 |
| K & Company LLC | Smash Inserts | US | Registered | 85335991 | 6/2/2011 | 4272898 | 1/8/2013 |
| K & Company LLC | Studio 112 | US | Registered | 85621346 | 5/10/2012 | 4377502 | 7/30/2013 |

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|-----------------|---|----|------------|-----------|------------|---------|------------|
| K & Company LLC | Studio 112 | US | Registered | 77/078859 | 1/9/2007 | 3623439 | 5/19/2009 |
| K & Company LLC | Sweet Nectar | US | Registered | 85068606 | 6/22/2010 | 4046359 | 10/25/2011 |
| K & Company LLC | Themed on-the-go pad for lifes lists and happenings | US | Registered | 85201990 | 12/20/2010 | 4103093 | 2/21/2012 |
| K & Company LLC | To Go | US | Registered | 78/839279 | 3/16/2006 | 3364011 | 1/1/2008 |