

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM427782

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DIMENSIONS CRAFTS LLC		05/15/2017	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	HPS INVESTMENT PARTNERS, LLC
Street Address:	40 West 57th Street
Internal Address:	33rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Serial Number:	85260114	BEAD HINGE MOTIONATORS MAKE YOUR PROJECT
Serial Number:	85574165	BEAD 'N CARRY
Serial Number:	75929889	DAYDREAMS
Serial Number:	73333053	DIMENSIONS
Serial Number:	85514032	DIMENSIONS
Serial Number:	85262975	DOUBLE MOTIONATORS
Serial Number:	74432990	FASHIONART
Serial Number:	74711221	FELTWORKS
Serial Number:	85161551	FELTWORKS FUN
Serial Number:	77492607	FUNFUSION
Serial Number:	86142958	FUSING CREATIVITY AND FUN
Serial Number:	85278263	HANDMADE EMBROIDERY KIT
Serial Number:	73245055	INKADINKADO
Serial Number:	85693235	IPEGBOARD
Serial Number:	74143815	LEARN-A-CRAFT
Serial Number:	77299450	LI'L TOTS
Serial Number:	86785978	MINI BEADS
Serial Number:	85269563	MOTIONATOR

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	85262983	MOTIONATOR STAND
Serial Number:	85263000	MOTIONATOR TOOL
Serial Number:	85262988	PEG MOTIONATORS
Serial Number:	85268103	PENCIL WORKS
Serial Number:	85357728	PERLER
Serial Number:	75013434	PERLER
Serial Number:	85237485	PERLER BEADS
Serial Number:	78585434	PERLER BEADS
Serial Number:	85148102	PERLER BEADS BIGGIE BEADS
Serial Number:	85416773	PERLER BIGGIE BEADS
Serial Number:	86142943	PERLER PLAYDATE
Serial Number:	85391772	PERLER SNAPSHOTS
Serial Number:	85262979	PIVOT MOTIONATORS
Serial Number:	85262991	QUAD MOTIONATORS
Serial Number:	85262966	SINGLE MOTIONATORS
Serial Number:	85262984	SMALL POST MOTIONATORS
Serial Number:	85553288	STAMPINGGEAR
Serial Number:	85278248	THE GOLD COLLECTION
Serial Number:	85278254	THE GOLD COLLECTION PETITES

CORRESPONDENCE DATA

Fax Number: 2128225096
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: 2125305096
Email: nbrowand@milbank.com
Correspondent Name: Milbank, Tweed, Hadley & McCloy LLP
Address Line 1: 28 Liberty Street
Address Line 2: Attn: Nathaniel T. Browand
Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	Nathaniel T. Browand
SIGNATURE:	/Nathaniel T. Browand/
DATE SIGNED:	05/16/2017

Total Attachments: 6
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First Lien Term Loan Trademark Security Agreement

First Lien Term Loan Trademark Security Agreement, dated as of May 15, 2017 (this, "Trademark Security Agreement"), by Dimensions Crafts LLC, (the "Pledgor"), in favor of HPS INVESTMENT PARTNERS, LLC, in its capacity as collateral agent pursuant to the First Lien Term Loan Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, the Pledgor is party to a First Lien Term Loan 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 May 15, 2017, made by WILTON BRANDS LLC, a Delaware limited liability company, the other pledgors party thereto and 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 First Lien Term Loan 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.

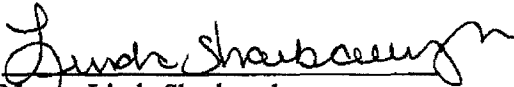
SECTION 6. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

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,

DIMENSIONS CRAFTS LLC,
as Pledgor

By: 
Name: Linda Sharbaugh
Title: Executive Vice President, Chief
Financial Officer and Treasurer

[Signature Page to First Lien Trademark Security Agreement (Dimensions Crafts LLC)]

TRADEMARK
REEL: 006059 FRAME: 0887

Accepted and Agreed:

HPS INVESTMENT PARTNERS, LLC,
as Collateral Agent

By:


Name: VIKAS KESWANI
Title: MANAGING DIRECTOR

[Signature Page to Trademark Security Agreement (Dimensions Crafts LLC)]

TRADEMARK
REEL: 006059 FRAME: 0888

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

U.S. Trademark Applications and Registrations:

Owner	Trademark	Country	Status	Appl No	Appl Date	Reg No	Reg Date
Dimensions Crafts LLC	Bead Hinge Motionators Make your Projects Move	US	Registered	85260114	3/7/2011	4324906	4/23/2013
Dimensions Crafts LLC	Bead 'n Carry	US	Registered	85574165	3/20/2012	4314564	4/2/2013
Dimensions Crafts LLC	Daydreams	US	Registered	75/929889	2/28/2000	2421474	1/16/2001
Dimensions Crafts LLC	Dimensions	US	Registered	73/333053	10/19/1981	1214121	10/26/1982
Dimensions Crafts LLC	Dimensions	US	Registered	85514032	1/11/2012	4194465	8/21/2012
Dimensions Crafts LLC	Double Motionators	US	Registered	85262975	3/10/2011	4324913	4/23/2013
Dimensions Crafts LLC	Fashionart	US	Registered	74/432990	9/7/1993	1909361	8/1/1995
Dimensions Crafts LLC	Feltworks	US	Registered	74/711221	8/4/1995	2027935	12/31/1996
Dimensions Crafts LLC	Feltworks Fun	US	Registered	85161551	10/26/2010	4057502	11/15/2011
Dimensions Crafts LLC	Funfusion	US	Registered	77/492607	6/6/2008	3709728	11/10/2009
Dimensions Crafts LLC	Fusing Creativity and Fun	US	Pending	86142958	12/13/2013		
Dimensions Crafts LLC	Handmade Embroidery Kit (and Design)	US	Registered	85278263	3/28/2011	4127959	4/17/2012
Dimensions Crafts LLC	Inkadinkado	US	Registered	73/245055	1/3/1980	1165529	8/18/1981
Dimensions Crafts LLC	ipegboard	US	Registered	85693235	8/2/2012	4560812	7/1/2014
Dimensions Crafts LLC	Learn A Craft	US	Registered	74/143815	3/4/1991	1695412	6/16/1992
Dimensions Crafts LLC	LIL' TOTS Stylized	US	Registered	77/299450	10/9/2007	3651936	7/7/2009
Dimensions Crafts LLC	Mini Beads Logo	US	Pending	86785978	10/13/2015		

Owner	Trademark	Country	Status	Appl No	Appl Date	Reg No	Reg Date
Dimensions Crafts LLC	Motionator	US	Registered	85269563	3/17/2011	4328758	4/30/2013
Dimensions Crafts LLC	Motionator Stand	US	Registered	85262983	3/10/2011	4324915	4/23/2013
Dimensions Crafts LLC	Motionator Tool	US	Registered	85263000	3/10/2011	4411446	10/1/2013
Dimensions Crafts LLC	Peg Motionators	US	Registered	85262988	3/10/2011	4339188	5/21/2013
Dimensions Crafts LLC	Pencil Works (and Design)	US	Registered	85268103	3/16/2011	4066325	12/6/2011
Dimensions Crafts LLC	Perler	US	Registered	85/357728	6/28/2011	4466830	1/14/2014
Dimensions Crafts LLC	Perler	US	Registered	75/013434	10/23/1995	2086904	8/12/1997
Dimensions Crafts LLC	Perler Beads	US	Registered	85237485	2/9/2011	4028323	9/20/2011
Dimensions Crafts LLC	Perler Beads and Design	US	Registered	78/585434	3/11/2005	3221392	3/27/2007
Dimensions Crafts LLC	Perler Beads Biggie Beads	US	Registered	85148102	10/8/2010	3973805	6/7/2011
Dimensions Crafts LLC	Perler Biggie Beads	US	Registered	85416773	9/8/2011	4302197	3/12/2013
Dimensions Crafts LLC	Perler Playdate	US	Pending	86142943	12/13/2013		
Dimensions Crafts LLC	Perler Snapshots	US	Registered	85391772	8/8/2011	4250977	11/27/2012
Dimensions Crafts LLC	Pivot Motionators	US	Registered	85262979	3/10/2011	4324914	4/23/2013
Dimensions Crafts LLC	Quad Motionators	US	Registered	85262991	3/10/2011	4339189	5/21/2013
Dimensions Crafts LLC	Single Motionators	US	Registered	85262966	3/10/2011	4324912	4/23/2013
Dimensions Crafts LLC	Small Post Motionators	US	Registered	85262984	3/10/2011	4339187	5/21/2013
Dimensions Crafts LLC	Stamping Gear (and Design)	US	Registered	85553288	2/27/2012	4429412	11/5/2013
Dimensions Crafts LLC	The Gold Collection & Design	US	Registered	85278248	3/28/2011	4127957	4/17/2012
Dimensions Crafts LLC	The Gold Collection Petites & Design	US	Registered	85278254	3/28/2011	4127958	4/17/2012