

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM567805

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Art Supply Enterprises, Inc.		03/18/2020	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	121 SW Morrison Street		
Internal Address:	Mailcode: OR1-129-17-01		
City:	Portland		
State/Country:	OREGON		
Postal Code:	97204		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2949401	ART ALTERNATIVES	
Registration Number:	2646485	ART ALTERNATIVES	
Registration Number:	3766886	RITMO	
Registration Number:	5025159	MACPHERSON'S	
Registration Number:	5073678	A	
Registration Number:	4928479	KINSHO	
CORRESPONDENCE DATA			
Fax Number:	7044448847		
<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:	213-457-9854		
Email:	ksaltrick@mcguirewoods.com		
Correspondent Name:	McGuireWoods LLP		
Address Line 1:	355 S. Grand Avenue, Suite 4200		
Address Line 2:	Attention: Y.Lee, Esq.		
Address Line 4:	Los Angeles, CALIFORNIA 90071		
NAME OF SUBMITTER:	Yoojin Lee		
SIGNATURE:	/s/ Yoojin Lee		
DATE SIGNED:	03/18/2020		

OP \$165.00 2949401

Total Attachments: 4

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

March 18, 2020

ART SUPPLY ENTERPRISES, INC., a California corporation ("Debtor"), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, a national banking association ("Lender"), whose address is 121 SW Morrison Street, OR1-129-17-01, Portland, Oregon 97204, a security interest in and to all of Debtor's right, title and interest in and to the trademarks and trademark applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business, as set forth in the Loan Agreement (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of March 18, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), by and among, inter alia, Debtor and Lender, as security for the Obligations (as defined in the Loan Agreement) as set forth in the Loan Agreement and the other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Lender may have in any other collateral described in the Loan Agreement or otherwise.

The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property shall be governed by the laws of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 12.13, 12.14 and 12.15 of the Loan Agreement are hereby incorporated by reference. Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:

ART SUPPLY ENTERPRISES, INC.,
a California corporation

By: _____

Name: Eric Matthews

Title: Chief Financial Officer

BANK OF AMERICA, NA.,
as Lender

By: 

Name: Brett German

Title: Senior Vice President

MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY
(ART SUPPLY ENTERPRISES, INC.)
SIGNATURE PAGE

TRADEMARK
REEL: 006895 FRAME: 0178

EXHIBIT A
TRADEMARKS

<u>Trademark</u>	<u>Owner</u>	<u>Status in Trademark Office</u>	<u>Federal Registration No.</u>	<u>Registration Date</u>
ART ALTERNATIVES	Art Supply Enterprises, Inc.	Registered	2949401	5/10/2005
ART ALTERNATIVES	Art Supply Enterprises, Inc.	Registered	2646485	11/05/2002
RITMO	Art Supply Enterprises, Inc.	Registered	3766886	5/4/2019
MACPHERSON'S	Art Supply Enterprises, Inc.	Registered	5025159	8/23/2016
A DESIGN	Art Supply Enterprises, Inc.	Registered	5073678	11/01/2016
KINSHO	Art Supply Enterprises, Inc.	Registered	4928479	03/29/2016

Exhibit A