

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM303119

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PIER 1 SERVICES COMPANY		04/30/2014	COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BANK OF AMERICA, N.A., as Collateral Agent		
<b>Street Address:</b>	100 Federal Street		
<b>Internal Address:</b>	9th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	02110		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 45</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86126473	CITRUS CILANTRO	
<b>Registration Number:</b>	4447975	TWISTASAN	
<b>Serial Number:</b>	85914543	GLIMMER STRINGS	
<b>Registration Number:</b>	4357520	LIGHT MY LANTERN	
<b>Registration Number:</b>	4367419	BUFFET STYLE	
<b>Registration Number:</b>	4426460	SIZZLEWICK	
<b>Registration Number:</b>	4422747	CLOUD STEP	
<b>Registration Number:</b>	4273029	CHEER 1 IMPORTS	
<b>Registration Number:</b>	4124535	SWINGASAN	
<b>Registration Number:</b>	4070374	FIND WHAT SPEAKS TO YOU	
<b>Registration Number:</b>	4286582	PIER 1 2 GO	
<b>Registration Number:</b>	4286583	PIER 1 2 YOU	
<b>Registration Number:</b>	4084557	VACATIONVILLE	
<b>Registration Number:</b>	4084558	LUXIE	
<b>Registration Number:</b>	4144358	TASTING PARTY	
<b>Registration Number:</b>	3990604	ROCKASAN	
<b>Registration Number:</b>	3951352	PLICKER	
<b>Registration Number:</b>	3588681	PIER 1 PAWS	
<b>TRADEMARK</b>			

OP \$1140.00 86126473

Property Type	Number	Word Mark
Registration Number:	3507640	PIER 1 IMPORTS
Registration Number:	3644368	THE PIER
Registration Number:	3475821	ASIAN SPICE
Registration Number:	3475831	CRISP BAMBOO
Registration Number:	3475833	FIRST RAIN
Registration Number:	3471886	ISLAND ORCHARD
Registration Number:	3484056	OCEANS
Registration Number:	3581917	CITRUS CILANTRO
Registration Number:	3593360	CITRUS CILANTRO
Registration Number:	3581918	CRANBERRY BALSAM
Registration Number:	3471876	FRESH FIG
Registration Number:	3603750	FRESH FIG
Registration Number:	3563356	FRESHLY BAKED
Registration Number:	3532785	GINGER PEACH
Registration Number:	3603752	ISLAND ORCHARD
Registration Number:	3596062	OCEANS
Registration Number:	3593361	SPICED PEAR
Registration Number:	2987585	SPECIAL FINDS
Registration Number:	3086474	SPECIAL FINDS
Registration Number:	2448618	OCEANS
Registration Number:	2225971	PIER 1 IMPORTS
Registration Number:	2225972	PIER 1 IMPORTS
Registration Number:	2228300	PIER 1 IMPORTS
Registration Number:	1620518	PIER 1 IMPORTS
Registration Number:	1104059	PIER 1
Registration Number:	0948076	PIER 1 IMPORTS
Serial Number:	86239809	TINY SCENTS

**CORRESPONDENCE DATA**

Fax Number: 8004947512  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 202-370-4750  
Email: ipteam@nationalcorp.com  
Correspondent Name: Joanna McCall  
Address Line 1: 1025 Vermont Ave NW, Suite 1130  
Address Line 2: National Corporate Research, Ltd.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F149599
NAME OF SUBMITTER:	ANDREW NASH

<b>SIGNATURE:</b>	/ANDREW NASH/
<b>DATE SIGNED:</b>	04/30/2014
<b>Total Attachments: 7</b> source=Trademark Security Interest - Pier 1 #page2.tif source=Trademark Security Interest - Pier 1 #page3.tif source=Trademark Security Interest - Pier 1 #page4.tif source=Trademark Security Interest - Pier 1 #page5.tif source=Trademark Security Interest - Pier 1 #page6.tif source=Trademark Security Interest - Pier 1 #page7.tif source=Trademark Security Interest - Pier 1 #page8.tif	

## CONFIRMATORY GRANT OF SECURITY INTEREST IN TRADEMARKS

This CONFIRMATORY GRANT OF SECURITY INTEREST IN TRADEMARKS (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Confirmatory Grant") dated April 30, 2014, is made by the Persons listed on the signature pages hereof (collectively, the "Grantors") in favor of Bank of America, N.A., as collateral agent (the "Collateral Agent") for the Credit Parties (as defined in the Credit Agreement referred to below).

### RECITALS:

WHEREAS, reference is made to the Amended and Restated Credit Agreement, dated as of April 4, 2011 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and between, among others, (i) PIER 1 IMPORTS (U.S.), INC., a Delaware corporation (the "Borrower"), (ii) PIER 1 IMPORTS, INC., a Delaware corporation (the "Parent"), (iii) the other Facility Guarantors party thereto from time to time, (iv) Bank of America, N.A., as administrative agent (in such capacity, the "Administrative Agent") for its own benefit and the benefit of the other Credit Parties, (v) the Collateral Agent, and (vi) the Lenders party thereto (the "Lenders");

WHEREAS, the Lenders have agreed to continue to make Loans and provide other financial accommodations to the Borrower, and the Issuing Banks have agreed to continue to issue Letters of Credit for the account of the Borrower, in each case subject to the terms and conditions set forth in the Credit Agreement. As a condition precedent to (i) the Lenders' continued making of such Loans and providing of other financial accommodations to the Borrower, and (ii) the Issuing Banks' continued agreement to issue such Letters of Credit for the account of the Borrower, each Grantor has executed and delivered that certain Amended and Restated Security Agreement dated April 30, 2014, made by the Grantors to the Collateral Agent (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"); and

WHEREAS, under the terms of the Security Agreement, the Grantors have granted to the Collateral Agent, for the benefit of the Credit Parties, a security interest in, among other property, certain Intellectual Property of the Grantors, and have agreed as a condition thereof to execute this Confirmatory Grant for recording with the United States Patent and Trademark Office and other Governmental Authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Terms. Terms defined in the Credit Agreement and/or Security Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement or Security Agreement, as applicable.

SECTION 2. Grant of Security. Each Grantor hereby ratifies and affirms the Security Interest granted to the Collateral Agent in the Security Agreement and hereby further grants to the Collateral Agent, its successors and assigns, for the benefit of the Credit Parties a continuing

security interest in all of the Grantor's right, title and interest in, to and under the Trademarks, including the Trademarks set forth on Schedule A attached hereto.

SECTION 3. Security for Secured Obligations. The grant of a security interest in the Trademarks by each Grantor under this Confirmatory Grant is made to secure the payment or performance, as the case may be, in full of the Secured Obligations.

SECTION 4. Recordation. Each Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Confirmatory Grant.

SECTION 5. Execution in Counterparts. This Confirmatory Grant may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 6. Security Agreement. This Confirmatory Grant has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

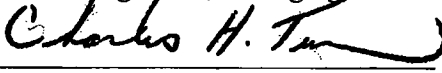
SECTION 7. Governing Law. THIS CONFIRMATORY GRANT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT GIVING EFFECT TO THE CONFLICTS OF LAWS PRINCIPLES THEREOF, BUT INCLUDING SECTION 5-1401 OF THE NEW YORK GENERAL OBLIGATIONS LAW; PROVIDED, HOWEVER, THAT IF ANY LAWS OF ANY JURISDICTION OTHER THAN NEW YORK SHALL GOVERN IN REGARD TO THE VALID PERFECTION OR EFFECT OF PERFECTION OF ANY LIEN OR IN REGARD TO PROCEDURAL MATTERS AFFECTING ENFORCEMENT OF ANY LIENS IN COLLATERAL, SUCH LAWS OF SUCH OTHER JURISDICTIONS SHALL CONTINUE TO APPLY TO THAT EXTENT.

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IN WITNESS WHEREOF, the undersigned have executed this Confirmatory Grant of Security Interest in Trademarks as of the date first above written.

**PIER 1 SERVICES COMPANY**, as a Grantor

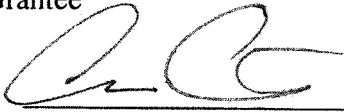
By: Pier 1 Holdings, Inc., Managing Trustee

By: 

Name: Charles H. Turner

Title: Senior Executive Vice President and Chief  
Financial Officer

**BANK OF AMERICA, N.A.**, as Collateral Agent  
and Grantee

By:   
Name: Andrew Cerussi  
Title: Director

Signature Page to Confirmatory Grant of Security Interest in U.S. Trademarks

**TRADEMARK**  
**REEL: 005271 FRAME: 0218**

SCHEDULE A

<b>Mark</b>	<b>App. No/ App. Date</b>	<b>Reg. No./ Reg. Date</b>	<b>Current Owner</b>
CITRUS CILANTRO	86126473 22-NOV-2013		MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
TWISTASAN	86007725 11-JUL-2013	4447975 10-DEC-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
GLIMMER STRINGS	85914543 25-APR-2013		MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
LIGHT MY LANTERN	85756596 17-OCT-2012	4357520 25-JUN-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
BUFFET STYLE	85756522 17-OCT-2012	4367419 16-JUL-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
SIZZLEWICK	85685450 24-JUL-2012	4426460 29-OCT-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CLOUD STEP	85658955 22-JUN-2012	4422747 22-OCT-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CHEER 1 IMPORTS	85421120 13-SEP-2011	4273029 08-JAN-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
SWINGASAN	85314560 06-MAY-2011	4124535 10-APR-2012	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
FIND WHAT SPEAKS TO YOU	85310794 03-MAY-2011	4070374 13-DEC-2011	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
PIER 1 2 GO 	85310772 03-MAY-2011	4286582 05-FEB-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
PIER 1 2 YOU 	85310776 03-MAY-2011	4286583 05-FEB-2013	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
VACATIONVILLE	85025079 28-APR-2010	4084557 10-JAN-2012	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
LUXIE	85025097 28-APR-2010	4084558 10-JAN-2012	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
TASTING PARTY	85025091 28-APR-2010	4144358 15-MAY-2012	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
ROCKASAN	77782411 16-JUL-2009	3990604 05-JUL-2011	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
PLICKER	77664457 05-FEB-2009	3951352 26-APR-2011	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY



<b>Mark</b>	<b>App. No./ App. Date</b>	<b>Reg. No./ Reg. Date</b>	<b>Current Owner</b>
PIER 1 PAWS	77414594 06-MAR-2008	3588681 10-MAR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
PIER 1 IMPORTS	77354497 18-DEC-2007	3507640 30-SEP-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
THE PIER	77351716 13-DEC-2007	3644368 23-JUN-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
ASIAN SPICE	77351311 13-DEC-2007	3475821 29-JUL-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CRISP BAMBOO	77351459 13-DEC-2007	3475831 29-JUL-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
FIRST RAIN	77351483 13-DEC-2007	3475833 29-JUL-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
ISLAND ORCHARD	77351657 13-DEC-2007	3471886 22-JUL-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
OCEANS	77351676 13-DEC-2007	3484056 12-AUG-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CITRUS CILANTRO	77351385 13-DEC-2007	3581917 24-FEB-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CITRUS CILANTRO	77351396 13-DEC-2007	3593360 17-MAR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
CRANBERRY BALSAM	77351427 13-DEC-2007	3581918 24-FEB-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
FRESH FIG	77351512 13-DEC-2007	3471876 22-JUL-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
FRESH FIG	77351538 13-DEC-2007	3603750 07-APR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
FRESHLY BAKED	77351554 13-DEC-2007	3563356 20-JAN-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
GINGER PEACH	77351616 13-DEC-2007	3532785 11-NOV-2008	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
ISLAND ORCHARD	77351669 13-DEC-2007	3603752 07-APR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
OCEANS	77351688 13-DEC-2007	3596062 24-MAR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
SPICED PEAR	77351698 13-DEC-2007	3593361 17-MAR-2009	MANAGING TRUSTEE OF PIER 1 SERVICES COMPANY
SPECIAL FINDS	78444633 01-JUL-2004	2987585 23-AUG-2005	THE TRUSTEE OF PIER 1 SERVICES COMPANY, A DELAWARE TRUST, THE MANAGING TRUSTEE COMPRISING PIER 1 HOLDINGS, INC.

Mark	App. No./ App. Date	Reg. No./ Reg. Date	Current Owner
SPECIAL FINDS	78441083 24-JUN-2004	3086474 25-APR-2006	THE TRUSTEE OF PIER 1 SERVICES COMPANY, A DELAWARE TRUST, THE MANAGING TRUSTEE COMPRISING PIER 1 HOLDINGS, INC.
OCEANS	75559696 25-SEP-1998	2448618 08-MAY-2001	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1 IMPORTS 	75429258 05-FEB-1998	2225971 23-FEB-1999	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1 IMPORTS 	75429262 05-FEB-1998	2225972 23-FEB-1999	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1 IMPORTS <b>Pier 1 imports</b>	75421938 22-JAN-1998	2228300 02-MAR-1999	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1 IMPORTS	73813988 21-JUL-1989	1620518 30-OCT-1990	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1	73157477 03-FEB-1978	1104059 10-OCT-1978	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
PIER 1 IMPORTS	72407022 05-NOV-1971	0948076 28-NOV-1972	PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.
TINY SCENTS	86239809 02-APR-2014		PIER 1 SERVICES COMPANY, MANAGING TRUSTEE PIER 1 HOLDINGS, INC.