

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM505857

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST
<b>RESUBMIT DOCUMENT ID:</b>	900476033

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sears Brands, L.L.C.		11/29/2018	Limited Liability Company: ILLINOIS
Sears, Roebuck and Co.		11/29/2018	Corporation: NEW YORK
Kmart Operations LLC		11/29/2018	Limited Liability Company: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Cantor Fitzgerald Securities
<b>Street Address:</b>	110 East 59th Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10022
<b>Entity Type:</b>	Limited Partnership: DELAWARE

## PROPERTY NUMBERS Total: 598

Property Type	Number	Word Mark
Registration Number:	2382062	1-800-4-MY-HOME
Registration Number:	4050628	1-800-4-MY-HOME
Registration Number:	2691207	1-800-MY-SEARS
Registration Number:	2620231	1-888-SU-HOGAR
Registration Number:	3232805	A
Registration Number:	4463390	A BRIGHTER WAY TO MANAGE YOUR MONEY
Registration Number:	2811413	A&E
Registration Number:	2748806	A&E FACTORY SERVICE
Registration Number:	2941732	A&E FACTORY SERVICE
Registration Number:	2811414	A & E
Registration Number:	5301801	ACCELA CHILL
Registration Number:	5151614	ACCELA HEAT
Registration Number:	4983742	ACCELA ICE
Registration Number:	5124846	ACCELA SOAK
Registration Number:	5272077	ACCELA STEAM

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4863867	ACCELA WASH
Registration Number:	4227123	ACCELA-WASH
Registration Number:	3028145	ACCELER-ICE
Registration Number:	2610542	ACCOUNTCARE
Registration Number:	3677156	ACCOUNTCARE PLUS
Registration Number:	4860404	ACTIVE FINISH
Registration Number:	4332616	ACTIVE RINSE
Registration Number:	4266970	ACTIVE SPRAY
Registration Number:	4951925	ADAPT-N-STORE
Registration Number:	3613002	AIR GUARD
Registration Number:	4032058	AIR GUARD
Registration Number:	4272370	AIRFLOW
Registration Number:	5092644	ALFIE
Registration Number:	4203780	ALPHALINE
Registration Number:	4056014	ALPHALINE ENTERTAINMENT
Registration Number:	4429782	ALWAYS PUSH FORWARD
Registration Number:	5297538	AMARA
Registration Number:	2091873	AMERICAN FARE
Registration Number:	3738907	AMERICA'S CAR CARE PLACE
Registration Number:	2667384	AMERICA'S CAR CARE PLACE
Registration Number:	4096586	AMPLIFY
Registration Number:	4119054	AMPLIFY
Registration Number:	4415096	AMPLIFY
Registration Number:	4126018	AMPLIFY
Registration Number:	4418845	AMPLIFY
Registration Number:	4135999	
Registration Number:	4418846	
Registration Number:	5282352	ANDREA
Registration Number:	4223418	ANSWERS ON CALL
Registration Number:	1540405	APOSTROPHE
Registration Number:	2664261	APOSTROPHE
Registration Number:	3070804	APPLIANCE SELECT
Registration Number:	1922712	APPLIANCE SELECT
Registration Number:	4317745	ASSURELINK
Registration Number:	3236497	ATHLETECH
Registration Number:	2355382	ATHLETECH
Registration Number:	3069838	ATTENTION
Registration Number:	3680515	ATTENTION

Property Type	Number	Word Mark
Registration Number:	3350644	BASIC EDITIONS
Registration Number:	3232768	BBQ PRO
Registration Number:	4560681	BDAAS
Registration Number:	5351693	BE AMAZING
Registration Number:	2586341	BECAUSE PICTURES ARE MADE TO BE SHARED
Registration Number:	2288771	BIG K MART
Registration Number:	2592739	BLUELIGHT
Registration Number:	2650295	BLUELIGHT
Registration Number:	3600811	BLUELIGHT
Registration Number:	3862866	BLUELIGHT
Registration Number:	1179644	BLUELIGHT SPECIAL
Registration Number:	5346916	BOGO A GOGO
Registration Number:	1631672	BOLD SPIRIT
Registration Number:	4501791	BOTANICAL DREAM
Registration Number:	5138248	BRAG
Registration Number:	5254478	BUB
Registration Number:	5254603	BUB
Registration Number:	4554532	BUNDLE UP
Registration Number:	3531920	
Registration Number:	4625300	CAMPSIDE FLANNEL
Registration Number:	1836244	CANYON RIVER BLUES
Registration Number:	1687912	CANYON RIVER BLUES
Registration Number:	2006147	CANYON RIVER BLUES
Registration Number:	2666208	CANYONRIVERBLUES
Registration Number:	1076806	CAPTIVE AIR
Registration Number:	5282354	CARE BEYOND THE COUNTER
Registration Number:	5365661	CAT & CO.
Registration Number:	5541235	CAT & CO.
Registration Number:	5111890	CAT & CO.
Registration Number:	5267027	CAT & CO.
Registration Number:	5541236	CAT & CO.
Registration Number:	5111891	CAT & CO.
Registration Number:	3872292	CHAMPION BREED
Registration Number:	3986818	CHAMPION BREED
Registration Number:	4054033	CLEANFLOW
Registration Number:	4839704	CLEARWATER
Registration Number:	4023220	
Registration Number:	0151287	COBBIE

Property Type	Number	Word Mark
Registration Number:	1168509	COBBIE CUDDLERS
Registration Number:	0068606	
Registration Number:	3942338	COLD CLEAN
Registration Number:	0538081	COLDSPOT
Registration Number:	4645857	COLOR SWITCH PLUS
Registration Number:	4865521	COLOR SWITCH PLUS
Registration Number:	2353952	COLORMATE
Registration Number:	2191817	COLORMATE
Registration Number:	3257650	COLORMATE
Registration Number:	2645755	COMPANION
Registration Number:	4640090	CONNECTED SOLUTIONS
Registration Number:	4715039	CONNECTED SOLUTIONS
Registration Number:	4497940	COOKMORE
Registration Number:	4788635	COVERSHIELD
Registration Number:	4858512	COVERSHIELD ESTD · 2015
Registration Number:	2804694	COVINGTON
Registration Number:	2791051	COVINGTON
Registration Number:	2744641	COVINGTON
Registration Number:	5037407	COZY UPS
Registration Number:	2289907	CRB
Registration Number:	4210047	CRISPERKEEPER
Registration Number:	4723772	CROSSOVER
Registration Number:	4269013	CUPCAKE
Registration Number:	4290035	DATATOUCH
Registration Number:	2065389	DAVID TAYLOR
Registration Number:	4740601	DEAL FLASH
Registration Number:	4630880	DEAL HEIST
Registration Number:	4435081	DEALS CENTER
Registration Number:	4401203	DECORATE IT FORWARD
Registration Number:	4485739	DEFENSE COTTON
Registration Number:	4339415	DESIGNED AND CREATED TO MEET THE DEMANDS
Registration Number:	4296419	DESIGNED TO PERFORM AND EXPLORE
Registration Number:	4681141	DESTINATION DAD
Registration Number:	2249344	DIET-TRIM
Registration Number:	2381986	DIRECT DRIVE
Registration Number:	4367824	DISCOUNTS & DOLLAR DEALS & MORE
Registration Number:	4172424	
Registration Number:	5125523	DOLLARPALOOZA

Property Type	Number	Word Mark
Registration Number:	4512718	DONNER & BLITZEN, INCORPORATED
Registration Number:	5062226	DR. SMART
Registration Number:	4881655	DREAMS MATTER
Registration Number:	4991536	DREAMSMATTER
Registration Number:	1120878	DUAL ACTION
Registration Number:	4290104	EARN YOUR WAY
Registration Number:	4437125	EARN. REDEEM. REPEAT.
Registration Number:	4303576	EASTER JUBILEE
Registration Number:	1000445	EASY LIVING
Registration Number:	5042320	EASYCUT
Registration Number:	2878325	ELITE
Registration Number:	3209198	ELK WOODS
Registration Number:	4505705	ELLA ROSE
Registration Number:	4061492	ENCHANTED BRILLIANCE
Registration Number:	4419180	ENDLESS SMILES. AMAZING POSSIBILITIES.
Registration Number:	4013837	ENDURA-FOAM
Registration Number:	4294497	ERECEIPTS
Registration Number:	4650055	ESSENTIAL GARDEN
Registration Number:	3655079	ESSENTIAL HOME
Registration Number:	4035294	ESSENTIAL HOME
Registration Number:	3862126	ESSENTIAL HOME
Registration Number:	2241382	EVENHEAT
Registration Number:	4630878	EVERY PAIR EARNS POINTS
Registration Number:	4215050	EVERYTHING YOU NEED. SAME DAY.
Registration Number:	2713614	EVO
Registration Number:	4864205	EVOFLEX
Registration Number:	4045617	EVOLUTION TECHNOLOGY
Registration Number:	4174140	EXPLORING MY AMERICA
Registration Number:	2408351	EXPRESSIONS
Registration Number:	4071896	FITSTUDIO
Registration Number:	4013792	FLAVOR FACTOR
Registration Number:	3998531	FLEETHANDLER
Registration Number:	4196883	FLEETHANDLER
Registration Number:	2660906	FLEXCORE
Registration Number:	1260083	FLEXJEANS
Registration Number:	1260080	FLEXSLAX
Registration Number:	0735838	FORECAST
Registration Number:	5586933	FORECAST MONTREAL

Property Type	Number	Word Mark
Registration Number:	5586934	FORECAST ST. PETERSBURG
Registration Number:	5324434	FOUNT
Registration Number:	5117464	FREE FRIDAY FIX
Registration Number:	5197525	FREEBIE SATURDAY
Registration Number:	4994701	FREEZE FRESH
Registration Number:	1115105	FRESH LOOK
Registration Number:	4645256	FUN ON THE RUN!
Registration Number:	2814970	GARDEN OASIS
Registration Number:	2810511	GARDEN OASIS
Registration Number:	4102869	GENIUSCOOL
Registration Number:	4642219	GET IN. GET MORE.
Registration Number:	4311799	GIVE BACK TO THE STREET. GIVE BACK TO TH
Registration Number:	4396822	GOPASS
Registration Number:	4881990	GRAND HARBOR
Registration Number:	4377586	GRAND LUXE
Registration Number:	4402575	GRAND RESORT
Registration Number:	4700440	GRAND RESORT
Registration Number:	4255023	GRAND RESORT COLLECTION
Registration Number:	4321400	GREEN LEADERSHIP TEAM SEARS HOLDINGS
Registration Number:	5464869	GREY WOLF
Registration Number:	4258798	GRILLING IS HAPPINESS
Registration Number:	0865339	GUARDSMAN
Registration Number:	4193131	HALOGEN
Registration Number:	4288457	HANDI-MATE
Registration Number:	4720816	HAUNTED HALL
Registration Number:	4906927	HELPING BUILD SOLUTIONS
Registration Number:	4292824	HERITAGE NATION
Registration Number:	3481593	HEROES AT HOME
Registration Number:	4016471	HEROES AT HOME
Registration Number:	2194900	HOMECENTRAL
Registration Number:	5009775	HOUSE EXPERTS FOR HOMEOWNERS
Registration Number:	3923915	HOW TO-DO IS DONE TODAY
Registration Number:	1325978	I COMFORT
Registration Number:	4099720	ILLUMALIGHT
Registration Number:	2623010	IMAGE ESSENTIALS
Registration Number:	3803588	IMAGE ESSENTIALS
Registration Number:	2795795	INTUITION
Registration Number:	1792700	ISLAND CLUB

Property Type	Number	Word Mark
Registration Number:	4686597	ISLANDER
Registration Number:	2590786	IT'S ABOUT TIME
Registration Number:	4214668	JEWELLED JUBILEE
Registration Number:	5297539	JOSIE
Registration Number:	4778276	JUST CRAFTZ
Registration Number:	4389161	JUST DREAMZ
Registration Number:	3260401	JUST KIDZ
Registration Number:	3514052	K
Registration Number:	3676954	K
Registration Number:	4367646	K DOLLAR
Registration Number:	4367644	K DOLLAR
Registration Number:	4338821	K DOLLAR
Registration Number:	3048959	KMART
Registration Number:	3630204	K KMART SUPERCENTER
Registration Number:	0743912	K MART
Registration Number:	3929806	K WASH
Registration Number:	2414215	KIDS PLAY
Registration Number:	3093223	KMART
Registration Number:	3141789	KMART
Registration Number:	3297947	KMART
Registration Number:	4831893	KMART
Registration Number:	3366601	KMART
Registration Number:	1695014	K MART
Registration Number:	4443914	KMART
Registration Number:	1710545	K MART
Registration Number:	4006632	KMART FOR KIDS
Registration Number:	4553309	KMART KARES
Registration Number:	1516436	KNIGHTS BRIDGE
Registration Number:	1508211	KNIGHTSBRIDGE
Registration Number:	4926040	LAURA SCOTT
Registration Number:	4161660	LAURA SCOTT
Registration Number:	4206318	LAURA SCOTT
Registration Number:	5174921	LAYAWAY & GO
Registration Number:	4518202	LAYAWAY ANGELS
Registration Number:	4023226	
Registration Number:	4313296	
Registration Number:	2487368	LEATHER CONNECTION
Registration Number:	4419183	LET THE FUN BEGIN

Property Type	Number	Word Mark
Registration Number:	4250202	LIE LIKE A RUG
Registration Number:	5228845	LIFE IS RIDICULOUSLY AWESOME
Registration Number:	1653420	LITTLE ONES
Registration Number:	2414190	LITTLE ONES
Registration Number:	3925185	LITTLE ONES
Registration Number:	2439772	LITTLE WONDERS
Registration Number:	4329155	LIVE. EXPLORE. DISCOVER.
Registration Number:	4212695	LOCAL AD FACEOFF
Registration Number:	4203416	LOVE, ME
Registration Number:	4203417	LOVE, ME
Registration Number:	4133253	MADRES Y COMADRES
Registration Number:	4286356	MADRES Y COMADRES
Registration Number:	2611585	MAGIC BLUE
Registration Number:	5129499	MAGNA-TORQUE
Registration Number:	2305971	MARK JASON
Registration Number:	4874847	MASON GREEN
Registration Number:	4406773	MEMBER ASSIST
Registration Number:	4472552	
Registration Number:	4605715	MEMO-TECH
Registration Number:	2729666	METAPHOR
Registration Number:	4966231	METAPHOR
Registration Number:	4377125	METAPHOR
Registration Number:	4411684	METASCALE
Registration Number:	4411724	METASCALE
Registration Number:	5073860	MICROCLEAN
Registration Number:	4111143	MIDNIGHT CLEAR
Registration Number:	5223609	MONARK
Registration Number:	4146821	MONARK
Registration Number:	5575256	MMMM
Registration Number:	4172732	MONEY CAN'T BUY STYLE
Registration Number:	4155828	MONEYHUB
Registration Number:	4269048	MONEYHUB
Registration Number:	4484627	MONEYHUB
Registration Number:	4483318	MONEYHUB
Registration Number:	4311676	MOUNTAIN RAPIDS
Registration Number:	4147410	PISTON
Registration Number:	4006597	MY SEARS
Registration Number:	3559110	MYGOFER



Property Type	Number	Word Mark
Registration Number:	3530939	MYGOFER
Registration Number:	3929026	MYGOFER
Registration Number:	4342790	MYGOFER
Registration Number:	3931620	MYGOFER
Registration Number:	4517532	MYGOFER EXPRESS
Registration Number:	4517533	MYGOFER EXPRESS
Registration Number:	3986747	MYTHOUGHTS
Registration Number:	5444362	NEW ADDITIONS MATERNITY
Registration Number:	1260079	NICE TOUCH
Registration Number:	1770115	NORTHWEST TERRITORY
Registration Number:	4898921	NORTHWEST TERRITORY
Registration Number:	4234937	NORTHWEST TERRITORY
Registration Number:	4667747	NOW + HERE
Registration Number:	4621448	NOW + HERE
Registration Number:	5262423	OCEAN AIR
Registration Number:	5257625	OCEAN AIR
Registration Number:	4597296	ONE LESS TRIP TO GET WHAT YOU NEED
Registration Number:	3631185	ONE STORE. ONE STOP. ONE SUPER IDEA.
Registration Number:	4767115	PARTNERS IN TRANSFORMATION
Registration Number:	2590073	PARTS DIRECT
Registration Number:	3662758	PARTSDIRECT
Registration Number:	2341996	PARTSDIRECT
Registration Number:	4219701	PASSALONG
Registration Number:	3775568	PASSION FOREVER
Registration Number:	4914554	PERFORMANCE SNAPSHOT
Registration Number:	4735231	PERFORMANCE STARTS HERE
Registration Number:	1114324	PERFORMER
Registration Number:	2239671	PERSONAL IDENTITY
Registration Number:	4440882	PERSONAL SHOPPER BY SHOP YOUR WAY
Registration Number:	4440881	PERSONAL SHOPPER BY SHOP YOUR WAY
Registration Number:	3499758	PETK
Registration Number:	4739289	PIPER
Registration Number:	3673722	PIPER & BLUE
Registration Number:	4758664	PLATINUM 1460
Registration Number:	4767195	PLATINUM 1460
Registration Number:	4142753	PLAYTIME. ANYTIME.
Registration Number:	2603010	PLUS
Registration Number:	4023219	

Property Type	Number	Word Mark
Registration Number:	2217728	PLUS START
Registration Number:	4431246	PLUS START
Registration Number:	4696679	POINTS FOR PROGRESS
Registration Number:	4462589	POINTS. PRIZES. PLAY!
Registration Number:	5272078	POP-N-GO
Registration Number:	5464681	POWER AHEAD
Registration Number:	4323302	POWERMATE
Registration Number:	0698071	POWER-MATE
Registration Number:	1779400	PRAIRIE STONE
Registration Number:	4234728	PRETTY IN PAVÉ
Registration Number:	4713612	PRISM WHITE
Registration Number:	2881790	PROGRESSIVE
Registration Number:	4998957	QUIET PAK
Registration Number:	5336121	R1893
Registration Number:	4315894	REAL LEADS. REAL WORK. REAL MONEY!
Registration Number:	5138249	REAL SPORT
Registration Number:	2590642	RECIPE RECALL
Registration Number:	4315895	REDEEM YOUR WAY
Registration Number:	1609697	RESPONSE
Registration Number:	4341399	ROADHANDLER
Registration Number:	4739275	ROEBUCK & CO.
Registration Number:	4223428	ROEBUCK & CO.
Registration Number:	2040785	ROEBUCKS
Registration Number:	4633890	RULES OF THE ROAD
Registration Number:	4210511	
Registration Number:	2007108	SAFETRAX
Registration Number:	3411150	
Registration Number:	4606604	SCARY SUITE
Registration Number:	2684527	SEAL-N-SAVE
Registration Number:	4771363	SEARS
Registration Number:	4797713	SEARS
Registration Number:	1563683	SEARS
Registration Number:	2764442	SEARS
Registration Number:	2982911	SEARS
Registration Number:	2922885	SEARS
Registration Number:	2916293	SEARS
Registration Number:	1726260	SEARS
Registration Number:	4327638	SEARS

Property Type	Number	Word Mark
Registration Number:	2985557	SEARS
Registration Number:	2989790	SEARS
Registration Number:	2321954	SEARS
Registration Number:	4946363	SEARS
Registration Number:	1529006	SEARS
Registration Number:	2621139	SEARS
Registration Number:	2985558	SEARS
Registration Number:	3809026	SEARS
Registration Number:	3711219	SEARS
Registration Number:	3721025	SEARS
Registration Number:	3707791	SEARS
Registration Number:	4008504	SEARS APPLIANCE & HARDWARE
Registration Number:	4056660	SEARS AUTHORIZED HOMETOWN STORES
Registration Number:	3872281	SEARS AUTO CENTER
Registration Number:	4368761	SEARS BLUE APPLIANCE CREW
Registration Number:	4368762	SEARS BLUE ELECTRONICS CREW
Registration Number:	4358242	SEARS BLUE SERVICE CREW
Registration Number:	2472234	SEARS CARD
Registration Number:	3269333	SEARS CENTRE
Registration Number:	3269653	SEARS CENTRE
Registration Number:	3138842	SEARS COMMERCIAL ONE
Registration Number:	2849347	SEARS CONNECT
Registration Number:	4923563	SEARS GLOBAL TECHNOLOGY
Registration Number:	2858971	SEARS GRAND
Registration Number:	4459694	SEARS HARDWARE
Registration Number:	3911703	SEARS HOME APPLIANCE SHOWROOM
Registration Number:	3795495	SEARS HOME APPLIANCE SHOWROOM
Registration Number:	3850796	SEARS HOMETOWN STORE
Registration Number:	3849502	SEARS MAINTENANCE ADVANTAGE
Registration Number:	3849503	SEARS MAINTENANCE ADVANTAGE
Registration Number:	4214341	SEARS MARKETPLACE
Registration Number:	2478456	SEARS PREMIER CARD
Registration Number:	2162240	SEARS ULTRA CARE
Registration Number:	2580209	SEARS-O-PEDIC
Registration Number:	0649324	SEARS-O-PEDIC
Registration Number:	5023146	SEGNO
Registration Number:	5256637	SEGNO SYSTEMS
Registration Number:	2590643	SELECT CLEAN

Property Type	Number	Word Mark
Registration Number:	4176116	SENSES
Registration Number:	4577331	SERITAGE
Registration Number:	4356650	SERVEYOURWAY
Registration Number:	4777269	SERVICE WITH A HEALTHY DOSE OF CARE
Registration Number:	4103467	SERVICELIVE
Registration Number:	4096095	SERVICELIVE
Registration Number:	4994597	SERVICELIVE DIRECT
Registration Number:	4393548	SERVING YOUR COMMUNITY YOUR WAY
Registration Number:	2760739	SHEER INTRIGUE
Registration Number:	4436525	SHIP MY PANTS
Registration Number:	4902260	SHOP YOUR WAY
Registration Number:	4491639	SHOP YOUR WAY
Registration Number:	4729840	SHOP YOUR WAY
Registration Number:	4368595	SHOP YOUR WAY
Registration Number:	4729839	SHOP YOUR WAY
Registration Number:	5241716	SHOP YOUR WAY
Registration Number:	4729909	SHOP YOUR WAY
Registration Number:	4698239	SHOP YOUR WAY HEALTH
Registration Number:	4437175	SHOP YOUR WAY MAX
Registration Number:	4437148	SHOP YOUR WAY PERSONAL SHOPPER
Registration Number:	4142804	SHOP YOUR WAY REWARDS
Registration Number:	5271986	SHOPARAZZI
Registration Number:	5226232	SHOPBOLT
Registration Number:	4473621	SHOPIN
Registration Number:	4468884	SHOP'IN
Registration Number:	4468999	SHOP'IN
Registration Number:	3843975	SHOPYOURWAY
Registration Number:	3860725	SHOPYOURWAY
Registration Number:	4865470	SIMPLE SELECT
Registration Number:	5481492	SIMPLY EMMA
Registration Number:	5106143	SIMPLY EMMA
Registration Number:	4574204	SIMPLY OUTDOORS
Registration Number:	3123600	SIMPLY OUTDOORS
Registration Number:	5267401	SIMPLY SATIN
Registration Number:	5106414	SIMPLY STYLED
Registration Number:	4363730	SK2
Registration Number:	4413310	SK2 APPAREL
Registration Number:	3125410	SMALL WONDERS

Property Type	Number	Word Mark
Registration Number:	4251703	SMART DISPLAY
Registration Number:	3930216	SMART MOTION
Registration Number:	3104379	SMART PLAN
Registration Number:	4107195	SMART PLAN
Registration Number:	4206585	SMART PLAN
Registration Number:	2223731	SMART REACH
Registration Number:	4735230	SMART SENSE
Registration Number:	4191082	SMART SENSE
Registration Number:	4109427	SMART SENSE
Registration Number:	4113165	SMART SENSE
Registration Number:	4641406	SMART SENSE
Registration Number:	4436788	SMART SENSE
Registration Number:	4429072	SMART SENSE
Registration Number:	4268601	SMART SENSE
Registration Number:	3442322	SMARTSENSE
Registration Number:	2719906	SMARTWASH
Registration Number:	1538257	SOFT SHAPE
Registration Number:	3214242	
Registration Number:	4960435	SOUNDBOARD
Registration Number:	4960434	SOUNDBOARD
Registration Number:	5125730	SPARKLE & TUX
Registration Number:	3005980	SPECTRUM PLUS
Registration Number:	3458667	SPECTRUM PLUS
Registration Number:	4007011	STAINBOOST
Registration Number:	3046762	STAIR GRIP
Registration Number:	3070314	STANDARDS OF EXCELLENCE
Registration Number:	4347065	STAY FRESH
Registration Number:	4284713	STEAM TREAT
Registration Number:	3641402	STEAM TREAT
Registration Number:	3612995	STEAMCARE
Registration Number:	1923802	
Registration Number:	1688984	STERLING CREATIONS
Registration Number:	4864269	STRATUS
Registration Number:	2191991	STREET LIGHTS
Registration Number:	1567276	STRUCTURE
Registration Number:	1673086	STRUCTURE
Registration Number:	4685367	STRUCTURE
Registration Number:	4196865	STUDIO S

Property Type	Number	Word Mark
Registration Number:	4196866	STUDIO S
Registration Number:	4226185	STYLE SIP
Registration Number:	4222361	STYLESIP
Registration Number:	4534001	SUMMER SIZZLERS
Registration Number:	5201343	SUPER 6
Registration Number:	2270689	SUPER KMART
Registration Number:	4218552	SUSTAINABLE SOLUTIONS FROM OUR HOME TO Y
Registration Number:	4136256	SWIVEL+ STEERING SYSTEM
Registration Number:	4467083	SYW MAX
Registration Number:	1521334	TEAM PRIDE
Registration Number:	4136676	TEAR-A-SIZE
Registration Number:	4554474	TESTED FOR LIVING
Registration Number:	1741441	TEXAS STEER
Registration Number:	5425390	THE BORROWING HUB
Registration Number:	5023930	THE GIVING HAT
Registration Number:	4547429	THE GREAT FIND
Registration Number:	2279783	THE GREAT INDOORS
Registration Number:	2621140	THE GREAT INDOORS
Registration Number:	4859015	THE PET BOUTIQUE AT SEARS
Registration Number:	4050134	THE PETITE SUITE
Registration Number:	4507642	THE ROAD IS YOURS
Registration Number:	4289842	THE TOP 10 ADVANTAGE
Registration Number:	5045566	THIS IS HOW I MALL
Registration Number:	2226046	THOM MCAN
Registration Number:	0263939	THOM MCAN
Registration Number:	0751033	THOM MCAN
Registration Number:	3107818	THOM MCAN ULTRA FLEX
Registration Number:	4310294	
Registration Number:	4642336	TILT-N-STORE
Registration Number:	4101906	TILT-N-TAKE
Registration Number:	4222815	TIME SAVED MOMENTS MADE
Registration Number:	4174493	
Registration Number:	3570427	TIMED OXI
Registration Number:	3465829	TKS
Registration Number:	3474921	TKS THE KIDS SOURCE THE KIDS SOURCE
Registration Number:	2459206	TM
Registration Number:	2396430	TOOL TERRITORY
Registration Number:	3429201	TOTALLY GHOUL

Property Type	Number	Word Mark
Registration Number:	1226733	TOUGHSKINS
Registration Number:	3395928	TOUGHSKINS
Registration Number:	3607740	TRADER BAY
Registration Number:	3991156	TRADITION
Registration Number:	4007644	TRADITION CHARMS
Registration Number:	4508896	TREAT DIRT LIKE DIRT
Registration Number:	4693574	TRENDS READER
Registration Number:	3909451	TRIM A HOME
Registration Number:	3956492	TRIM A HOME
Registration Number:	4516470	TRIMMING TRADITIONS
Registration Number:	2116473	TROPICAL ESCAPE
Registration Number:	4554579	TRUSTED SERVICE EXPERTS, CONNECT WITH CO
Registration Number:	4475342	TRY ON
Registration Number:	3616587	TURBO BOIL
Registration Number:	4693036	TURBO HEAT DRY
Registration Number:	2988131	TURBOZONE
Registration Number:	2993358	TURBOZONE
Registration Number:	4914889	TURBOZONE REACH
Registration Number:	3117924	TWO HEARTS
Registration Number:	4993737	TWO HEARTS
Registration Number:	3603303	ULTIMATE FOOTBALL EXPERIENCE
Registration Number:	3290551	ULTRA CARE
Registration Number:	2996264	ULTRA PLUS
Registration Number:	5083962	ULTRA PLUSH
Registration Number:	2150459	ULTRA WASH
Registration Number:	4014794	UNSUNG HEROES
Registration Number:	4091582	
Registration Number:	4154584	
Registration Number:	4338948	
Registration Number:	4071885	VEDERE LE STELLE
Registration Number:	1757532	VITA-SMART
Registration Number:	4724745	WALLY
Registration Number:	4724744	WALLY
Registration Number:	4365549	WE DRIVE GREEN. WE USE PROPANE.
Registration Number:	3303363	WEATHERBEATER
Registration Number:	3349266	WEATHERBEATER
Registration Number:	1119042	WEATHERBEATER
Registration Number:	2495828	WEATHERBEATER ULTRA

Property Type	Number	Word Mark
Registration Number:	1130813	WEATHERHANDLER
Registration Number:	2652443	WEATHERHANDLER
Registration Number:	2206735	WEATHERWISE
Registration Number:	2488741	WHERE AMERICA LEARNS TO DRIVE
Registration Number:	3948853	WHEREVER YOU BOUGHT IT - WE'LL REPAIR IT
Registration Number:	5341343	WIN IT!
Registration Number:	4437309	WIN YOUR WAY
Registration Number:	1380332	WISH BOOK
Registration Number:	3361170	WONDERKIDS
Registration Number:	3873766	WONDERKIDS
Registration Number:	4195344	WONDERKIDS
Registration Number:	2464800	WONDERLITE
Registration Number:	4313078	WORK YOUR WAY
Registration Number:	2583188	WRAP YOURSELF IN PURE COMFORT
Registration Number:	5065637	WRAPPED IN RADIANCE
Registration Number:	0885824	WRINKLE GUARD
Registration Number:	4042174	X-CARGO
Registration Number:	4429091	XTREME REDEEM
Registration Number:	5282353	ZOE
Serial Number:	87060732	ADRIANNE
Serial Number:	87085472	B
Serial Number:	87294932	BETTER PROCESS, BIGGER BUZZ
Serial Number:	87182748	BUB HUB
Serial Number:	87033557	BUNDLZ
Serial Number:	87488349	GARAGE HEAD
Serial Number:	87488419	GARAGE HEAD CLUB
Serial Number:	87488524	GARAGE HEAD DIY
Serial Number:	87488431	GARAGE HEAD LIFE
Serial Number:	87488507	GARAGE HEAD PRO
Serial Number:	87488538	GARAGE HEADS
Serial Number:	87488546	GARAGE HEADZ
Serial Number:	87402685	IMX COLLECTIVE
Serial Number:	87586160	JUST SPLASH
Serial Number:	87289150	ONE SOLUTION
Serial Number:	87289212	
Serial Number:	87085872	POWERED BY SERVICELIVE
Serial Number:	86244913	SHO
Serial Number:	87288956	SHOP SMARTER



Property Type	Number	Word Mark
Serial Number:	86244916	SHOS
Serial Number:	86906917	SMART WASH
Serial Number:	87294924	STRATABEE
Serial Number:	87517824	SUTTON ROWE
Serial Number:	87288810	
Serial Number:	87294881	TASKERBEE
Serial Number:	87067087	THERMO CORE
Serial Number:	87486168	TRAILHANDLER
Serial Number:	87049921	WALLY
Serial Number:	87049968	WALLY
Serial Number:	87085865	WALLY RAPID RESPONSE
Serial Number:	87050054	WALLYHOME
Serial Number:	87289105	WE DO GOOD BETTER

**CORRESPONDENCE DATA**

**Fax Number:** 2123183400

*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:** 5124745201

**Email:** martin.rosenfeld@nortonrosefulbright.com

**Correspondent Name:** Chris Weimer

**Address Line 1:** 98 San Jacinto Boulevard, Suite 1100

**Address Line 4:** Austin, TEXAS 78701

<b>ATTORNEY DOCKET NUMBER:</b>	PROJECT BLUE
<b>NAME OF SUBMITTER:</b>	Christopher Weimer
<b>SIGNATURE:</b>	/Christopher Weimer/
<b>DATE SIGNED:</b>	01/15/2019

**Total Attachments: 4**

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## TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of November 29, 2018 ("*Trademark Security Agreement*"), by SEARS, ROEBUCK AND CO., KMART OPERATIONS LLC, and SEARS BRANDS, L.L.C. (individually, a "*Grantor*", and, collectively, the "*Grantors*"), is in favor of CANTOR FITZGERALD SECURITIES, in its capacity as the Collateral Agent (in such capacity and together with its successors and assigns, the "*Assignee*").

### WITNESSETH:

WHEREAS, the Grantors are party to a Debtor-In-Possession Guarantee and Collateral Agreement of even date herewith (as amended, supplemented, restated or otherwise modified from time to time the "*Security Agreement*") in favor of the Assignee, pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor and the Assignee hereby agree as follows:

SECTION 1. Defined Terms. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Security Agreement. For purposes of this Trademark Security Agreement, "*Trademarks*" means, collectively, all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, service marks, certification marks, slogans, logos, internet domain names and other source or business identifiers, whether statutory or common law, whether registered or unregistered, and whether established or registered in the United States or any other country or any political subdivision thereof, together with any and all: (i) registrations and recordings thereof, and all applications in connection therewith, (ii) all goodwill associated therewith and symbolized thereby, now existing or hereafter adopted or acquired (iii) rights and privileges arising under applicable law with respect to the use of any of the foregoing, (iv) reissues, continuations, extensions and renewals thereof, (v) income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect thereto, including damages, claims and payments for past, present or future infringements, dilutions or other violations thereof, (vi) rights to sue for past, present and future infringements, dilutions or other violations thereof, and (vii) rights corresponding thereto throughout the world, in each case of (i) – (vii), excluding any intent-to-use trademark applications and rights in and to such applications, prior to the filing of a Statement of Use or Amendment to Allege Use, to the extent that a grant of a security interest in such application would impair validity or enforceability.

SECTION 2. Grant of Security Interest in Trademark Collateral. As collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor's Obligations, each Grantor hereby grants to the Assignee, for the ratable benefit of the Credit Parties, a security interest in, all of the following property now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"):

(a) all Trademarks of such Grantor, including the registered and applied-for Trademarks of such Grantor listed on Schedule I attached hereto; and

(b) to the extent not otherwise included, all Proceeds, insurance claims, Supporting Obligations and products of any and all of the foregoing; and all collateral security and guarantees given by any Person with respect to any of the foregoing.

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 Assignee pursuant to the Security Agreement and Grantors hereby acknowledge and affirm that the rights and remedies of the Assignee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement. 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 govern.

SECTION 4. Termination. The term of this Copyright Security Agreement shall be co-terminous with the Security Agreement.

SECTION 5. **GOVERNING LAW. THIS TRADEMARK SECURITY AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK (AND, TO THE EXTENT APPLICABLE, THE BANKRUPTCY CODE), WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW BUT INCLUDING SECTIONS 5-1401 and 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW.**

SECTION 6. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts and by different parties hereto in separate 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. Delivery of an executed counterpart of a signature page to this Trademark Security Agreement by telecopier or electronic mail of "PDF" file shall be effective as delivery of a manually executed counterpart of this Trademark Security Agreement.

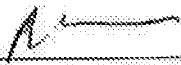
SECTION 7 Intercreditor Agreement. Notwithstanding anything herein to the contrary, the Liens and security interests granted to the Collateral Agent pursuant to this Trademark Security Agreement and the Financing Orders and the exercise of any right or remedy by the Collateral Agent hereunder are subject to the provisions of the Intercreditor Agreement. In the event of any conflict between the terms of the Intercreditor Agreement and the terms of this Trademark Security Agreement, the terms of the Intercreditor Agreement shall control.

SECTION 8 Financing Orders. Notwithstanding anything herein to the contrary, the provisions of this Trademark Security Agreement are subject to the provisions of the Financing Orders, in all respects. If any provision in this Trademark Security Agreement conflicts with any provision in the Financing Orders, the provisions in the applicable Financing Order shall control.

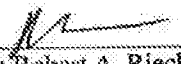
*[Remainder of This Page Intentionally Left Blank.]*

IN WITNESS WHEREOF, the parties hereto have caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first above written.


**SEARS BRANDS, L.L.C.**

By:   
Name: Robert A. Riecker  
Title: Vice President

**SEARS, ROEBUCK AND CO.**

By:   
Name: Robert A. Riecker  
Title: Chief Financial Officer

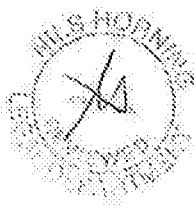
**KMART OPERATIONS LLC**

By:   
Name: Robert A. Riecker  
Title: Chief Financial Officer

**ACCEPTED AND AGREED:**

**CANTOR FITZGERALD SECURITIES, as Collateral Agent, as Assignee**

By: *James A. Buccola*  
Name: **James Buccola**  
Title: **Head of Fixed Income**



[Signature Page to Junior DIP Trademark Security Agreement]

(Saw3)