



D4

Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/2015)

06/14/2013



103659379

MD 06-12-13

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
 Hot Topic, Inc. - CA corporation
 Hot Topic Merchandising, Inc. - CA corporation
 Blackheart Clothing Company, LLC - DE limited liability company

Individual(s) Association
 Partnership Limited Partnership
 Corporation- State: _____
 Other _____

Citizenship (see guidelines) Listed Above

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes No
 Additional names, addresses, or citizenship attached?
 Name: Bank of America, N.A.
 Street Address: 100 Federal Street, 9th Floor
 City: Boston
 State: MA
 Country: USA Zip: 02110

Individual(s) Citizenship _____
 Association Citizenship USA
 Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

3. Nature of conveyance/Execution Date(s) :
 Execution Date(s) June 12, 2013

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text
 See attached Schedule A.

B. Trademark Registration No.(s)
 See attached Schedule A.

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:
 Name: Thomas Fahey
 Internal Address: National Corporate Research, Ltd.
 Street Address: 1025 Vermont Avenue Suite 1130
 City: Washington
 State: DC Zip: 20005
 Phone Number: (202) 370-4761
 Docket Number: _____
 Email Address: tfahey@nationalcorp.com

6. Total number of applications and registrations involved: 98

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$2,465.00

Authorized to be charged to deposit account
 Enclosed

8. Payment Information:
 Deposit Account Number: 00000016 85684682
 Authorized User Name: _____
 48.00 OP
 2425.00 OP

9. Signature: Lisa A. Cobbett Date: June 12, 2013
 Signature Date
 Lisa A. Cobbett
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 14






Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CONFIDENTIAL REPORT
Hot Topic, Inc. -- Global IP Schedule By Jurisdiction

Country	Trademark	Image	File No.	App. No.	Reg. No.	Status	Class	Owner
USA	BLACKHEART		19GK-171553/	85/684602		Allowed	18	Blackheart Clothing Company, LLC
USA	BLACKHEART		19GK-171558/	85/684603		Allowed	26	Blackheart Clothing Company, LLC
USA	BLACKHEART		19GK-171557/	85/684578		Allowed	14	Blackheart Clothing Company, LLC
USA	BLACKHEART		19GK-175168/	85/775071		Refused	16	Hot Topic Merchandising, Inc
USA	BLACKHEART		19GK-169057/	85/546538	4289724	Reg'd	35	Blackheart Clothing Company, LLC
USA	BLACKHEART		19GK-169056/	85/546533	4293363	Reg'd	25	Blackheart Clothing Company, LLC
USA	BLACKHEART		19GK-165819/	85/331884	4172841	Reg'd	3	Hot Topic Merchandising, Inc
USA	BLACKHEART		19GK-175275/	85/709456	4301448	Reg'd	25	Blackheart Clothing Company, LLC
USA	BLACKHEART & Design	BLACKHEART	19GK-171555/	85/607196	4293453	Reg'd	25	Blackheart Clothing Company, LLC
USA	BLACKHEART & Design	BLACKHEART	19GK-171556/	85/607198	4255849	Reg'd	35	Blackheart Clothing Company, LLC
USA	BLACKHEART COUTURE		19GK-175276/	85/709454	4309135	Reg'd	25	Blackheart Clothing Company, LLC
USA	BLACKHEART INTIMATES		19GK-167414/	85/496660	4255702	Reg'd	25	Hot Topic Merchandising, Inc

Confidential-Hot Topic Global IP Rpt.
Source: Sheppard Mullin Richter & Hampton LLP (CPJ)
List of Trademarks US.xls 6/12/2013

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USA	BLACKMATTER		19GK-169060/	85/546463		Reg'd	35	Hot Topic Merchandising, Inc.
USA	BLACKMATTER		19GK-169059/	85/546389	4283982	Reg'd	25	Hot Topic Merchandising, Inc.
USA	COLOR FRIEND		19GK-165817/	77/237819	3603382	Reg'd	3	Hot Topic Merchandising, Inc.
USA	DIVASTATUS		19GK-165814/	77/574496	3583380	Reg'd	36	Hot Topic Merchandising, Inc.
USA	DIVASTYLE		19GK-165833/	78/534079	3021003	Reg'd	35	Hot Topic Merchandising, Inc.
USA	Flaming Heart Design		19GK-165799/	78/346485	3071854	Reg'd	35	Hot Topic Merchandising, Inc.
USA	Flaming Heart Design		19GK-165805/	78/346482	3357036	Reg'd	14	Hot Topic Merchandising, Inc.
USA	Flaming Heart Design		19GK-165802/	78/346480	3071853	Reg'd	3	Hot Topic Merchandising, Inc.
USA	Flaming Heart Design		19GK-165800/	78/350509	3269019	Reg'd	25	Hot Topic Merchandising, Inc.
USA	Flaming Heart Design		19GK-165804/	78/333341	3086247	Reg'd	18	Hot Topic Merchandising, Inc.
USA	FOR GIRLS WHO ROCK AND ROLL		19GK-NEW191/	85/925524		Pending	25	Hot Topic Merchandising, Inc.
USA	FOR GIRLS WHO ROCK AND ROLL		19GK-NEW192/	85/925532		Pending	35	Hot Topic Merchandising, Inc.



Confidential Hot Topic Global IP Rpt.
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Country	Trademark	IP Type	Reg. No.	App. No.	Reg. No.	Status	Class	Owner
USA	GET IN OUR PANTS		19GK-169064/	85/546557		Allowed	25	Hot Topic Merchandising, Inc.
USA	GET IN OUR PANTS		19GK-169063/	85/546551	4183449	Registered	35	Hot Topic Merchandising, Inc.
USA	HAUTE CASH		19GK-178158/	85/668339		Pending	16	Hot Topic Merchandising, Inc.
USA	HOT CASH		19GK-178157/	85/668451		Pending	16	Hot Topic Merchandising, Inc.
USA	HOT MESS		19GK-178156/	85/877525		Pending	35	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166095/	78/194454	2853515	Registered	26	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166096/	78/194452	2853514	Registered	25	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166097/	78/194273	2853512	Registered	03, 16	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166134/	73/828400	1659660	Registered	14	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166142/	73/828401	1606042	Registered	42	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166094/	78/194456	2771871	Registered	28	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166135/	75/679533	2488429	Registered	16	Hot Topic Merchandising, Inc.

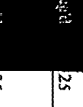
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Country	Trademark	Image	File No.	App. No.	Reg. No.	Status	Class	Owner
USA	HOT TOPIC		19GK-166136/	75/771780	2387608	REG'D	35	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166098/	78/194291	2855908	REG'D	18	Hot Topic Merchandising, Inc.
USA	HOT TOPIC ROCK		19GK-165818/	78/443346	3230611	REG'D	9	Hot Topic Merchandising, Inc.
USA	HOT TOPIC with Rectangle	HOT TOPIC	19GK-165792/	77/794862	3945184	REG'D	3	Hot Topic Merchandising, Inc.
USA	HOT TOPIC with Rectangle	HOT TOPIC	19GK-165793/	77/794864	3945185	REG'D	35	Hot Topic Merchandising, Inc.
USA	HOT TOPIC with Rectangle	HOT TOPIC	19GK-165794/	77/794865	4049749	REG'D	25	Hot Topic Merchandising, Inc.
USA	HOT TOPIC with Rectangle	HOT TOPIC	19GK-165795/	77/794867	4049750	REG'D	18	Hot Topic Merchandising, Inc.
USA	HOT TOPIC with Rectangle	HOT TOPIC	19GK-165807/	77/794858	4049748	REG'D	9	Hot Topic Merchandising, Inc.
USA	HOT TOPIC with Rectangle	HOT TOPIC	19GK-165806/	77/794866	4150517	REG'D	16	Hot Topic Merchandising, Inc.
USA	HT (Stylized and/or with Design)		19GK-165832/	77/281608	3933177	REG'D	25	Hot Topic Merchandising, Inc.
USA	HT (Stylized and/or with Design)		19GK-167440/	78/867246		Allowed	35	Hot Topic Merchandising, Inc.
USA	HT ROCK		19GK-165798/	78/443308	3518112	REG'D	18	Hot Topic Merchandising, Inc.

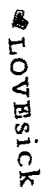




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USA	HT ROCK		19GK-165796/	78/443350	3548176	Reg'd	9	Hot Topic Merchandising, Inc.
USA	HT ROCK		19GK-165797/	78/443311	3518113	Reg'd	25	Hot Topic Merchandising, Inc.
USA	HT+1 (Stylized)		19GK-165821/	77/801371	3962502	Reg'd	35	Hot Topic Merchandising, Inc.
USA	HT+1 YOUR FRIEND WITH BENEFITS		19GK-165896/	77/736011	3842625	Reg'd	35	Hot Topic Merchandising, Inc.
USA	IGNITE		19GK-178159/	85/862236		Pending	3	Hot Topic Merchandising, Inc.
USA	LEAN JEAN		19GK-174184/	85/746987		Allowed	25	Hot Topic Merchandising, Inc.
USA	LOVE YOU TO DEATH		19GK-169911/	85/626369	4284080	Reg'd	25	Hot Topic Merchandising, Inc.
USA	LOVE YOU TO DEATH		19GK-171029/	85/657900		Allowed	14	Hot Topic Merchandising, Inc.
USA	LOVESICK		19GK-174001/	85/739989		Allowed	3	Hot Topic Merchandising, Inc.
USA	LOVESICK		19GK-174169/	85/751040		Allowed	14	Hot Topic Merchandising, Inc.
USA	LOVESICK		19GK-165872/	85/293898	4169027	Reg'd	25	Hot Topic Merchandising, Inc.
USA	LOVESICK		19GK-171030/	85/658399		Allowed	18	Hot Topic Merchandising, Inc.


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Country	Trademark	Image	File No.	App. No.	Reg. No.	Serial	Class	Owner
USA	LOVESICK		19GK-170462/	85/640314		Allowed	26	Hot Topic Merchandising, Inc.
USA	LOVESICK		19GK-165884/	85/293915	4286552	Reg'd	35	Hot Topic Merchandising, Inc.
USA	LOVESICK & Heart Design		19GK-169283/	85/596217	4306658	Reg'd	25	Hot Topic Merchandising, Inc.
USA	Misc. Design (black heart & cross logo)		19GK-171559/	85/607195	4265848	Reg'd	35	Blackheart Clothing Company, LLC
USA	Misc. Design (black heart & cross logo)		19GK-171554/	85/607192	4265847	Reg'd	25	Blackheart Clothing Company, LLC
USA	MORBID MAKE-UP		19GK-166148/	75/108915	2047880	Reg'd	3	Hot Topic Merchandising, Inc.
USA	MORBID METALS		19GK-166151/	75/027449	2065899	Reg'd	14	Hot Topic Merchandising, Inc.
USA	MUSIC-LIFE		19GK-165905/	78/530896	3096802	Reg'd	36	Hot Topic Merchandising, Inc.
USA	NEIGHBORHOOD NOISE		19GK-165912/	78/795366	3255212	Reg'd	35	Hot Topic Merchandising, Inc.
USA	RETRO CHIC BY TORRID & Design		19GK-166153/	85/305901	4180514	Reg'd	35	Hot Topic Merchandising, Inc.
USA	RETRO CHIC BY TORRID & Design		19GK-166154/	85/306014	4262019	Reg'd	25	Hot Topic Merchandising, Inc.
USA	ROCK THE ARTS		19GK-165898/	78/531460	3091527	Reg'd	36	Hot Topic Merchandising, Inc.

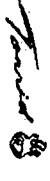
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Country	Trademark	Image	Reg. No.	App. No.	Exam. No.	Status	Class	Owner
USA	SENSUOUS PLUNGE		19GK-165904/	78/874798	3229457	Registered	25	Hot Topic Merchandising, Inc.
USA	SHOCK TV		19GK-165903/	85/015746	3883029	Registered	41	Hot Topic Merchandising, Inc.
USA	SIZZLING STRAPLESS		19GK-165902/	78/879226	3409142	Registered	25	Hot Topic Merchandising, Inc.
USA	Skull Bottle Design (Trade Dress)		19GK-161935/	85/538307		Registered	3	Hot Topic Merchandising, Inc.
USA	SOCIAL COLLISION		19GK-165901/	77/002643	3591709	Registered	25	Hot Topic Merchandising, Inc.
USA	SUBTEXT		19GK-165883/	85/185490		Allowed	35	Hot Topic Merchandising, Inc.
USA	SUBTEXT		19GK-167416/	85/185508		Allowed	18	Hot Topic Merchandising, Inc.
USA	SUBTEXT		19GK-167412/	85/185470	4301820	Registered	25	Hot Topic Merchandising, Inc.
USA	SUBTEXT		19GK-165888/	85/185496		Suspended	14	Hot Topic Merchandising, Inc.
USA	SULTRY BALCONETTE		19GK-165913/	78/874802	3390827	Registered	25	Hot Topic Merchandising, Inc.
USA	TORRID		19GK-166127/	78/194772	2855912	Registered	26	Hot Topic Merchandising, Inc.

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 List of Trademarks: US.xls 6/12/2013

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USA	TORRID		19GK-166132/	78/194461	2855909	18	Hot Topic Merchandising, Inc.
USA	TORRID		19GK-165875/	78/147207	2812873	3	Hot Topic Merchandising, Inc.
USA	TORRID		19GK-166133/	78/194458	2771872	14	Hot Topic Merchandising, Inc.
USA	TORRID		19GK-165877/	76/161272	2589762	25	Hot Topic Merchandising, Inc.
USA	TORRID		19GK-165873/	76/161443	2589763	35	Hot Topic Merchandising, Inc.
USA	TORRID & Pink Heart Design		19GK-165881/	77/229653	3425796	35	Hot Topic Merchandising, Inc.
USA	TORRID (Stylized) (New Logo)	TORRID	19GK-176265/	85/818285		25	Hot Topic Merchandising, Inc.
USA	TORRID (Stylized) (New Logo)	TORRID	19GK-171031/	85/658354	4254124	35	Hot Topic Merchandising, Inc.
USA	TORRID BRIDE		19GK-165876/	77/490696	3550167	35	Hot Topic Merchandising, Inc.
USA	WE SWEAR BY THE FIT		19GK-175701/	85/814985		25	Hot Topic Merchandising, Inc.
USA	WE SWEAR BY THE FIT		19GK-167413/	85/485945	4306276	35	Hot Topic Merchandising, Inc.
USA	XXX RUDE		19GK-172351/	85/725882		35	Hot Topic Merchandising, Inc.

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USA	XXX RUDE		19GK-175691/	85/805424		Published	25	Hot Topic Merchandising, Inc.
USA	XXX RUDE		19GK-166155/	85/398116	4121538	Registered	25	Hot Topic Merchandising, Inc.
USA	XXX RUDE & Design	** RUDE	19GK-166156/	85/398084	4121536	Registered	25	Hot Topic Merchandising, Inc.

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

June 12, 2013

Reference is made to the Security Agreement, dated as of June 12, 2013 (as amended, restated, supplemented, replaced or otherwise modified and in effect from time to time, the "Security Agreement"), by and among HOT TOPIC, INC., a California corporation ("Hot Topic"), HOT TOPIC MERCHANDISING, INC., a California corporation ("HT Merchandising") and BLACKHEART CLOTHING COMPANY, LLC, a Delaware limited liability company (individually, a "Grantor", and collectively, the "Grantors"), BANK OF AMERICA, N.A., a national banking association, as administrative agent and collateral agent (in such capacity, the "Grantee") for its benefit of the other Credit Parties referred to therein, and the other parties thereto from time to time. Capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Security Agreement.

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each Grantor hereby pledges and grants to the Grantee, for its benefit and the benefit of the other Credit Parties, a lien on and security interest in all of such Grantor's right, title and interest in, to and under the Trademarks set forth on Schedule A attached hereto, including, without limitation, all (i) rights and privileges arising under applicable law with respect to such Grantor's use of such Trademarks, (ii) reissues, continuations, extensions and renewals thereof, (iii) goodwill of the businesses with which such Trademarks are associated, (iv) income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect thereto, including, without limitation, damages, claims and payments for past, present or future infringements thereof, (v) rights corresponding thereto throughout the world and (vi) rights to sue for past, present and future infringements thereof; *provided* that no lien or security interest shall be granted in any United States intent-to-use Trademark applications solely to the extent that, and during the period in

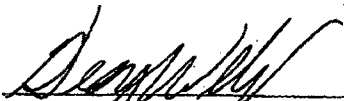
which, the grant of a lien or security interest therein would impair the validity or enforceability of such intent-to-use Trademark applications under applicable federal law.

THIS GRANT (this "Grant") is made to secure the payment and performance in full of all the Secured Obligations. The rights and remedies of the Grantee with respect to the lien and security interest granted herein, and the rights, privileges, immunities and protections of the Grantee in the acceptance, execution, delivery and performance of this Grant, are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.


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IN WITNESS WHEREOF, each of the undersigned has duly executed and delivered this Grant as of the date above first written.

HOT TOPIC, INC., as Grantor

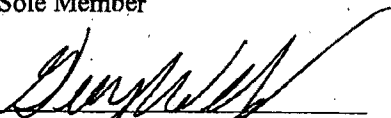
By: 
Name: George Wehlitz
Title: Chief Financial Officer

HOT TOPIC MERCHANDISING, INC.,
as Grantor

By: 
Name: George Wehlitz
Title: Vice President, Finance

BLACKHEART CLOTHING COMPANY, LLC,
as Grantor

By: Hot Topic Merchandising, Inc.
Its: Sole Member

By: 
Name: George Wehlitz
Title: Vice President, Finance

BANK OF AMERICA, N.A., as Grantee

By: _____
Name: Matthew Potter
Title: Vice President

Signature Page to Grant of Security Interest in United States Trademarks

IN WITNESS WHEREOF, each of the undersigned has duly executed and delivered this Grant as of the date above first written.

HOT TOPIC, INC., as Grantor

By: _____
Name: _____
Title: _____

HOT TOPIC MERCHANDISING, INC.,
as Grantor

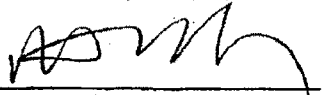
By: _____
Name: _____
Title: _____

BLACKHEART CLOTHING COMPANY, LLC,
as Grantor

By: Hot Topic Merchandising, Inc.
Its: Sole Member

By: _____
Name: _____
Title: _____

BANK OF AMERICA, N.A., as Grantee

By: 
Name: Matthew Potter
Title: Vice President

Signature Page to Grant of Security Interest in United States Trademarks