# TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM371801

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

#### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
SR HOMEDICS, LLC		01/29/2016	LIMITED LIABILITY COMPANY: MICHIGAN

#### **RECEIVING PARTY DATA**

Name:	BANK OF AMERICA, N.A., as agent				
Street Address:	2600 West Big Beaver Road, Suite 445				
City:	Troy				
State/Country:	MICHIGAN				
Postal Code:	48084				
Entity Type:	National Banking Association: UNITED STATES				

#### **PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark			
Registration Number:	4202938	SOL REPUBLIC			
Registration Number:	4867368	SOL REPUBLIC			
Registration Number:	4265370	sos			
Registration Number:	4254873	SOUNDTRACK OF LIFE			
Registration Number:	4403442	TRACKS			
Registration Number:	4717255	POWERTRACKS			
Registration Number:	4792135	SUPER POWER WIRELESS			
Registration Number:	4646080	TRACKS AIR			
Registration Number:	4867485	DECK			
Registration Number:	4819431	SHADOW			
Serial Number:	86597479	NO STRINGS ATTACHED			
Serial Number:	86113092	SUPERIOR SOUND UNCHAINED			
Serial Number:	86341857	PUNK			

#### **CORRESPONDENCE DATA**

Fax Number: 2165790212

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: 312.269.1506

Email: pcyngier@jonesday.com

TRADEMARK

REEL: 005723 FRAME: 0330 900352872

Correspondent Name: Scott J. Moore

Address Line 1: 77 WEST WACKER DRIVE Address Line 4: CHICAGO, OHIO 60606

ATTORNEY DOCKET NUMBER:	739326-605016
NAME OF SUBMITTER:	Pamela J. Cyngier
SIGNATURE:	/Pamela J. Cyngier/
DATE SIGNED:	02/03/2016

**Total Attachments: 11** 

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## TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of January 29, 2016 (this "Agreement"), is made by SR HOMEDICS, LLC, a Michigan limited liability company ("SR Homedics"), in favor of BANK OF AMERICA, N.A., as the administrative agent (together with its successor(s) thereto in such capacity, the "Agent") for each of the Secured Parties.

### WITNESSETH:

WHEREAS, SR Homedics has become party to that certain Loan, Security and Guarantee Agreement, dated as of August 22, 2012, originally among FKA Distributing Co., LLC, a Michigan limited liability company (the "Parent"), certain other subsidiaries of the Parent, the financial institutions that are or may from time to time become parties thereto (the "Lenders") and the Agent (as amended, supplemented, restated or otherwise modified from time to time, the "Loan Agreement");

WHEREAS, pursuant to the Loan Agreement, SR Homedics is required to execute and deliver this Agreement and to grant to the Agent a continuing security interest in all of the Trademark Collateral (as defined below) to secure all obligations and liabilities (including, without limitation, the Obligations) from time to time owing under and pursuant to the Loan Agreement and the other Loan Documents; and

WHEREAS, SR Homedics has duly authorized the execution, delivery and performance of this Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, SR Homedics agrees, for the benefit of each Secured Party, as follows:

SECTION 1. <u>Definitions</u>. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided in the Loan Agreement.

SECTION 2. <u>Grant of Security Interest</u>. SR Homedics hereby grants to the Agent, for its benefit and the ratable benefit of each other Secured Party, a continuing security interest in all of SR Homedics's right, title and interest throughout the world, whether now or hereafter existing or acquired by SR Homedics, in and to the following ("<u>Trademark Collateral</u>"):

(a) (i) all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, certification marks, collective marks, logos and other source or business identifiers, and all goodwill of the business associated therewith, now existing or hereafter adopted or acquired, whether currently in use or not, all registrations and recordings thereof and all applications in connection therewith, whether pending or in preparation for filing, including registrations, recordings and applications in the United States Patent and Trademark Office and corresponding offices in other countries of the world or otherwise, and all common Law rights relating to the foregoing, and (ii) the right to obtain all reissues,

extensions or renewals of the foregoing (collectively referred to as "<u>Trademarks</u>"), including those Trademarks referred to in <u>Item A</u> of <u>Schedule I</u>;

- (b) all Trademark licenses and other agreements for the grant by or to SR Homedics of any right to use any Trademark (each a "<u>Trademark License</u>"), including each Trademark License referred to in <u>Item B</u> of <u>Schedule I</u>;
- (c) all of the goodwill of the business connected with the use of, and symbolized by the Trademarks described in clause (a) and, to the extent applicable, clause (b);
- (d) the right to sue third parties for past, present and future infringements or dilution of the Trademarks described in <u>clause (a)</u> and, to the extent applicable, <u>clause (b)</u> or for any injury to the goodwill associated with the use of any such Trademark or for breach or enforcement of any Trademark License; and
- (e) all proceeds of, and rights associated with, the foregoing (including Proceeds, licenses, royalties, income, payments, claims, damages and proceeds of infringement suits).
- SECTION 3. Security Agreement. This Agreement has been executed and delivered by SR Homedics for the purpose of registering the security interest of the Agent in the Trademark Collateral with the United States Patent and Trademark Office and corresponding offices in other countries of the world. The security interest granted hereby has been granted as a supplement to, and not in limitation of, the security interest granted to the Agent for its benefit and the ratable benefit of each other Secured Party under the Loan Agreement. The Loan Agreement (and all rights and remedies of the Agent and each Secured Party thereunder) shall remain in full force and effect in accordance with its terms.
- SECTION 4. <u>Acknowledgment</u>. SR Homedics does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Loan Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.
- SECTION 5. <u>Loan Document</u>. This Agreement is a Loan Document executed pursuant to the Loan Agreement and shall (unless otherwise expressly indicated herein) be construed, administered and applied in accordance with the terms and provisions thereof.
- SECTION 6. Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF ILLINOIS, WITHOUT GIVING EFFECT TO ANY CONFLICT OF LAW PRINCIPLES (BUT GIVING EFFECT TO FEDERAL LAW RELATING TO NATIONAL BANKS).
- SECTION 7. Counterparts. This Agreement may be executed in counterparts, each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of a signature page of any this Agreement by telecopy or other

electronic means shall be effective as delivery of a manually executed counterpart of this Agreement.

SECTION 8. <u>ENTIRE AGREEMENT</u>. THIS AGREEMENT AND THE OTHER LOAN DOCUMENTS REPRESENT THE FINAL AGREEMENT AMONG THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS AMONG THE PARTIES.

[Signature Page Follows]

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IN WITNESS WHEREOF, each of the parties hereto has caused this Trademark Security Agreement to be duly executed and delivered as of the date first above written.

SR HOMEDICS, LLC,

a Michigan limited liability company

Name: Alon D. Kaufman

Title: Manager

NAI-1500769869

BANK OF AMERICA, N.A.,

as Agent

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# SCHEDULE I to Trademark Security Agreement

		Status in			Country
		Trademark		Filed/Reg.	
Trademark	Owner	Office	Reg./Appl. No.	Date	
	SR		4,202,938		United
	HoMedics,			4.0 2010	States
SOL REPUBLIC	LLC	Registered		4-Sep-2012	***************************************
	SR		4,867,368		United
	HoMedics,			00 5 2015	States
SOL REPUBLIC	LLC	Registered		08-Dec-2015	T.T., 24 d
	SR		4,265,370		United States
	HoMedics,		4,200,570		States
	LLC	Registered		25-Dec-2012	
	SR	Rogistoroa	4,254,873		United
SOUNDTRACK OF	HoMedics,		4,2574,075		States
LIFE	LLC	Registered		4-Dec-2012	• 1
LAIT LA	SR	105.50104	4,403,442		United
	HoMedics,		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		States
TRACKS	LLC	Registered		17-Sep-2013	
11010110	SR				United
NO STRINGS	HoMedics,		86/597,479		States
ATTACHED	LLC	Pending		14-Apr-2015	
111111111111111111111111111111111111111	SR		4717255		United
	HoMedics,				States
POWERTRACKS	LLC	Registered		07-Apr-2015	
	SR		4792135		United
SUPER POWER	HoMedics,				States
WIRELESS	LLC	Registered		11-Aug-2015	
	SR		4,646,080		United
	HoMedics,				States
TRACKS AIR	LLC	Registered		25-Nov-2014	
	SR		4867485		United
	HoMedics,				States
DECK	LLC	Registered		08-Dec-2015	
	SR				United
	HoMedics,				States
FREEFLEX	LLC	Not filed		-	TT 1. 1
	SR		86/113,092		United
SUPERIOR SOUND	HoMedics,			07.31. 2012	States
UNCHAINED	LLC	Pending	06/041-077	07-Nov-2013	United
	SR		86/341,857		
WW 10 YEA	HoMedics,	7032		07-18-2014	States
PUNK	LLC	Pending	4010421	0/~10~2014	United
	SR		4819431		States
WAA 1 20 CAA	HoMedics,	D i		22-Sep-2015	Status
SHADOW	LLC	Registered	1	1 22-36h-2013	

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	SR		1,532,845		Australia
	HoMedics,				
SOL REPUBLIC	LLC	Registered		07-Aug 2014	
	SR				Australia
	HoMedics,		1,532,839	01-May-	
and bond for	LLC	Registered	- 9 9	2014	
	SR		1563276		Australia
MUSIC MADE ME	HoMedics,		10001		
DO IT	LLC	Registered		10-Jul-2014	
270 11	SR	2.08.03.4.			Australia
	HoMedics,				
JAX	LLC	Not yet filed	~		
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	HoMedics,				2 2000 00 000000
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	HoMedics,		1648691		* ********
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	HoMedics,				Tustient
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	HoMedics,		1661561		1 20001 0000
SHADOW	LLC	Registered	1001501	26-Mar-2015	
SHADOW	SR	Registered		2017161 2010	Brazil
	HoMedics,		84/037,9960		Diuzn
SOL REPUBLIC	LLC	Pending	04/05/,5500	28-Dec-2012	
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	HoMedics,		040379970		
	LLC	Pending		28-Dec-2012	
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	HoMedics,	pending			Cullada
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SOL REPUBLIC		first use date	-	_	
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	HoMedics,	pending			A
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DO IT	LLC	Pending	200407	2013	
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	HoMedics,		J , U , U X 1		
SOL REPUBLIC	LLC	Registered		7-Jul-2012	
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	SR	T	9467596		China
	HoMedics,				
SOL REPUBLIC	LLC	Registered		21-Dec-2012	
	SR		13005377		China
	HoMedics,				
	LLC	Registered		21-Feb-2015	
	SR		12788531		China
MUSIC MADE ME	HoMedics,			14-Apr-2015	
DO IT	LLC	Registered			
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	HoMedics,		00330333		Community
SOL REPUBLIC	LLC	Registered		6-Jun-2012	
	SR		011431939		European
	HoMedics,			15-May-	Community
and band ban	LLC	Registered		2013	
	SR		012870168		European
MUSIC MADE ME	HoMedics,				Community
DO IT	LLC	Registered		8-0ct-2014	
	SR		012480919		European
	HoMedics,			21-May-	Community
TRACKS AIR	LLC	Registered		2014	
	SR		0.0.10.10.10		European
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RELAYS	LLC	Registered	010073551	5/19/2014	Engage
	SR		012873551		European
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	HoMedics,				Community
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FUNK	SR	110t yet filed	013516381	<del></del>	European
	HoMedics,		012210201		Community
SHADOW	LLC	Registered		31-Mar-2015	
WILLIAM II	SR	1	302481859		Hong Kong
	HoMedics,		202.01002		
SOL REPUBLIC	LLC	Registered		28-Dec-2012	
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	SR		302481886		Hong Kong
	HoMedics,				
	LLC	Registered		28-Dec-2012	
	SR		2450243		India
	HoMedics,				
SOL REPUBLIC	LLC	Pending		27-Dec-2012	¥ 11
	SR		2450244		India
	HoMedics,			25 2012	
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	SR		5467868		Japan
	HoMedics,			à r. 1 2010	
SOL REPUBLIC	LLC	Registered		3-Feb-2012	T
	SR			2434	Japan
	HoMedics,		5585013	24-May-	
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SOL REPUBLIC	SR	Registered		07-1VIa1-2014	Korea
			401017780000		Roica
	HoMedics, LLC	Desimand	401017780000	3-Dec-2013	
		Registered		3-Dec-2013	Korea
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MUSIC MADE ME DO IT	HoMedics, LLC	Registered	430049/030000	05-Jun-2014	
DOII	SR	Registered		05-30H-2014	Korea
	HoMedics,		:		120104
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	HoMedics,		4020150008632		
SHADOW	LLC	Pending		04-Feb-201 5	
	SR		1363602		Mexico
	HoMedics,				
SOL REPUBLIC	LLC	Registered		29-Apr-2013	
	SR				Mexico
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	SR	9	***************************************		Mexico
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DO IT	LLC	Registered		19-Aug-2015	
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	HoMedics,		970604		Zealand
SOL REPUBLIC	LLC	Registered	370004	18-Jun-2013	250titilita
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	HoMedics,		970605		Zealand
	LLC	Registered	970003	25-Mar-2015	Zealand
	SR	Registered	994116	23-War-2013	New
	HoMedics,		994110		Zealand
	LLC	Degistered		01-Jul-2014	Zealaila
		Registered	979387	V1-Ju1-2014	New
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JAX	LLC		-	-	New
	SR				Zealand
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	SR				Zealand
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	SR		1009654	20 Mar.	New Zealand
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SHADOW	LLC	Registered		2015	Russia
	SR		£12500	19-May-	Kussia
AAT BESTELL	HoMedics,	David 1	513528	2014	
SOL REPUBLIC	LLC	Registered			Russia
	SR		610.505	10.34	Kussia
	HoMedics,		513527	19-May-	
	LLC	Registered		2014	

	SR		01647661		Taiwan
	HoMedics,				
SOL REPUBLIC	LLC	Registered		01-Jun-2014	
	SR				Taiwan
-	HoMedics,		01647662		
HANK SHANK SOOK	LLC	Registered		0 l-Jun-2014	
	SR				Vietnam
	HoMedics,		4-0231512-000		
SOL REPUBLIC	LLC	Registered		16-Sep-2014	
	SR		4-0231513-000		Vietnam
	HoMedics,				
South Street Street	LLC	Registered		16-Sep-2014	

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**RECORDED: 02/03/2016**