

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM410959

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HU Merchandising, LLC		12/29/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	The Bank of New York Mellon Trust Company, N.A.		
Street Address:	400 South Hope Street, Suite 500		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	4268616	HER UNIVERSE	
Registration Number:	4268617	HER UNIVERSE	
Registration Number:	4264937	HER UNIVERSE	
Registration Number:	5003746	HER UNIVERSE	
Registration Number:	4242456	HER UNIVERSE	
Registration Number:	4242457	HER UNIVERSE	
Registration Number:	4242458	HER UNIVERSE	
Registration Number:	5028498	HER UNIVERSE PRESS	
CORRESPONDENCE DATA			
Fax Number:	3128622200		
<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:	312-862-6371		
Email:	renee.prescan@kirkland.com		
Correspondent Name:	Renee Prescan		
Address Line 1:	300 North LaSalle Street		
Address Line 2:	Kirkland & Ellis LLP		
Address Line 4:	Chicago, ILLINOIS 60654		
NAME OF SUBMITTER:	Renee M. Prescan		

CH \$215.00 4268616

SIGNATURE:	/Renee M. Prescan/
DATE SIGNED:	01/04/2017
Total Attachments: 4 source=Hot Topic - Grant of Security Interest in United States Trademarks_Executed_44880769_1#page1.tif source=Hot Topic - Grant of Security Interest in United States Trademarks_Executed_44880769_1#page2.tif source=Hot Topic - Grant of Security Interest in United States Trademarks_Executed_44880769_1#page3.tif source=Hot Topic - Grant of Security Interest in United States Trademarks_Executed_44880769_1#page4.tif	

GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

December 12, 2016

Reference is made to the Security Agreement, dated as of June 12, 2013, among the Grantors, the Grantee and the other parties thereto from time to time, as the same may be amended, restated, supplemented, replaced or otherwise modified from time to time (the "Security Agreement"). Capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Security Agreement.

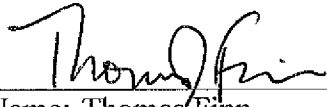
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, HU Merchandising, LLC, a limited liability company (the "Grantor"), hereby pledges and grants to THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Collateral Agent under the Security Agreement (the "Grantee"), for its benefit and the benefit of the other Secured 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 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 satisfactory performance and payment of all the Secured Obligations of the Grantors. 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.

[remainder of page intentionally left blank]

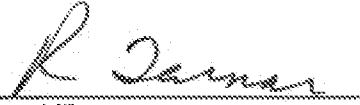
IN WITNESS WHEREOF, each of the undersigned has duly executed and delivered this Grant as of the date above first written.

HU MERCHANDISING, LLC, as Grantor

By: 
Name: Thomas Finn
Title: Chief Financial Officer

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.,
as Grantee

By:



Name: Richard Tarnas

Title: Vice President

{Signature Page to Grant of Security Interest in Trademarks}

TRADEMARK
REEL: 005957 FRAME: 0555

Schedule A

<u>GRANTOR</u>	<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
HU Merchandising, LLC	"HER UNIVERSE" word mark (Class 14)	4268616	January 1, 2013/April 14, 2010
HU Merchandising, LLC	"HER UNIVERSE" word mark (Class 18)	4268617	January 1, 2013/April 14, 2010
HU Merchandising, LLC	"HER UNIVERSE" word mark (Class 25)	4264937	December 25, 2012/April 14, 2010
HU Merchandising, LLC	"HER UNIVERSE" word mark (Class 41)	5003746	July 19, 2016/November 1, 2013
HU Merchandising, LLC	"HER UNIVERSE" design mark (Class 14)	4242456	November 13, 2012/August 2, 2010
HU Merchandising, LLC	"HER UNIVERSE" design mark (Class 18)	4242457	November 13, 2012/August 2, 2010
HU Merchandising, LLC	"HER UNIVERSE" design mark (Class 25)	4242458	November 13, 2012/August 2, 2010
HU Merchandising, LLC	"HER UNIVERSE PRESS" word mark (Class 41)	5028498	August 23, 2016/September 10, 2015