

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM577540

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT
SEQUENCE:	3

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EDDIE BAUER LICENSING SERVICES LLC		05/20/2020	Limited Liability Company: DELAWARE
PACIFIC SUNWEAR OF CALIFORNIA, LLC		05/20/2020	Limited Liability Company: CALIFORNIA

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	100 FEDERAL STREET, 9TH FLOOR
City:	BOSTON
State/Country:	MICHIGAN
Postal Code:	02110
Entity Type:	NATIONAL ASSOCIATION: UNITED STATES
Name:	BANK OF AMERICA, N.A. (ACTING THROUGH ITS CANADA BRANCH), AS CANADIAN AGENT
Street Address:	181 BAY STREET
City:	TORONTO
State/Country:	CANADA
Postal Code:	M5J 2V8
Entity Type:	NATIONAL ASSOCIATION: CANADA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	5945048	A MOUNTAIN OPS
Registration Number:	5822557	SALERO SWIM
Registration Number:	5852219	AMOR Y BESOS
Registration Number:	5678909	KIRRA

CORRESPONDENCE DATA

Fax Number: 2124464900

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.

Email: susan.zablocki@kirkland.com

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Correspondent Name: SUSAN ZABLOCKI
Address Line 1: KIRKLAND & ELLIS LLP
Address Line 2: 601 LEXINGTON AVENUE
Address Line 4: NEW YORK, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 48749-1

NAME OF SUBMITTER: Susan Zablocki

SIGNATURE: /susan zablocki/

DATE SIGNED: 05/21/2020

Total Attachments: 5

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SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT

This Supplement to Trademark Security Agreement (this “Supplement”) is made as of May 20, 2020 by **EDDIE BAUER LICENSING SERVICES LLC**, a Delaware limited liability company (“Eddie Bauer”) and **PACIFIC SUNWEAR OF CALIFORNIA, LLC**, a California limited liability company (“PacSun” and, together with Eddie Bauer, the “Grantors”) in favor of **BANK OF AMERICA, N.A.**, as Administrative Agent and **BANK OF AMERICA, N.A.** (acting through its Canada branch), as Canadian agent (in such capacity, collectively, the “Grantees”).

WHEREAS, Eddie Bauer, among others, executed and delivered a Trademark Security Agreement dated as of July 1, 2014 and recorded on July 8, 2014 at Reel 005317, Frame 0001 with the United States Patent and Trademark Office (the “USPTO”) and on July 9, 2014 as file number 289643 with the Canadian Intellectual Property Office (“CIPO”), (the “Existing Grant”), as amended pursuant to that certain First Amendment to Trademark Security Agreement dated August 31, 2015 and recorded on September 1, 2015 at Reel 005612, Frame 0823 with the USPTO and on September 23, 2015 as file number 1704409 with CIPO and further amended pursuant to that certain Second Amendment to Trademark Security Agreement dated March 31, 2017 and recorded on April 24, 2017 at Reel 006041, Frame 0249 with the USPTO and on May 30, 2017 as file number 1771646 with CIPO, and further amended pursuant to that certain Joinder and Supplement to Trademark Security Agreement dated October 12, 2018 and recorded on October 12, 2018, at Reel 6455, Frame 0827, with the USPTO (the “TM Amendments,” and together with the Existing Grant, collectively, the “Original Grant”), in favor of the Grantees, pursuant to which the Grantors pledged, assigned and granted a security interest in certain Trademark Collateral (as defined therein); and

WHEREAS, pursuant to that certain Joinder, Amendment, Confirmation and Ratification of Ancillary Loan Documents dated as of October 12, 2018 by and among, among others, Eddie Bauer, PacSun and the Grantees, PacSun joined in the execution of, and became a party to, among other agreements, the Security Agreement (each as a “Grantor” as defined therein); and

WHEREAS, the Grantors have developed additional Trademark Collateral and desire to hereby confirm the pledge of, and the grant of a security interest in, such additional Trademark Collateral in favor of the Grantees.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Original Grant.
2. Supplement to Schedule I. Schedule I to the Original Grant is hereby supplemented, but not replaced, by Schedule I-A annexed hereto. For the purposes of clarity, from and after the date hereof, Schedule I-A shall be deemed to include (i) the Trademark Collateral referenced on Schedule I as such Schedule I exists immediately prior to the date hereof

(including as supplemented pursuant to the TM Amendments), and (ii) the Trademark Collateral referenced on Schedule I-A annexed hereto.


3. Miscellaneous:

- a. Except as provided herein, all terms and conditions of the Original Grant remain in full force and effect. The Grantors hereby ratify, confirm and reaffirm all of the representations, warranties and covenants contained therein.
- b. This Supplement and the Original Grant cover the entire understanding of the parties with respect to the matters set forth herein and supersede all prior discussions and negotiations hereon.

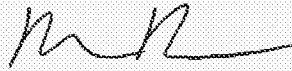
[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has executed this Supplement to be duly executed as of the date set forth above.

**PACIFIC SUNWEAR OF CALIFORNIA,
LLC,**
a California limited liability company,
as Grantor

By: 
Name: Russell Bowers
Title: Chief Financial Officer

**EDDIE BAUER LICENSING SERVICES
LLC,**
a Delaware limited liability company,
as Grantor

By: 
Name: Russell Bowers
Title: Chief Financial Officer

[ABL - Signature Page to Supplement to Trademark Security Agreement]

SCHEDULE I-A

REGISTERED TRADEMARKS (EDDIE BAUER)

Jurisdiction	Trademark	Registration Number	Registration Date	Status
U.S. FEDERAL	A MOUNTAIN OPS	5945048	12/24/2019	REGISTERED
CHINA	MOTION	16913477	10/28/2016	REGISTERED
INTERNATIONAL REGISTER (WIPO)	M MOTION	1523099	2/20/2020	REGISTERED

REGISTERED TRADEMARKS (PACSUN)

Jurisdiction	Trademark	Registration Number	Registration Date	Status
U.S. FEDERAL	SALERO SWIM	5822557	7/30/2019	REGISTERED
U.S. FEDERAL	AMOR Y BESOS	5852219	9/3/2019	REGISTERED
U.S. FEDERAL	KIRRA	5678909	2/19/2019	REGISTERED

TRADEMARK APPLICATIONS (EDDIE BAUER)

Jurisdiction	Trademark	Application Number	Filing Date	Status
CANADA	ALL OUTSIDE	2012574	2/19/2020	PENDING
CANADA	CAMPOUT OF THE CENTURY	2012469	2/19/2020	PENDING
CANADA	EVENDOWN	1849223	7/25/2017	PENDING
CANADA	FREECOOL	1649123-01	5/3/2018	PENDING
CANADA	FREEFUSE	2012573	2/19/2020	PENDING
CANADA	OUTDOOR CURIOUS	2005810	1/13/2020	PENDING
CHINA	A FIRST ASCENT and Design	35459462	12/21/2018	PENDING
CHINA	FIRST ASCENT	19092286	2/5/2016	PENDING
CHINA	TRAVEX	1119183	2/20/2020	PENDING
SOUTH KOREA	A FIRST ASCENT and Design	40-2019-0153159	10/7/2019	PUBLISHED
SOUTH KOREA	DOWNLIGHT	40-2019-0153160	10/7/2019	PENDING
SOUTH KOREA	EDDIE BAUER EST. 1920 LIVE YOUR ADVENTURE & Design	40-2019-0153161	10/7/2019	PENDING
SOUTH KOREA	EST. 1920 THE ORIGINAL OUTDOOR	40-2019-0153162	10/7/2019	PENDING

Jurisdiction	Trademark	Application Number	Filing Date	Status
	OUTFITTER and Goose Design			
SOUTH KOREA	FREECOOL	40-2019-0153163	10/7/2019	PENDING
SOUTH KOREA	FREEDRY	40-2019-0153164	10/7/2019	PENDING
SOUTH KOREA	FREEHEAT	40-2019-0153165	10/7/2019	PENDING
SOUTH KOREA	FREEPELLENT	40-2019-0153166	10/7/2019	PENDING
SOUTH KOREA	FREESHADE	40-2019-0153167	10/7/2019	PENDING
SOUTH KOREA	FREEVENT	40-2019-0153168	10/7/2019	PENDING
SOUTH KOREA	KARA KORAM	40-2019-0153169	10/7/2019	PENDING
SOUTH KOREA	M & MOTION Design (Horizontal)	40-2019-0153170	10/7/2019	PENDING
SOUTH KOREA	MICROTHERM	40-2019-0153171	10/7/2019	PENDING
SOUTH KOREA	STORMDOWN	40-2019-0153172	10/7/2019	PENDING
SOUTH KOREA	STORMREPEL	40-2019-0153173	10/7/2019	PENDING
SOUTH KOREA	WEATHEREDGE	40-2019-0153174	10/7/2019	PENDING

TRADEMARK APPLICATIONS (PACSUN)

None.