

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SEQUENTIAL BRANDS GROUP, INC.		03/28/2013	CORPORATION: DELAWARE
Heeling Sports Limited		03/28/2013	LIMITED PARTNERSHIP: TEXAS
B(R)AND MATTER, LLC		03/28/2013	LIMITED LIABILITY COMPANY: DELAWARE
Versatile Entertainment, Inc.		03/28/2013	CORPORATION: CALIFORNIA
William Rast Licensing, LLC		03/28/2013	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	Pathlight Capital, LLC, as Collateral Agent
Street Address:	One Post Office Square, Suite 3765
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 80

Property Type	Number	Word Mark
Registration Number:	1780391	ELLEN TRACY
Registration Number:	2845458	CARIBBEAN JOE
Registration Number:	2845660	HAVANA JACK'S CAFE
Registration Number:	3154498	JAMAICA BAY
Registration Number:	3088001	JAMAICA BAY
Registration Number:	3096056	
Registration Number:	3096057	
Registration Number:	3083238	

OP \$2015.00 1780391

Registration Number:	3199184	
Registration Number:	3032684	
Registration Number:	3032685	
Registration Number:	4035248	CARIBBEAN JOE ISLAND SUPPLY CO.
Registration Number:	3673744	CARIBBEAN JOE ISLAND SUPPLY CO.
Registration Number:	3931350	CARIBBEAN JOE ISLAND SUPPLY CO.
Registration Number:	3673746	CARIBBEAN JOE ISLAND SUPPLY CO.
Registration Number:	3928857	CARIBBEAN JOE ISLAND SUPPLY CO.
Registration Number:	3673747	CARIBBEAN JOE ISLAND SUPPLY CO.
Registration Number:	3917393	CARIBBEAN JOE ISLAND SUPPLY CO.
Registration Number:	3677211	CARIBBEAN JOE ISLAND SUPPLY CO.
Registration Number:	4016218	CARIBBEAN JOE ISLAND SUPPLY CO.
Registration Number:	3112534	ELLEN TRACY
Registration Number:	3450763	HAVANA JACK'S CAFE
Registration Number:	3399348	CARIBBEAN JOE
Registration Number:	3670940	LA CABANA
Registration Number:	3173187	IN FOCUS
Registration Number:	3232933	TRACY ELLEN TRACY
Registration Number:	2863810	ELLEN TRACY
Registration Number:	4283343	CARIBBEAN JOE
Registration Number:	3604958	CARIBBEAN PALMS
Registration Number:	4218374	CARIBBEAN JOE
Registration Number:	3143638	HAVANA JACK'S CAFE
Registration Number:	3712792	FASHIONOLOGY
Registration Number:	3664532	FASHIONOLOGY
Registration Number:	3667232	FASHIONOLOGY LA
Registration Number:	3667231	FASHIONOLOGY LA
Registration Number:	2189162	UHF
Registration Number:	2361034	SOAP
Registration Number:	2202708	UHF
Registration Number:	2190714	SOAP
Registration Number:	2484098	O
Registration Number:	2840485	HEELING
Registration Number:	2871922	HEELING
Registration Number:	2720347	HEELYS

	2693898	H HEELYS
Registration Number:	2684399	H
Registration Number:	2698390	HEELYS
Registration Number:	3510858	POWER UP
Registration Number:	3578567	
Registration Number:	3805558	H HEELYS WORLDWIDE
Registration Number:	3712007	H HEELYS WORLDWIDE
Registration Number:	4147099	HEELYS HX2
Registration Number:	3959241	H X2
Registration Number:	3952197	NANO
Registration Number:	3949036	N NANO
Registration Number:	3949037	N
Registration Number:	3679845	HEELYS
Registration Number:	3339689	H
Registration Number:	3294016	FREEDOM IS A WHEEL IN YOUR SOLE
Registration Number:	3302516	EXPECT MORE FROM YOUR SHOES
Registration Number:	4099703	
Registration Number:	4001254	SOLE-LINK
Registration Number:	3904490	H
Registration Number:	4310384	SIDEWALKSPORTS
Registration Number:	2692616	PODIUM DISTRIBUTION
Registration Number:	3007150	SKATE MORE
Registration Number:	3303103	SKATE MORE
Registration Number:	3516366	PROGRESS
Registration Number:	3395645	ORIGINAL INTENT
Registration Number:	3331854	CE CORE EXCLUSIVE
Registration Number:	3204046	IN THE SKATEBOARD TRADITION
Registration Number:	3288195	STEP INTO SUMMER
Registration Number:	3288197	STEP INTO SUMMER
Registration Number:	3743326	PEOPLE*S LIBERATION *
Registration Number:	3083655	PEOPLE'S LIBERATION
Registration Number:	3348250	
Registration Number:	3651173	
Registration Number:	3304303	WILLIAM RAST
Registration Number:	3248653	WILLIAM RAST

	3994216	WILLIAM RAST
Registration Number:	3998462	

CORRESPONDENCE DATA

Fax Number: 8004947512
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 2023704761
Email: tfahey@nationalcorp.com
Correspondent Name: Thomas Fahey
Address Line 1: 1100 G Street NW, Suite 420
Address Line 2: National Corporate Research, Ltd.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F144101
NAME OF SUBMITTER:	Andrew Nash
Signature:	/Andrew Nash/
Date:	03/28/2013

Total Attachments: 10
source=Final - (Pathlight) Grant of Security Interest in US Trademarks.pdf#page2.tif
source=Final - (Pathlight) Grant of Security Interest in US Trademarks.pdf#page3.tif
source=Final - (Pathlight) Grant of Security Interest in US Trademarks.pdf#page4.tif
source=Final - (Pathlight) Grant of Security Interest in US Trademarks.pdf#page5.tif
source=Final - (Pathlight) Grant of Security Interest in US Trademarks.pdf#page6.tif
source=Final - (Pathlight) Grant of Security Interest in US Trademarks.pdf#page7.tif
source=Final - (Pathlight) Grant of Security Interest in US Trademarks.pdf#page8.tif
source=Final - (Pathlight) Grant of Security Interest in US Trademarks.pdf#page9.tif
source=Final - (Pathlight) Grant of Security Interest in US Trademarks.pdf#page10.tif
source=Final - (Pathlight) Grant of Security Interest in US Trademarks.pdf#page11.tif

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

March 28, 2013

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, EACH OF THE UNDERSIGNED (each individually, a "Grantor" and, collectively, the "Grantors"), hereby grants to PATHLIGHT CAPITAL, LLC, as Collateral Agent, with offices at One Post Office Square, Suite 3765, Boston, Massachusetts 02109 (the "Grantee"), a continuing security interest in the following (except as such may be considered Excluded Property): (i) all of such Grantor's right, title and interest in, to and under the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications, and service mark applications (the foregoing, collectively, the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Security Agreement among the Grantors, the other Grantors from time to time party thereto and the Grantee, dated as of March 28, 2013 (as amended, amended and restated, restated, supplemented or otherwise modified and in effect from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. Unless otherwise defined herein,

terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement. 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.

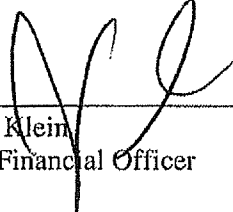
This Grant shall terminate and the security interest in the Marks shall be released upon payment in full of the Secured Obligations in accordance with Section 1.02(d) of the Credit Agreement. Upon the termination of this Grant, the Grantee shall, upon the request and at the sole cost and expense of the Grantors, execute, acknowledge, and deliver to the Grantors all documents, make all filings, take all other actions reasonably requested by the Grantors to evidence and record the release of the security interest in the Marks granted herein, subject to Section 8.5 of the Security Agreement.

This Grant shall be governed by, and construed in accordance with, the law of the State of New York.

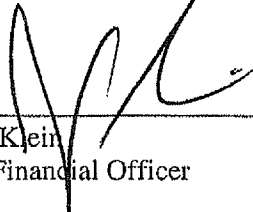
[remainder of page intentionally blank]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

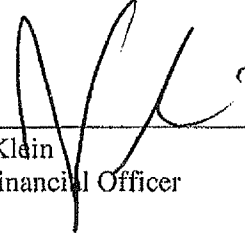
SEQUENTIAL BRANDS GROUP, INC.,
as a Grantor

By: 
Name: Gary Klein
Title: Chief Financial Officer

VERSATILE ENTERTAINMENT, INC.,
as a Grantor

By: 
Name: Gary Klein
Title: Chief Financial Officer

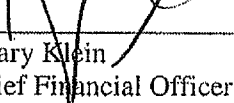
WILLIAM RAST LICENSING, LLC,
as a Grantor

By: 
Name: Gary Klein
Title: Chief Financial Officer

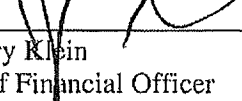
[Signature Page to Trademark Security Agreement]

HEELING SPORTS LIMITED, as a
Grantor

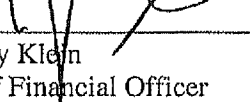
BY: **HEELING MANAGEMENT CORP.**,
as the General Partner

By: 
Name: Gary Klein
Title: Chief Financial Officer

BY: **HEELING HOLDING
CORPORATION**, as the Limited Partner

By: 
Name: Gary Klein
Title: Chief Financial Officer

B@ND MATTER, LLC, as a Grantor

By: 
Name: Gary Klein
Title: Chief Financial Officer

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 004993 FRAME: 0166

ACKNOWLEDGED AND ACCEPTED:

PATHLIGHT CAPITAL, LLC,

as Grantee

By: 

Name: Katie Hendricks







Title: Vice President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 004993 FRAME: 0167

SCHEDULE A



U.S. Federal Trademarks

No.	Word Mark	App. No.	Reg. No.	App. Date	Reg. Date	Owner
1.	ELLEN TRACY	74326572	1780391	10/28/1992	7/6/1993	B®and Matter, LLC
2.	CARIBBEAN JOE	76275113	2845458	6/21/2001	5/25/2004	B®and Matter, LLC
3.	HAVANA JACK'S CAFE	76374007	2845660	2/21/2002	5/25/2004	B®and Matter, LLC
4.	JAMAICA BAY	76542053	3154498	8/22/2003	10/10/2006	B®and Matter, LLC
5.	JAMAICA BAY	76542054	3088001	8/22/2003	5/2/2006	B®and Matter, LLC
6.		76560155	3096056	10/29/2003	5/23/2006	B®and Matter, LLC
7.		76560168	3096057	10/29/2003	5/23/2006	B®and Matter, LLC
8.		76560169	3083238	10/29/2003	4/18/2006	B®and Matter, LLC
9.		76560172	3199184	10/29/2003	1/16/2007	B®and Matter, LLC
10.		76560173	3032684	10/29/2003	12/20/2005	B®and Matter, LLC
11.		76560174	3032685	10/29/2003	12/20/2005	B®and Matter, LLC
12.	CARIBBEAN JOE ISLAND SUPPLY CO.	77325599	4035248	11/9/2007	10/4/2011	B®and Matter, LLC
13.	CARIBBEAN JOE ISLAND SUPPLY CO.	77325613	3673744	11/9/2007	8/25/2009	B®and Matter, LLC
14.	CARIBBEAN JOE ISLAND SUPPLY CO.	77325639	3931350	11/9/2007	3/15/2011	B®and Matter, LLC
15.	CARIBBEAN JOE ISLAND SUPPLY CO.	77325918	3673746	11/9/2007	8/25/2009	B®and Matter, LLC
16.	CARIBBEAN JOE ISLAND SUPPLY CO.	77326040	3928857	11/9/2007	3/8/2011	B®and Matter, LLC
17.	CARIBBEAN JOE ISLAND SUPPLY CO.	77326051	3673747	11/9/2007	8/25/2009	B®and Matter, LLC


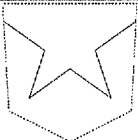

Schedule A to Grant of Security Interest in United States Trademarks

No.	Word Mark	App. No.	Reg. No.	App. Date	Reg. Date	Owner
18.	CARIBBEAN JOE ISLAND SUPPLY CO.	77330194	3917393	11/15/2007	2/8/2011	B®and Matter, LLC
19.	CARIBBEAN JOE ISLAND SUPPLY CO.	77330907	3677211	11/15/2007	9/1/2009	B®and Matter, LLC
20.	CARIBBEAN JOE ISLAND SUPPLY CO.	77331268	4016218	11/16/2007	8/23/2011	B®and Matter, LLC
21.	ELLEN TRACY	78169120	3112534	9/30/2006	7/4/2006	B®and Matter, LLC
22.	HAVANA JACK'S CAFÉ	78336590	3450763	12/4/2003	6/17/2008	B®and Matter, LLC
23.	CARIBBEAN JOE	78336621	3399348	12/4/2003	3/18/2008	B®and Matter, LLC
24.	LA CABANA	78336779	3670940	12/5/3002	8/18/2009	B®and Matter, LLC
25.	IN FOCUS	78574553	3173187	2/24/2005	11/21/2006	B®and Matter, LLC
26.	TRACY ELLEN TRACY	78859553	3232933	4/12/2006	4/24/2007	B®and Matter, LLC
27.	ELLEN TRACY	78975375	2863810	9/30/2002	7/13/2004	B®and Matter, LLC
28.	CARIBBEAN JOE	85037813	4283343	5/13/2010	1/29/2013	B®and Matter, LLC
29.	CARIBBEAN PALMS	77311149	3604958	10/23/2007	4/14/2009	B®and Matter, LLC
30.	CARIBBEAN JOE	85094039	4218374	7/27/2010	10/2/2012	B®and Matter, LLC
31.	HAVANA JACK'S CAFÉ	78977243	3143638	12/04/2003	9/12/2006	B®and Matter, LLC
32.	FASHIONOLOGY	77427704	3712792	03/20/2008	11/17/2009	B®and Matter, LLC
33.	FASHIONOLOGY	77427702	3664532	03/20/2008	08/04/2009	B®and Matter, LLC
34.	FASHIONOLOGY LA	77259206	3667232	08/20/2007	08/11/2009	B®and Matter, LLC
35.	FASHIONOLOGY LA	77259168	3667231	08/20/2007	08/11/2009	B®and Matter, LLC
36.	UHF	75308249	2189162	6/13/1997	9/15/1998	Heeling Sports Limited
37.	SOAP	75308338	2361034	6/13/1997	6/27/2000	Heeling Sports Limited
38.	UHF	75319874	2202708	7/7/1997	11/10/1998	Heeling Sports Limited
39.	SOAP	75320503	2190714	7/7/1997	9/22/1998	Heeling Sports Limited
40.	O	75328507	2484098	7/22/1997	9/4/2001	Heeling Sports Limited
41.	HEELING	75692101	2840485	4/27/1999	5/11/2004	Heeling Sports Limited
42.	HEELING	75692102	2871922	4/27/1999	8/10/2004	Heeling Sports Limited
43.	HEELYS	76063673	2720347	6/2/2000	6/3/2003	Heeling Sports Limited
44.	H HEELYS	76167878	2693898	11/17/2000	3/4/2003	Heeling Sports Limited
45.	H	76167879	2684399	11/17/2000	2/4/2003	Heeling Sports Limited
46.	HEELYS	76168009	2698390	11/17/2000	3/18/2003	Heeling Sports Limited

Schedule A to Grant of Security Interest in United States Trademarks


No.	Word Mark	App. No.	Reg. No.	App. Date	Reg. Date	Owner
47.	POWER UP	77262568	3510858	8/23/2007	10/7/2008	Heeling Sports Limited
48.		77264239	3578567	8/24/2007	2/24/2009	Heeling Sports Limited
49.	H HEELYS WORLDWIDE	77723261	3805558	4/27/2009	6/22/2010	Heeling Sports Limited
50.	H HEELYS WORLDWIDE	77723340	3712007	4/27/2009	11/17/2009	Heeling Sports Limited
51.	HEELYS HX2	77948674	4147099	3/2/2010	5/22/2012	Heeling Sports Limited
52.	H X2	77949235	3959241	3/3/2010	5/10/2011	Heeling Sports Limited
53.	NANO	77954102	3952197	3/9/2010	4/26/2011	Heeling Sports Limited
54.	N NANO	77954122	3949036	3/9/2010	4/19/2011	Heeling Sports Limited
55.	N	77954217	3949037	3/9/2010	4/19/2011	Heeling Sports Limited
56.	HEELYS	78901166	3679845	6/5/2006	9/8/2009	Heeling Sports Limited
57.	H	78901172	3339689	6/5/2006	11/20/2007	Heeling Sports Limited
58.	FREEDOM IS A WHEEL IN YOUR SOLE	78909664	3294016	6/15/2006	9/18/2007	Heeling Sports Limited
59.	EXPECT MORE FROM YOUR SHOES	78946822	3302516	8/7/2006	10/2/2007	Heeling Sports Limited
60.		85044684	4099703	5/21/2010	2/14/2012	Heeling Sports Limited
61.	SOLE-LINK	85089293	4001254	7/21/2010	7/26/2011	Heeling Sports Limited
62.	H	85090090	3904490	7/21/2010	1/11/2011	Heeling Sports Limited
63.	SIDEWALKSPORTS	85539961	4310384	2/10/2012	3/26/2013	Heeling Sports Limited
64.	PODIUM DISTRIBUTION	76355622	2692616	1/7/2002	3/4/2003	Sequential Brands Group, Inc.
65.	SKATE MORE	76599501	3007150	6/28/2004	10/18/2005	Sequential Brands Group, Inc.
66.	SKATE MORE	76599553	3303103	6/28/2004	10/2/2007	Sequential Brands Group, Inc.
67.	PROGRESS	77439109	3516366	4/3/2008	10/14/2008	Sequential Brands Group, Inc.
68.	ORIGINAL INTENT	77975110	3395645	9/22/2006	3/11/2008	Sequential Brands Group, Inc.
69.	CE CORE EXCLUSIVE	78785172	3331854	1/4/2006	11/6/2007	Sequential Brands Group, Inc.

Schedule A to Grant of Security Interest in United States Trademarks

No.	Word Mark	App. No.	Reg. No.	App. Date	Reg. Date	Owner
70.	IN THE SKATEBOARD TRADITION	78870561	3204046	4/26/2006	1/30/2007	Sequential Brands Group, Inc.
71.	STEP INTO SUMMER	78944039	3288195	8/3/2006	9/4/2007	Sequential Brands Group, Inc.
72.	STEP INTO SUMMER	78944271	3288197	8/3/2006	9/4/2007	Sequential Brands Group, Inc.
73.	PEOPLE*S LIBERATION *	77978058	3743326	7/11/2008	1/26/2010	Versatile Entertainment, Inc.
74.	PEOPLE'S LIBERATION	78428261	3083655	6/1/2004	4/18/2006	Versatile Entertainment, Inc.
75.		78786921	3348250	1/6/2006	12/4/2007	Versatile Entertainment, Inc.
76.		78786924	3651173	1/6/2006	7/7/2009	Versatile Entertainment, Inc.
77.	WILLIAM RAST	78790276	3304303	1/12/2006	10/2/2007	William Rast Licensing, LLC
78.	WILLIAM RAST	78977897	3248653	5/31/2005	5/29/2007	William Rast Licensing, LLC
79.	WILLIAM RAST	77310357	3994216	10/22/2007	7/12/2011	William Rast Licensing, LLC
80.		77388266	3998462	2/4/2008	7/19/2011	William Rast Licensing, LLC

U.S. Federal Trademarks – Intent to Use

The following Intent-To-Use trademark applications shall remain Excluded Property only until a statement of use or amendment to allege use is filed and accepted by the United States Patent and Trademark Office or any other filing is made or circumstances otherwise change so that the interests of the applicable Grantor in such marks is no longer on an “intent-to-use” basis.

No.	Mark	App. No.	App Date	Owner
1.		77388268	02/04/08	William Rast Licensing, LLC

Schedule A to Grant of Security Interest in United States Trademarks

No.	Mark	App. No.	App Date	Owner
2.		77388270	02/04/08	William Rast Licensing, LLC
3.	COMPANY ELLEN TRACY	77679016	02/26/09	B&M Matter, LLC
4.	HAVANA JACK'S CAFÉ	77704468	04/01/09	B&M Matter, LLC
5.	ELLEN TRACY	77704538	04/01/09	B&M Matter, LLC
6.		77959996	03/16/10	B&M Matter, LLC
7.	LIL JOE	85037886	05/13/10	B&M Matter, LLC
8.	HAVANA JACK'S CAFÉ	85039040	05/14/10	B&M Matter, LLC
9.		85094070	07/27/10	B&M Matter, LLC
10.	WILLIAM RAST	85768599	10/31/12	William Rast Licensing, LLC
11.	WILLIAM RAST	85768602	10/31/12	William Rast Licensing, LLC
12.	WILLIAM RAST	85768606	10/31/12	William Rast Licensing, LLC

Schedule A to Grant of Security Interest in United States Trademarks

5684438v2