OPAP JUN 12 2013 IAP20 PATENT & TRADEMARK OFFICE

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06/14/2013

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

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)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

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

Authorized User Name

06/13/2013 HTON11 00000016 85684682
01 FC:8521 40.00 OP
02 FC:8522 2425.00 OP

9. Signature: Lisa A. Cobbett 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		Published	16	Hot Topic Merchandising, Inc.
USA	BLACKHEART		19GK-169057/	85/546538	4269724	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	BLACKHE♥RT	19GK-171555/	85/607196	4293453	Reg'd	25	Blackheart Clothing Company, LLC
USA	BLACKHEART & Design	BLACKHE♥RT	19GK-171556/	85/607198	4265849	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	4255202	Reg'd	25	Hot Topic Merchandising, Inc.

Confidential-Hot Topic Global IP Rpt.
Source: Sheppard Mullin Richter & Hampton LLP (CPI)
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Hot Topic, Inc. – Global IP Schedule By Jurisdiction

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USA	BLACKMATTER		19GK-169060/	85/546463		Allowed	35	Hot Topic Merchandising, Inc.
USA	BLACKMATTER		19GK-169059/	85/546389	4283982	Reg'd	25	Hot Topic Merchandising, Inc.
USA	COLOR FIEND		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/	78/353341	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.

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Country	Trademark	Image	File 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	Regd	35	Hot Topic Merchandising, Inc.
USA	HAUTE CASH		19GK-178158/	85/868359		Pending	16	Hot Topic Merchandising, Inc.
USA	HOT CASH		19GK-178157/	85/868451		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	Regd	26	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166096/	78/194452	2853514	Regd	25	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166097/	78/194273	2853512	Regd	03, 16	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166134/	73/828400	1659660	Regd	14	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166142/	73/828401	1606042	Regd	42	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166094/	78/194456	2771871	Regd	28	Hot Topic Merchandising, Inc.
USA	HOT TOPIC		19GK-166135/	75/679533	2488429	Regd	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)	HT	19GK-165832/	77/281608	3933177	Reg'd	25	Hot Topic Merchandising, Inc.
USA	HT (Stylized and/or with Design)	HT	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)	HT+1	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.	Status	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	LOVEsick	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	2047890	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	RETRO CHIC BY TORRID	19GK-166153/	85/305901	4180514	Reg'd	35	Hot Topic Merchandising, Inc.
USA	RETRO CHIC BY TORRID & Design	RETRO CHIC BY TORRID	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	File No.	App. No.	Reg. No.	Status	Class	Owner
USA	SENSUOUS PLUNGE		19GK-165904/	78/874798	3229457	Reg'd	25	Hot Topic Merchandising, Inc.
USA	SHOCK TV		19GK-165903/	85/015746	3883029	Reg'd	41	Hot Topic Merchandising, Inc.
USA	SIZZLING STRAPLESS		19GK-165902/	78/879226	3409142	Reg'd	25	Hot Topic Merchandising, Inc.
USA	Skull Bottle Design (Trade Dress)		19GK-163935/	85/538307		Published	3	Hot Topic Merchandising, Inc.
USA	SOCIAL COLLISION		19GK-165901/	77/002643	3591709	Reg'd	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	Reg'd	25	Hot Topic Merchandising, Inc.
USA	SUBTEXT		19GK-165888/	85/185496		Suspended	14	Hot Topic Merchandising, Inc.
USA	SULTRY BALCONETTE		19GK-165913/	78/874802	3290827	Reg'd	25	Hot Topic Merchandising, Inc.
USA	TORRID		19GK-166127/	78/194772	2855912	Reg'd	26	Hot Topic Merchandising, Inc.

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USA	TORRID		19GK-166132/	78/194461	2855909	Reg'd	18	Hot Topic Merchandising, Inc.
USA	TORRID		19GK-165875/	78/147207	2812873	Reg'd	3	Hot Topic Merchandising, Inc.
USA	TORRID		19GK-166133/	78/194458	2771872	Reg'd	14	Hot Topic Merchandising, Inc.
USA	TORRID		19GK-165877/	76/161272	2589762	Reg'd	25	Hot Topic Merchandising, Inc.
USA	TORRID		19GK-165873/	76/161443	2589763	Reg'd	35	Hot Topic Merchandising, Inc.
USA	TORRID & Pink Heart Design	Torrid	19GK-165881/	77/229653	3425796	Reg'd	35	Hot Topic Merchandising, Inc.
USA	TORRID (Stylized) (New Logo)	TORRID	19GK-176265/	85/818285		Published	25	Hot Topic Merchandising, Inc.
USA	TORRID (Stylized) (New Logo)	TORRID	19GK-171031/	85/658354	4254124	Reg'd	35	Hot Topic Merchandising, Inc.
USA	TORRID BRIDE		19GK-165876/	77/490696	3550167	Reg'd	35	Hot Topic Merchandising, Inc.
USA	WE SWEAR BY THE FIT		19GK-175701/	85/814985		Published	25	Hot Topic Merchandising, Inc.
USA	WE SWEAR BY THE FIT		19GK-167413/	85/485945	4306276	Reg'd	35	Hot Topic Merchandising, Inc.
USA	XXX RUDE		19GK-172351/	85/725882		Allowed	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	4121558	Regd	25	Hot Topic Merchandising, Inc.
USA	XXX RUDE & Design	XXX RUDE	19GK-166156/	85/398084	4121556	Regd	25	Hot Topic Merchandising, Inc.

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Confidential-Hot Topic Global IP Rpt.
Source: Sheppard Mullin Richter & Hampton LLP (CPI)
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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.

[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.

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