

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM298447

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SEQUENTIAL BRANDS GROUP, INC.		02/21/2014	CORPORATION: DELAWARE
HEELING SPORTS LIMITED		02/21/2014	PARTNERSHIP: TEXAS
BRAND MATTER, LLC		02/21/2014	LIMITED LIABILITY COMPANY: DELAWARE
SEQUENTIAL LICENSING, INC.	FORMERLY Versatile Entertainment, Inc.	02/21/2014	CORPORATION: CALIFORNIA
WILLIAM RAST LICENSING, LLC		02/21/2014	LIMITED LIABILITY COMPANY: CALIFORNIA
SBG REVO HOLDINGS, LLC		02/21/2014	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	100 Federal Street
Internal Address:	9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1406608	REVO
Serial Number:	86087541	REVO
Serial Number:	86087573	REVO
Serial Number:	86087665	REVO
Serial Number:	86087597	REVO
Serial Number:	86087617	REVO
Serial Number:	86087626	REVO
Serial Number:	86087645	REVO

CORRESPONDENCE DATA

Fax Number: 7034132220

TRADEMARK

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 703-413-3000
Email: tmdocket@oblon.com, ndyson@oblon.com
Correspondent Name: Roberta S. Bren & Oblon, Spivak, et al.
Address Line 1: 1940 Duke Street
Address Line 4: Alexandria, VIRGINIA 22314

ATTORNEY DOCKET NUMBER:	421100US35
NAME OF SUBMITTER:	Roberta S. Bren
SIGNATURE:	/Roberta S. Bren/nmd/
DATE SIGNED:	03/18/2014

Total Attachments: 7

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FIRST SUPPLEMENT
TO GRANT OF
SECURITY INTEREST IN UNITED STATES TRADEMARKS

This First Supplement to Grant of Security Interest in United States Trademarks (this "Supplement") is made as of the 21st day of February, 2014 by **SEQUENTIAL BRANDS GROUP, INC.**, a Delaware corporation (the "Borrower"), **HEELING SPORTS LIMITED**, a Texas limited partnership ("Sports"), **B@AND MATTER, LLC**, a Delaware limited liability company ("B@and"), **SEQUENTIAL LICENSING, INC.** (formerly known as Versatile Entertainment, Inc.), a California corporation ("Licensing") and **WILLIAM RAST LICENSING, LLC**, a California limited liability company ("Rast," and together with the Borrower, Sports, B@and and Licensing, individually, an "Existing Grantor," and collectively, the "Existing Grantors"), **SBG REVO HOLDINGS, LLC**, a Delaware limited liability company (the "New Grantor," and together with the Existing Grantors, the "Grantors"), in favor of **BANK OF AMERICA, N.A.**, as administrative agent and collateral agent (in such capacity, the "Grantee") for the credit parties under the Security Agreement by, among others, the Existing Grantors and the Grantee, dated as of March 28, 2013.

WHEREAS, the Existing Grantors executed and delivered a Grant of Security Interest in United States Trademarks dated March 28, 2013 and recorded on March 28, 2013 at Reel 004993, Frame 0107 (as amended of record from time to time hereinafter, the "Grant") in favor of the Grantee, pursuant to which the Existing Grantors pledged, assigned and granted a security interest in certain Marks (as defined therein);

WHEREAS, pursuant to that certain Joinder Agreement dated February 21, 2014 by and among, among others, the Existing Grantors, the New Grantor and the Grantee, the New Grantor has joined in the execution of, and became a party to, among other agreements, the Security Agreement (as a "Grantor" as defined therein); and

WHEREAS, the Grantors have developed and/or acquired additional Marks and desire to hereby confirm the pledge of, and the grant of a security interest in, such additional Marks in favor of the Grantee.

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 Grant.
2. Supplement to Schedule A. Schedule A to the Grant is hereby supplemented, but not replaced, by Schedule A-1 annexed hereto.
3. Miscellaneous:

- a. Except as provided herein, all terms and conditions of the 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 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 have executed this Supplement as of the date first written above.

SBG REVO HOLDINGS, LLC,
as a Grantor

By: _____
Name: Gary Klein
Title: Chief Financial Officer

SEQUENTIAL BRANDS GROUP, INC.,
as a Grantor

By: _____
Name: Gary Klein
Title: Chief Financial Officer

SEQUENTIAL LICENSING, 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 First Supplement to Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 005239 FRAME: 0042

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&AND MATTER, LLC,
as a Grantor

By: _____

Name: Gary Klein

Title: Chief Financial Officer

SCHEDULE A-1

	<u>Trademarks</u>	<u>Owner</u>	<u>Application Date</u>	<u>Status</u>	<u>Registration Date</u>	<u>Registration No. (Application No.)</u>	<u>Country</u>
1.	REVO	SBG Revo Holdings, LLC	01/29/1986	Registered	08/26/1986	1406608	United States
2.	BELAY	SBG Revo Holdings, LLC	02/13/2009	Registered	09/08/2009	3680052	United States
3.	EFFLUX	SBG Revo Holdings, LLC	02/13/2009	Registered	09/08/2009	3680060	United States
4.	HIGHSIDE	SBG Revo Holdings, LLC	02/13/2009	Registered	09/08/2009	3680053	United States
5.	LOOK DEEPER	SBG Revo Holdings, LLC	02/13/2009	Registered	09/08/2009	3680058	United States
6.	POLARIZE YOUR LIFE	SBG Revo Holdings, LLC	02/13/2009	Registered	09/08/2009	3680056	United States
7.	RED POINT	SBG Revo Holdings, LLC	02/13/2009	Registered	9/8/2009	3680051	United States
8.	THRIVE	SBG Revo Holdings, LLC	02/13/2009	Registered	09/08/2009	3680059	United States
9.	ABYSS	SBG Revo Holdings, LLC	02/13/2009	Registered	09/15/2009	3683410	United States
10.	DISCERN	SBG Revo Holdings, LLC	02/13/2009	Registered	09/15/2009	3683411	United States
11.	UNDERCUT	SBG Revo Holdings, LLC	02/13/2009	Registered	09/15/2009	3683412	United States
12.	HITCH	SBG Revo Holdings, LLC	03/17/2010	Registered	10/26/2010	3867658	United States

	<u>Trademarks</u>	<u>Owner</u>	<u>Application Date</u>	<u>Status</u>	<u>Registration Date</u>	<u>Registration No. (Application No.)</u>	<u>Country</u>
13.	REVO REFLEX	SBG Revo Holdings, LLC	02/13/2009	Registered	11/10/2009	3708976	United States
14.	TRANSOM	SBG Revo Holdings, LLC	02/13/2009	Registered	02/09/2010	3747037	United States
15.	CHASM	SBG Revo Holdings, LLC	03/17/2010	Registered	10/26/2010	3867657	United States
16.	CHECKPOINT	SBG Revo Holdings, LLC	03/17/2010	Registered	10/26/2010	3867654	United States
17.	CUT BANK	SBG Revo Holdings, LLC	03/17/2010	Registered	10/26/2010	3867656	United States
18.	OVERHANG	SBG Revo Holdings, LLC	03/14/2010	Registered	10/26/2010	3867660	United States
19.	SLOT	SBG Revo Holdings, LLC	03/17/2010	Registered	10/26/2010	3867659	United States
20.	WAYPOINT	SBG Revo Holdings, LLC	03/17/2010	Registered	10/26/2010	3867655	United States
21.	REVO	SBG Revo Holdings, LLC	03/16/2011	Registered	5/8/2012	4137435	United States
22.	REVO	SBG Revo Holdings, LLC	10/09/2013	Filed	N/A	86-087541	United States
23.	REVO	SBG Revo Holdings, LLC	10/09/2013	Filed	N/A	86-087573	United States
24.		SBG Revo Holdings, LLC	10/09/2013	Filed	N/A	86-087665	United States
25.	REVO	SBG Revo Holdings, LLC	10/09/2013	Filed	N/A	86-087597	United States

	<u>Trademarks</u>	<u>Owner</u>	<u>Application Date</u>	<u>Status</u>	<u>Registration Date</u>	<u>Registration No. (Application No.)</u>	<u>Country</u>
		LLC					
26.	REVO	SBG Revo Holdings, LLC	10/09/2013	Filed	N/A	86-087617	United States
27.	REVO	SBG Revo Holdings, LLC	10/09/2013	Filed	N/A	86-087626	United States
28.	REVO	SBG Revo Holdings, LLC	10/9/2013	Filed	N/A	86-087645	United States
29.	HEADWALL	SBG Revo Holdings, LLC	2/13/2009	Filed	9/8/2009	3680057	United States