

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM315805

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Amrep, Inc.		08/21/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	555 California Street, 4th Floor		
<b>Internal Address:</b>	Mail Code: CA5-705-04-09		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94104		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 21</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	4258717	THERE'S NOTHING LIKE THE ORIGINAL	
Registration Number:	4258715	THERE'S NOTHING LIKE THE ORIGINAL	
Registration Number:	4258714	THERE'S NOTHING LIKE THE ORIGINAL	
Registration Number:	3825697	ORIGINAL BIKE SPIRITS	
Registration Number:	3731347	ALTRASAN	
Registration Number:	3713060	ASPIRE	
Registration Number:	3706596	MISTY ASPIRE	
Registration Number:	3380195	XA-17	
Registration Number:	2955123	SUPERFILM	
Registration Number:	2525817	I-CHEM	
Registration Number:	2511059	I-CHEM	
Registration Number:	2282434	AMREP	
Registration Number:	2215741	SUPER PURPLE	
Registration Number:	2207592	OPTIMAX	
Registration Number:	2106440	BIODET	
Registration Number:	2061716	TECHSPEC	
Registration Number:	1865133	ALL ORGANIC	
Registration Number:	1774007	NEXT DIMENSION	
Registration Number:	1672321	FX-216	
<b>TRADEMARK</b>			

OP \$540.00 4258717

Property Type	Number	Word Mark
Registration Number:	1597950	PETRO CHEMICAL
Registration Number:	1275653	MISTY

**CORRESPONDENCE DATA**

**Fax Number:** 9192868199

*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.*

**Phone:** 919 286-8000

**Email:** PTO\_TMconfirmation@mvalaw.com

**Correspondent Name:** Moore & Van Allen PLLC

**Address Line 1:** 430 Davis Drive

**Address Line 2:** Suite 500

**Address Line 4:** Morrisville, NORTH CAROLINA 27560

<b>ATTORNEY DOCKET NUMBER:</b>	327000-11921
<b>NAME OF SUBMITTER:</b>	John E. Slaughter
<b>SIGNATURE:</b>	/John E. Slaughter/
<b>DATE SIGNED:</b>	09/02/2014

**Total Attachments: 4**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of August 21, 2014 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and a right to set off against the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

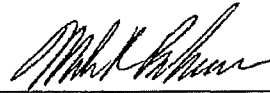
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
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See Schedule 1 attached hereto

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AMREP, INC., a Delaware corporation

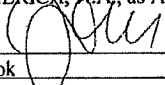
By:   
Name: Mark R. Bachmann  
Title: Executive Vice President and Chief Financial  
Officer

AMREP, INC.  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK  
REEL: 005355 FRAME: 0470

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: Joan Mok

Title: Vice President

AMREP, INC.  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**Schedule 1**

**Amrep, Inc.**  
**(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
THERE'S NOTHING LIKE THE ORIGINAL	4258717	12/11/12
THERE'S NOTHING LIKE THE ORIGINAL	4258715	12/11/12
THERE'S NOTHING LIKE THE ORIGINAL	4258714	12/11/12
ORIGINAL BIKE SPIRITS and Design	3825697	07/27/10
ALTRASAN	3731347	12/29/09
ASPIRE	3713060	11/17/09
MISTY ASPIRE and Design	3706596	11/03/09
XA-17	3380195	02/12/08
SUPERFILM	2955123	05/24/05
I-CHEM and Design	2525817	01/01/02
I-CHEM	2511059	11/20/01
AMREP	2282434	10/05/99
SUPER PURPLE	2215741	01/05/99
OPTIMAX	2207592	12/01/98
BIODET	2106440	10/21/97
TECHSPEC	2061716	05/13/97
ALL ORGANIC and Design	1865133	11/29/94
NEXT DIMENSION	1774007	06/01/93
FX-216	1672321	01/21/92
PETRO CHEMICAL and Design	1597950	05/22/90
MISTY (Stylized)	1275653	05/01/84