

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM340519

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hot Topic Merchandising, Inc.		05/01/2015	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Torrid Merchandising, Inc.		
Street Address:	18501 E. San Jose Avenue		
City:	City of Industry		
State/Country:	CALIFORNIA		
Postal Code:	91748		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 23			
Property Type	Number	Word Mark	
Registration Number:	3071854		
Registration Number:	3071853		
Registration Number:	3086247		
Registration Number:	3583380	DIVASTATUS	
Registration Number:	3021003	DIVASTYLE	
Registration Number:	2589763	TORRID	
Registration Number:	3550167	TORRID BRIDE	
Registration Number:	2589762	TORRID	
Registration Number:	3229457	SENSUOUS PLUNGE	
Registration Number:	2855912	TORRID	
Registration Number:	2855909	TORRID	
Registration Number:	2771872	TORRID	
Registration Number:	4306276	WE SWEAR BY THE FIT	
Registration Number:	4254124	TORRID	
Serial Number:	85746987	LEAN JEAN	
Registration Number:	4376485	WE SWEAR BY THE FIT	
Registration Number:	4376496	TORRID	
Registration Number:	4403424	HAUTE CASH	
Serial Number:	86206725	TORRID INSIDER	

CH \$590.00 3071854

Property Type	Number	Word Mark
Serial Number:	86206681	TORRID INSIDER
Serial Number:	86446846	TORRID
Registration Number:	4180514	RETRO CHIC BY TORRID
Registration Number:	4262019	RETRO CHIC BY TORRID

CORRESPONDENCE DATA

Fax Number: 7145135130

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: 714-424-8215

Email: uspto-tm-oc@sheppardmullin.com

Correspondent Name: CARLO F. VAN DEN BOSCH / SHEPPARD MULLIN

Address Line 1: 650 TOWN CENTER DRIVE

Address Line 2: FOURTH FLOOR

Address Line 4: COSTA MESA, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	19GK-163258
NAME OF SUBMITTER:	CARLO F. VAN DEN BOSCH
SIGNATURE:	/cfv/
DATE SIGNED:	05/06/2015

Total Attachments: 5

source=Torrid TM Assign. - Hot Topic Inc. to Torrid Merchandising Inc#page1.tif
source=Torrid TM Assign. - Hot Topic Inc. to Torrid Merchandising Inc#page2.tif
source=Torrid TM Assign. - Hot Topic Inc. to Torrid Merchandising Inc#page3.tif
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of May 1, 2015 ("Effective Date") by and between **HOT TOPIC, INC.** ("Hot Topic") and **HOT TOPIC MERCHANDISING, INC.** ("Hot Topic Merchandising"), each a California corporation with its principal office at 18305 E. San Jose Avenue, City of Industry, CA 91748 (Hot Topic and Hot Topic Merchandising each, an "Assignor," and collectively, the "Assignors"), and **TORRID MERCHANDISING, INC.**, a California corporation, with its principal office at 18501 E. San Jose Avenue, City of Industry, CA 91748 ("Assignee").

WHEREAS, pursuant to the Contribution Agreement (the "Contribution Agreement"; capitalized terms used but not defined herein shall have the meanings therein) dated May 1, 2015 between Hot Topic and Torrid LLC, a California limited liability company ("Torrid"), Hot Topic has agreed to contribute and transfer to, and to cause its Subsidiaries (including Hot Topic Merchandising) to contribute and transfer to, Torrid and its Subsidiaries (including Assignee), certain assets;

WHEREAS, Assignors are the sole and exclusive owners of the entire right, title and interest in, to and under the trademark registrations set forth on Schedule A hereof, together with the goodwill of the business associated therewith (collectively, the "Marks");

WHEREAS, pursuant to Section 1(a)(v) of the Contribution Agreement, Assignors wish to assign to Assignee, and Assignee wishes to acquire from Assignors, all right, title and interest to the Marks; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Assignor hereby sells, conveys, assigns, transfers and delivers to Assignee its entire right, title and interest in and to the Marks owned by such Assignor as set forth in Schedule A hereof, for the United States and for all foreign countries, including, without limitation, any registrations and applications therefor, any renewals of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignors if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all goodwill associated with the Marks, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignors hereby request the United States Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign jurisdictions, to record Assignee as the assignee and owner of the Marks.

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IN WITNESS WHEREOF, Assignors and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

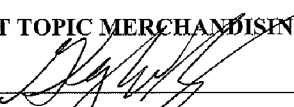
HOT TOPIC, INC.

By:  _____

Name: George Wehlitz

Title: Vice President and Chief Financial Officer

HOT TOPIC MERCHANDISING, INC.

By:  _____

Name: George Wehlitz

Title: Vice President and Chief Financial Officer

TORRID MERCHANDISING, INC.

By:  _____

Name: George Wehlitz

Title: Vice President and Chief Financial Officer

Signature Page to Trademark Assignment Agreement

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)

County of Los Angeles)

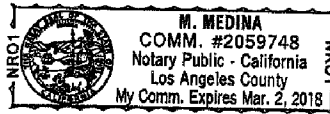
On 4/30/15, before me, Marilyn Medina, Notary Public, personally appeared George Wehlitz who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

M. Medina

(SEAL)



A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)

County of Los Angeles)

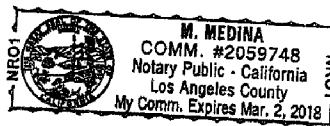
On 4/30/15, before me, Marilyn Medina, Notary Public, personally appeared George Wehlitz who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument

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(SEAL)



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County of Los Angeles)

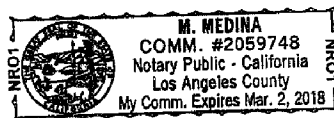
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WITNESS my hand and official seal.

M. Medina

(SEAL)



SCHEDULE A

MARKS

Current Owner	Mark	App./Reg. No.	Jurisdiction
Hot Topic Merchandising, Inc.	Flaming Heart Design	3071854	United States
Hot Topic Merchandising, Inc.	Flaming Heart Design	3071853	United States
Hot Topic Merchandising, Inc.	Flaming Heart Design	3086247	United States
Hot Topic Merchandising, Inc.	DIVASTATUS	3583380	United States
Hot Topic Merchandising, Inc.	DIVASTYLE	3021003	United States
Hot Topic Merchandising, Inc.	TORRID	2589763	United States
Hot Topic Merchandising, Inc.	TORRID BRIDE	3550167	United States
Hot Topic Merchandising, Inc.	TORRID	2589762	United States
Hot Topic Merchandising, Inc.	SENSUOUS PLUNGE	3229457	United States
Hot Topic Merchandising, Inc.	TORRID	2855912	United States
Hot Topic Merchandising, Inc.	TORRID	2855909	United States
Hot Topic Merchandising, Inc.	TORRID	2771872	United States
Hot Topic Merchandising, Inc.	WE SWEAR BY THE FIT	4306276	United States
Hot Topic Merchandising, Inc.	TORRID (New Logo)	4254124	United States
Hot Topic Merchandising, Inc.	LEAN JEAN	85/746987	United States
Hot Topic Merchandising, Inc.	WE SWEAR BY THE FIT	4376485	United States
Hot Topic Merchandising, Inc.	TORRID (New Logo)	4376496	United States
Hot Topic Merchandising, Inc.	HAUTE CASH	4403424	United States
Hot Topic Merchandising, Inc.	TORRID INSIDER	86/206725	United States
Hot Topic Merchandising, Inc.	TORRID INSIDER	86/206681	United States
Hot Topic Merchandising, Inc.	TORRID	86/446846	United States
Hot Topic Merchandising, Inc.	RETRO CHIC BY TORRID & Design	4180514	United States
Hot Topic Merchandising, Inc.	RETRO CHIC BY TORRID & Design	4262019	United States
Hot Topic, Inc.	TORRID	IR868424	Australia
Hot Topic, Inc.	Flaming Heart Design	IR910019	Australia
Hot Topic, Inc.	TORRID & Pink Heart Design	IR951570	Australia

Current Owner	Mark	App./Reg. No.	Jurisdiction
Hot Topic, Inc.	Flaming Heart Design	TMA733182	Canada
Hot Topic, Inc.	TORRID & Pink Heart Design	TMA789235	Canada
Hot Topic, Inc.	DIVASTYLE	TMA794746	Canada
Hot Topic, Inc.	TORRID	TMA730831	Canada
Hot Topic, Inc.	TORRID	IR868424	China
Hot Topic, Inc.	Flaming Heart Design	IR910019	China
Hot Topic, Inc.	Flaming Heart Design	IR910019	(CTM) European Union
Hot Topic, Inc.	TORRID	IR868424	(CTM) European Union
Hot Topic, Inc.	TORRID & Pink Heart Design	IR951570	(CTM) European Union
Hot Topic, Inc.	TORRID & Pink Heart Design	IR951570	Int'l Reg.-Madrid Protocol
Hot Topic, Inc.	TORRID	IR868424	Int'l Reg.-Madrid Protocol
Hot Topic, Inc.	Flaming Heart Design	IR910019	Int'l Reg.-Madrid Protocol
Hot Topic, Inc.	DIVASTYLE	IR911853	Int'l Reg.-Madrid Protocol
Hot Topic, Inc.	Flaming Heart Design	IR910019	Japan
Hot Topic, Inc.	TORRID	IR868424	Japan
Hot Topic, Inc.	Flaming Heart Design	934058	Mexico
Hot Topic, Inc.	TORRID	934639	Mexico
Hot Topic, Inc.	TORRID	934638	Mexico
Hot Topic, Inc.	TORRID	934637	Mexico
Hot Topic, Inc.	Flaming Heart Design	934630	Mexico
Hot Topic, Inc.	Flaming Heart Design	954744	Mexico
Hot Topic, Inc.	TORRID	934640	Mexico
Hot Topic, Inc.	Flaming Heart Design	934629	Mexico
Hot Topic, Inc.	Flaming Heart Design	934628	Mexico
Hot Topic, Inc.	Flaming Heart Design	934059	Mexico
Hot Topic, Inc.	Flaming Heart Design	934057	Mexico
Hot Topic, Inc.	TORRID	634636	Mexico
Hot Topic, Inc.	TORRID	953605	Mexico
Hot Topic, Inc.	TORRID	IR868424	United Kingdom

TRADEMARK

RECORDED: 05/06/2015

REEL: 005511 FRAME: 0388