

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM341534

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Third Supplement to Grant of Security Interest in United States Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Band Matter, LLC		05/14/2015	LIMITED LIABILITY COMPANY: DELAWARE
SBG Revo Holdings, LLC		05/14/2015	LIMITED LIABILITY COMPANY: DELAWARE
Galaxy Brands LLC		05/14/2015	LIMITED LIABILITY COMPANY: DELAWARE
SBG FM, LLC		05/14/2015	LIMITED LIABILITY COMPANY: DELAWARE
LNT Brands LLC		05/14/2015	LIMITED LIABILITY COMPANY: DELAWARE
The Basketball Marketing Company, Inc.		05/14/2015	CORPORATION: DELAWARE
American Sporting Goods Corporation		05/14/2015	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
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: 22

Property Type	Number	Word Mark
Registration Number:	4429106	
Registration Number:	2337611	LNT
Registration Number:	4628889	L-N-T
Registration Number:	3505724	MAGIC COMFORT
Registration Number:	3364113	NEW ATTITUDE
Serial Number:	77704468	HAVANA JACK'S CAFÉ
Serial Number:	86040103	JAMAICA BAY

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86404846	CJ BREEZE
Serial Number:	86486152	CJ BREEZE
Serial Number:	86311000	ELLEN TRACY
Serial Number:	77679016	COMPANY ELLEN TRACY
Serial Number:	86457646	AVI-TECH
Serial Number:	86413036	1
Serial Number:	86975097	LINENS -N- THINGS
Serial Number:	86192614	L-N-T
Serial Number:	86976004	SWISS TECH
Serial Number:	86417675	SWISSTECH
Serial Number:	85977071	SWISSTEC
Serial Number:	85158524	NEVADOS
Serial Number:	86509516	THE FRANKLIN MINT
Serial Number:	86486268	SEQUENTIAL
Serial Number:	86486309	SEQUENTIAL

CORRESPONDENCE DATA

Fax Number: 8004947512

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: 202-370-4750

Email: ipteam@nationalcorp.com

Correspondent Name: Dwayne C. Houston

Address Line 1: 1025 Vermont Avenue Ave. NW, Suite 1130

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	F155808
NAME OF SUBMITTER:	Andrew Nash
SIGNATURE:	/Andrew Nash/
DATE SIGNED:	05/15/2015

Total Attachments: 6

source=2015 -- Galaxy Brands - 3rd Supplement to Grant of Security Interest in US Trademarks#page1.tif
source=2015 -- Galaxy Brands - 3rd Supplement to Grant of Security Interest in US Trademarks#page2.tif
source=2015 -- Galaxy Brands - 3rd Supplement to Grant of Security Interest in US Trademarks#page3.tif
source=2015 -- Galaxy Brands - 3rd Supplement to Grant of Security Interest in US Trademarks#page4.tif
source=2015 -- Galaxy Brands - 3rd Supplement to Grant of Security Interest in US Trademarks#page5.tif
source=2015 -- Galaxy Brands - 3rd Supplement to Grant of Security Interest in US Trademarks#page6.tif

**THIRD SUPPLEMENT TO GRANT OF
SECURITY INTEREST IN UNITED STATES TRADEMARKS**

This Third Supplement to Grant of Security Interest in United States Trademarks (this “Third Supplement”) is made as of the 14th day of May, 2015 by **B@ND MATTER, LLC**, a Delaware limited liability company, **SBG REVO HOLDINGS, LLC**, a Delaware limited liability company, **GALAXY BRANDS LLC**, a Delaware limited liability company, **SBG FM, LLC**, a Delaware limited liability company, **LNT BRANDS LLC**, a Delaware limited liability company, **THE BASKETBALL MARKETING COMPANY, INC.**, a Delaware corporation, and **AMERICAN SPORTING GOODS CORPORATION**, a Delaware corporation (collectively, 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 (defined below).

WHEREAS, reference is made to that certain (a) Amended and Restated Security Agreement dated as of August 15, 2014 (the “Security Agreement”), entered into by, among others, the Grantors and the Grantee, to which SBG Revo Holdings, LLC, joined as a party pursuant to the Joinder Agreement dated February 21, 2014 and (b) Grant of Security Interest in United States Trademarks dated March 28, 2013 and recorded with the United States Patent and Trademark office on March 28, 2013 at Reel 004993, Frame 0107 (the “Existing Grant”), executed and delivered by the Grantors in favor of the Grantee, pursuant to which certain Grantors pledged, assigned and granted a security interest in certain Marks (as defined therein), as supplemented pursuant to the First Supplement to Grant of Security Interest in United States Trademarks dated February 21, 2014 and recorded on March 18, 2014 at Reel 005239, Frame 0038, and as further supplemented pursuant to the Second Supplement to Grant of Security Interest in United States Trademarks dated August 15, 2014 and recorded on August 15, 2014 at Reel 005345, Frame 0155 (collectively, the “TM Supplements” and together with the Existing Grant, collectively, the “Grant”);

WHEREAS, pursuant to the Security Agreement, as further evidenced by the Grant, the Grantors have granted a security interest to the Grantee in, among other things, the Marks (as defined in the Existing Grant); 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. For the purposes of clarity, from and after the date hereof, Schedule A shall be deemed to include (i) the Marks referenced on Schedule A as such Schedule A exists immediately prior to the date hereof (including as

1819963.3

supplemented pursuant to the TM Supplements), and (ii) the Marks referenced on 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 Third 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 Third Supplement as of the date first written above.

SBG REVO HOLDINGS, LLC,
as a Grantor

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

B@ND MATTER, LLC,
as a Grantor

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

GALAXY BRANDS LLC,
a Grantor

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

Signature page to Third Supplement to Grant of Security Interest in United States Trademarks

SBG FM, LLC,
as a Grantor

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

LNT BRANDS LLC,
as a Grantor

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

**THE BASKETBALL MARKETING
COMPANY, INC.,**
as a Grantor

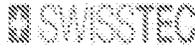
By: _____
Name: Gary Klein
Title: Chief Financial Officer

**AMERICAN SPORTING GOODS
CORPORATION,**
as a Grantor

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

SCHEDULE A-1

	Country	Applicant / Registrant	Mark	Design	Appln. No.	Filing Date	Reg. No.	Reg. Date	Class (es)	Status
1.	USA	B&M Matter, LLC	HAVANA JACK'S CAFE		77/704,468	4/1/2009			26	Allowed
2.	USA	B&M Matter, LLC	MISCELLANEO US DESIGN (HUT & PALM TREE DESIGN)		85/094,070	7/27/2010	4,429,106	11/5/2013	18, 20, 21	Registered
3.	USA	B&M Matter, LLC	JAMAICA BAY		86/040,103	8/16/2013			25	Allowed
4.	USA	B&M Matter, LLC	CJ BREEZE		86/404,846	3/24/2014			18	Pending
5.	USA	B&M Matter, LLC	CJ BREEZE		86/486,152	12/19/2014			24	Pending
6.	USA	B&M Matter, LLC	ELLEN TRACY		86/311,000	6/16/2004			4, 8, 11, 21	Pending
7.	USA	B&M Matter, LLC	COMPANY ELLEN TRACY		77/679,016	2/26/2009	4,422,145	10/22/2013	3, 4, 9, 14, 18, 20, 21, 24, 25, 26	Registered
8.	USA	B&M Matter, LLC	ELLEN TRACY		86/311,000	6/16/2014			4, 8, 11, 21	OA Issued 9/25/2014
9.	Puerto Rico	SBG Revo Holdings, LLC	REVO		27277	6/10/1986	27277	6/10/1987	9	Registered
10.	Puerto Rico	American Sporting Goods Corporation	AVIA		unknown	6-Jul-88	28,555	20-Apr-89	25	Registered
11.	Puerto Rico	American Sporting Goods Corporation	AVIA		15045		28914	5-Feb-90	18	Registered
12.	United States	American Sporting Goods Corporation	AVI-TECH		86/457,646	18-Nov-14			25	Pending
13.	United States	The Basketball Marketing Company, Inc.	1 (stylized and/or with design)		86/413,036	02-Oct-14			25	Filed

	Country	Applicant / Registrant	Mark	Design	Appl. No.	Filing Date	Reg. No.	Reg. Date	Class (es)	Status
14.	United States	LNT Brands LLC	LINENS-N-THINGS		86/975,097	29-Jan-14			8, 11, 14, 16, 18, 20, 21, 24, 25	
15.	United States	LNT Brands LLC	LNT		75/546/927	1-Sep-98	2,337,611	4-Apr-00	20, 24, 27, 35	Registered
16.	United States	LNT Brands LLC	L-N-T		86/192,614	13-Feb-14			8, 11, 14, 16, 18, 20, 21, 24, 25, 27, 35,	Pending
17.	United States	LNT Brands LLC	L-N-T		86/975,158	13-Feb-14	4,628,889	28-Oct-14	35	Registered
18.	United States	LNT Brands LLC	MAGIC COMFORT		76/659,622	5-May-06	3,505,724	23-Sep-08	24	Registered
19.	United States	LNT Brands LLC	NEW ATTITUDE		76/669,884	4-Dec-06	3,364,113	8-Jan-08	16, 20, 24, 14	Registered
20.	United States	Galaxy Brands LLC	SWISS TECH (stylized and/or with design)		86/976,004	10/08/2014			25	Filed
21.	United States	Galaxy Brands LLC	SWISS TECH (stylized and/or with design)		86/417,675	10/08/2014			9, 11, 14, 18, 20, 21, 22, 28	Filed
22.	United States	Galaxy Brands LLC	SWISSTEC		85/977,071	11/12/2010			25	Filed
23.	United States	American Sporting Goods Corporation	NEVADOS		85/158,524	10/21/2010				
24.	United States	SBG FM, LLC	THE FRANKLIN MINT		86/509,516	1/21/2015				
25.	United States	Sequential Brands Group, Inc.	SEQUENTIAL		86/486,268	12/19/2014				
26.	United States	Sequential Brands Group, Inc.	SEQUENTIAL		86/486,309	12/19/2014				