

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM354823

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
B&AND MATTER, LLC		09/11/2015	LIMITED LIABILITY COMPANY: DELAWARE
SBG REVO HOLDINGS, LLC		09/11/2015	LIMITED LIABILITY COMPANY: DELAWARE
GALAXY BRANDS LLC		09/11/2015	LIMITED LIABILITY COMPANY: DELAWARE
SBG FM, LLC		09/11/2015	LIMITED LIABILITY COMPANY: DELAWARE
LNT BRANDS LLC		09/11/2015	LIMITED LIABILITY COMPANY: DELAWARE
THE BASKETBALL MARKETING COMPANY, INC.		09/11/2015	CORPORATION: DELAWARE
AMERICAN SPORTING GOODS CORPORATION		09/11/2015	CORPORATION: DELAWARE
JOE'S HOLDINGS LLC		09/11/2015	LIMITED LIABILITY COMPANY: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	WILMINGTON TRUST, NATIONAL ASSOCIATION
<b>Street Address:</b>	50 SOUTH SIXTH STREET
<b>Internal Address:</b>	SUITE 1290
<b>City:</b>	MINNEAPOLIS
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55402
<b>Entity Type:</b>	NATIONAL ASSOCIATION: UNITED STATES

## PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
<b>Serial Number:</b>	86410732	DON'T HOLD BACK
<b>Serial Number:</b>	86410714	DON'T HOLD BACK
<b>Registration Number:</b>	4688931	ELSE
<b>Registration Number:</b>	4659846	JOE'S WILD
<b>Registration Number:</b>	3114334	THE LOVER

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3225514	JOE'S
Registration Number:	3156022	JOE'S JD
Registration Number:	3865934	JD
Registration Number:	3857397	JOE'S JD
Registration Number:	3861398	JOE'S
Registration Number:	3861399	JD
Registration Number:	3551675	JOE'S JD
Registration Number:	2653566	JD
Registration Number:	3830608	THE SHIRT BY JOE'S
Registration Number:	4429106	
Serial Number:	86040103	JAMAICA BAY
Serial Number:	86404846	CJ BREEZE
Serial Number:	86486152	CJ BREEZE
Serial Number:	86311000	ELLEN TRACY
Serial Number:	86457646	AVI-TECH
Serial Number:	86413036	1
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
Serial Number:	86714420	WOMEN-HYPHENATED
Serial Number:	86655908	AND 1
Registration Number:	3395645	ORIGINAL INTENT
Serial Number:	86743891	WORK THE BODY, FREE THE MND
<b>CORRESPONDENCE DATA</b> Fax Number: 7045032622 <i>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.</i> Phone: 704 503 2600 Email: vbantug@kslaw.com Correspondent Name: KING & SPALDING Address Line 1: 100 N TRYON STREET Address Line 2: SUITE 3900 Address Line 4: CHARLOTTE, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:		18588.015204

<b>NAME OF SUBMITTER:</b>	Vicky R. Bantug
<b>SIGNATURE:</b>	/Vicky R. Bantug/
<b>DATE SIGNED:</b>	09/11/2015
<b>Total Attachments: 7</b> source=GSO_Sequential - EXECUTED First Trademark Supplement#page1.tif source=GSO_Sequential - EXECUTED First Trademark Supplement#page2.tif source=GSO_Sequential - EXECUTED First Trademark Supplement#page3.tif source=GSO_Sequential - EXECUTED First Trademark Supplement#page4.tif source=GSO_Sequential - EXECUTED First Trademark Supplement#page5.tif source=GSO_Sequential - EXECUTED First Trademark Supplement#page6.tif source=GSO_Sequential - EXECUTED First Trademark Supplement#page7.tif	

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

This First Supplement to Grant of Security Interest in United States Trademarks (this "First Supplement") is made as of the 11th day of September, 2015 by **B@ND MATTER, LLC**, a Delaware limited liability company ("Brand"), **SBG REVO HOLDINGS, LLC**, a Delaware limited liability company ("SBG Revo"), **GALAXY BRANDS LLC**, a Delaware limited liability company ("Galaxy"), **SBG FM, LLC**, a Delaware limited liability company ("SBG"), **LNT BRANDS LLC**, a Delaware limited liability company ("LNT"), **THE BASKETBALL MARKETING COMPANY, INC.**, a Delaware corporation ("BMC"), **AMERICAN SPORTING GOODS CORPORATION**, a Delaware corporation ("ASGC"), and **JOE'S HOLDINGS LLC**, a Delaware limited liability company ("Joe's Holdings"; and together with Brand, SBG Revo, Galaxy, SBG, LNT, BMC and ASGC, the "Grantors"), in favor of **WILMINGTON TRUST, NATIONAL ASSOCIATION**, 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) Security Agreement dated as of August 15, 2014 (the "Security Agreement"), entered into by, among others, certain Grantors (as defined therein) and the Grantee, and (b) Grant of Security Interest in United States Trademarks dated August 15, 2014 and recorded on August 15, 2015 at Reel 5345, Frame 0172 (collectively, the "Grant"), to which Joe's Holdings joined as a party pursuant to the Joinder Agreement dated September 11, 2015;

**WHEREAS**, pursuant to the Security Agreement, as further evidenced by the Grant, each Grantor has granted a security interest to the Grantee in, among other things, the Marks; and

**WHEREAS**, each Grantor has developed and/or acquired additional Marks and desires 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) 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. Each Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants contained therein.
- b. This First 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 First Supplement as of the date first written above.

JOE'S HOLDINGS LLC,  
as a Grantor

By: \_\_\_\_\_  
Name: Gary Klein  
Title: CFO

B&AND MATTER, LLC, as a Grantor

By: \_\_\_\_\_  
Name: Gary Klein  
Title: CFO

SBG REVO HOLDINGS, LLC, as a Grantor

By: \_\_\_\_\_  
Name: Gary Klein  
Title: CFO

GALAXY BRANDS LLC, as a Grantor

By: \_\_\_\_\_  
Name: Gary Klein  
Title: CFO

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

LNT BRANDS LLC, as a Grantor

By: \_\_\_\_\_  
Name: Gary Klein  
Title: CFO

THE BASKETBALL MARKETING  
COMPANY, INC, as a Grantor

By: \_\_\_\_\_  
Name: Gary Klein  
Title: CFO

AMERICAN SPORTING GOODS  
CORPORATION, as a Grantor

By: \_\_\_\_\_  
Name: Gary Klein  
Title: CFO


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


SCHEDULE A-1


Country	Mark	Design	Appln. No.	Filing Date	Reg. No.	Reg. Date
USA	DON'T HOLD BACK		86410732	September 30, 2014		
USA	DON'T HOLD BACK		86410714	9/30/2014		
USA	ELSE		85259445	3/7/2011	4688931	2/17/2015
USA	JOE'S WILD		85259450	3/7/2011	4659846	12/23/2014
USA	THE LOVER		78683266	8/2/2005	3114334	7/11/ 2006
USA	JOE'S	JOE'S	78308471	10/2/2003	3225514	4/3/2007
USA	JOE'S JD	JOE'S JD	78308448	10/2/2003	3156022	10/17/2006
USA	JD	JD	77980310	6/12/2009	3865934	10/19/2010
USA	JOE'S JD	JOE'S JD	77524002	7/16/2008	3857397	10/5/2010
USA	JOE'S	JOE'S	77523997	7/16/2008	3861398	10/12/2010
USA	JD	JD	77524004	7/16/2008	3861399	10/12/2010
USA	JOE'S JD	JOE'S JD	77421197	3/13/2008	3551675	12/23/2008
USA	JD	JD	76225411	3/16/2001	2653566	11/26/2002



Country	Mark	Design	Appln. No.	Filing Date	Reg. No.	Reg. Date
USA	THE SHIRT BY JOE'S		77796819	8/4/2009	3830608	8/10/2010

Country	Applicant / Registrant	Mark	Design	Appln. No.	Filing Date	Reg. No.	Reg. Date	Class (es)	Status
USA	B@and Matter, LLC	MISCELLANEOUS DESIGN (HUT & PALM TREE)		85/094,070	7/27/2010	4,429,106	11/5/2013	18, 20, 21	Registered
USA	B@and Matter, LLC	JAMAICA BAY		86/040,103	8/16/2013			25	Allowed
USA	B@and Matter, LLC	CJ BREEZE		86/404,846	3/24/2014			18	Pending
USA	B@and Matter, LLC	CJ BREEZE		86/486,152	12/19/2014			24	Pending
USA	B@and Matter, LLC	ELLEN TRACY		86/311,000	6/16/2004			4, 8, 11, 21	Pending
Puerto Rico	SBG Revo Holdings, LLC	REVO		27277	6/10/1986	27277	6/10/1987	9	Registered
Puerto Rico	American Sporting Goods Corporation	AVIA		unknown	6-Jul-88	28,555	20-Apr-89	25	Registered
Puerto Rico	American Sporting Goods Corporation	AVIA		15045		28914	5-Feb-90	18	Registered
United States	American Sporting Goods Corporation	AVI-TECH		86/457,646	18-Nov-14			25	Pending
United States	The Basketball Marketing Company, Inc.	1 (stylized and/or with design)		86/413,036	02-Oct-14			25	Filed
United States	Galaxy Brands LLC	SWISS TECH (stylized and/or with design)		86/976,004	10/08/2014			25	Filed

Country	Applicant / Registrant	Mark	Design	Appin. No.	Filing Date	Reg. No.	Reg. Date	Class (es)	Status
United States	Galaxy Brands	SWISS TECH (stylized and/or with design)		86/417,675	10/08/2014			9, 11, 14, 18, 20, 21, 22, 28	Filed
United States	Galaxy Brands	SWISSTEC		85/977,071	11/12/2010			25	Filed
United States	American Sporting Goods Corporation	NEVADOS		85/158,524	10/21/2010				
United States	SBG FM, LLC	THE FRANKLIN MINT		86/509,516	1/21/2015				
United States	Sequential Brands Group, Inc.	SEQUENTIAL		86/486,268	12/19/2014				
United States	Sequential Brands Group, Inc.	SEQUENTIAL		86/486,309	12/19/2014				

Country	Owner	Mark	Design	Appin. No.	Filing Date	Reg. No.	Reg. Date
USA	Brand Matter, LLC	WOMEN-HYPHENATED		86714420	August 04, 2015		
USA	The Basketball Marketing Company, Inc.	AND 1		86655908	June 9, 2015		
USA	Sequential Brands Group, Inc.	ORIGINAL INTENT		77975110	September 22, 2006	3395645	March 11, 2008
USA	American Sporting Goods Corporation	WORK THE BODY, FREE THE MIND		86743891	September 1, 2015		