

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM414869

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

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
J. America, LLC		02/02/2017	Limited Liability Company: MICHIGAN
Top of the World, LLC		02/02/2017	Limited Liability Company: OKLAHOMA

## RECEIVING PARTY DATA

<b>Name:</b>	KeyBank National Association
<b>Street Address:</b>	127 Public Square
<b>City:</b>	Cleveland
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	44114
<b>Entity Type:</b>	National Association: UNITED STATES

## PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3162638	J. AMERICA
Registration Number:	2915957	ONE FIT
Registration Number:	1727767	TOW
Registration Number:	1918024	TOP OF THE WORLD
Registration Number:	4804642	MEMORY FIT
Registration Number:	4784414	FEEL THE FIT
Registration Number:	4671439	M-F1T
Registration Number:	4874778	THE CAP OF COLLEGE
Registration Number:	4432465	THE CAP OF COLLEGE
Registration Number:	4432464	THE WORLD IS YOURS
Registration Number:	4432463	TW
Serial Number:	87240760	CAPTIVATING HEADWEAR

## CORRESPONDENCE DATA

Fax Number: 2164798386

*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: 2164798386

TRADEMARK

**Email:** rebecca.gallagher@squirepb.com  
**Correspondent Name:** Steven M. Auvil  
**Address Line 1:** Squire Patton Boggs (US) LLP  
**Address Line 4:** Cleveland, OHIO 44114

**NAME OF SUBMITTER:** Steven M. Auvil

**SIGNATURE:** /s/ Steven M. Auvil

**DATE SIGNED:** 02/03/2017

**Total Attachments: 4**

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AMENDED AND RESTATED  
NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS  
February 2, 2017

United States Patent and Trademark Office

Ladies and Gentlemen:

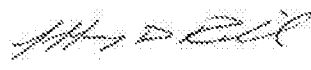
Please be advised that pursuant to the Amended and Restated Security and Pledge Agreement dated as of February 2, 2017 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among J. America, LLC, a Michigan limited liability company, Top of the World, LLC, an Oklahoma limited liability company (as successor by merger to Top of the World Holdings, LLC), the other Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and KeyBank National Association, as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, each of the undersigned Obligor has granted a continuing security interest in, and a right of setoff against, any and all right, title and interest of each such Obligor in and to and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

Each of 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.

[Signature Page Follows]

Very truly yours,

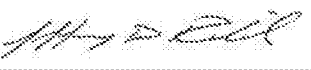
TOP OF THE WORLD, LLC

By: 

Name: Jeffrey D. Robich

Title: Vice President and Treasurer

J. AMERICA, LLC

By: 

Name: Jeffrey D. Robich

Title: Vice President

Acknowledged and Accepted:

KEYBANK NATIONAL ASSOCIATION,  
as Administrative Agent

By: \_\_\_\_\_

Name: Thomas J. Evans

Title: Vice President

010-8418-4611/AMERICAS

Very truly yours,

TOP OF THE WORLD, LLC

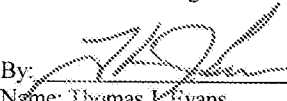
By: \_\_\_\_\_  
Name: Jeffrey D. Robich  
Title: Vice President and Treasurer

J. AMERICA, LLC

By: \_\_\_\_\_  
Name: Jeffrey D. Robich  
Title: Vice President

Acknowledged and Accepted:

KEYBANK NATIONAL ASSOCIATION,  
as Administrative Agent



By:  \_\_\_\_\_  
Name: Thomas J. Evans  
Title: Vice President

010-8418-4611/AMERICAS

**TRADEMARK**  
**REEL: 005981 FRAME: 0372**

Schedule 1

Trademarks, Trade Name and Service Marks:

<u>Mark</u>	<u>Country</u>	<u>Registration Number</u>	<u>Record Owner</u>
J. AMERICA	United States	3162638	J. America, LLC
ONE FIT	United States	2915957	Top of the World, LLC
TOW 	United States	1727767	Top of the World, LLC
TOP OF THE WORLD	United States	1918024	Top of the World, LLC
MEMORY FIT	United States	4804642	Top of the World, LLC
FEEL THE FIT	United States	4784414	Top of the World, LLC
M-FIT	United States	4671439	Top of the World, LLC
THE CAP OF COLLEGE	United States	4874778	Top of the World, LLC
THE CAP OF COLLEGE	United States	4432465	Top of the World, LLC
THE WORLD IS YOURS	United States	4432464	Top of the World, LLC
TW 	United States	4432463	Top of the World, LLC

Trademark Applications:

<u>Mark</u>	<u>Country</u>	<u>Application Number</u>	<u>Applicant</u>
CAPTIVATING HEADWEAR	United States	87240760	Top of the World, LLC