

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM446743

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
HOT TOPIC, INC.		10/06/2017	Corporation: CALIFORNIA
HU MERCHANDISING, LLC		10/06/2017	Limited Liability Company: DELAWARE
HOT TOPIC MERCHANDISING, INC.		10/06/2017	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A.		
<b>Street Address:</b>	100 Federal Street, 9th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02110		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4704829	BLACKMATTER	
<b>Registration Number:</b>	4609804	F BOMB	
<b>Registration Number:</b>	5276601	HER UNIVERSE	
<b>Serial Number:</b>	87440998	DREAM YOUR WORLD. BE YOUR WORLD. FLAUNTY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6173417729		
<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>			
<b>Phone:</b>	6173417729		
<b>Email:</b>	katarzyna.gaysunas@morganlewis.com		
<b>Correspondent Name:</b>	Katarzyna Gaysunas		
<b>Address Line 1:</b>	1 Federal Street		
<b>Address Line 2:</b>	c/o Morgan, Lewis & Bockius LLP		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02110		
<b>NAME OF SUBMITTER:</b>	Katarzyna Gaysunas		
<b>SIGNATURE:</b>	/Katarzyna Gaysunas/		

CH \$115.00 4704829

<b>DATE SIGNED:</b>	10/11/2017
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**Total Attachments: 5**

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

October 6, 2017

Reference is made to the Security Agreement, dated as of June 12, 2013, by and among HOT TOPIC, INC., a California corporation ("Hot Topic"), HU MERCHANDISING, LLC, a Delaware limited liability corporation and HOT TOPIC MERCHANDISING, INC., a California corporation (each a "Grantor," and collectively the "Grantors"), BANK OF AMERICA, N.A., a national banking association, as administrative agent and collateral agent (in such capacity, the "Grantee") for its benefit of the other Credit Parties referred to therein, and the other parties thereto from time to time (as amended, confirmed and ratified by that certain Confirmation, Ratification and Amendment of Ancillary Loan Documents dated as of the date hereof by and among the Grantors, the Grantee and certain other parties party thereto) and as may be further restated, supplemented, replaced or otherwise modified and in effect from time to time, the "Security Agreement"). Capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Security Agreement.

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each Grantor hereby pledges and grants to the Grantee, for its benefit and the benefit of the other Credit Parties, a lien on and security interest in all of each Grantor's right, title and interest in, to and under the Trademarks set forth on Schedule A attached hereto, all (i) rights and privileges arising under applicable law with respect to each Grantor's use of such Trademarks, (ii) reissues, continuations, extensions and renewals thereof, (iii) goodwill of the businesses with which such Trademarks are associated, (iv) income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect thereto, including, without limitation, damages, claims and payments for past, present or future infringements thereof, (v) rights corresponding thereto throughout the world and (vi) rights to sue for past, present and future infringements thereof; *provided* that no lien or security

interest shall be granted in any United States intent-to-use Trademark applications solely to the extent that, and during the period in which, the grant of a lien or security interest therein would impair the validity or enforceability of such intent-to-use Trademark applications under applicable federal law.

THIS GRANT (this "Grant") is made to secure the satisfactory payment and performance of all the Secured Obligations. The rights and remedies of the Grantee with respect to the lien and security interest granted herein, and the rights, privileges, immunities and protections of the Grantee in the acceptance, execution, delivery and performance of this Grant, are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

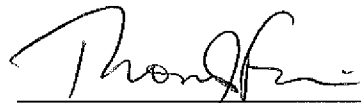
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IN WITNESS WHEREOF, each of the undersigned has duly executed and delivered this Grant as of the date above first written.

HOT TOPIC, INC., as a Grantor

HU MERCHANDISING, LLC, as a Grantor

HOT TOPIC MERCHANDISING, INC., as a Grantor

By:   
Name: Thomas Finn  
Title: Chief Financial Officer

[Signature Page to Grant of Security Interest in United States Trademarks]

**TRADEMARK**  
**REEL: 006179 FRAME: 0602**

**BANK OF AMERICA, N.A., as Grantee**

By:



\_\_\_\_\_  
Name: Matthew Potter

Title: Vice President

[Signature Page to Grant of Security in United States Trademarks]

**TRADEMARK**  
**REEL: 006179 FRAME: 0603**

SCHEDULE A

<b>Trademark</b>	<b>Application No.</b>	<b>Application Date</b>	<b>Registration Date</b>	<b>Registration No.</b>	<b>Grantor</b>
BLACKMATTER	86/121713	Nov-18-2013	Mar-17-2015	4704829	Hot Topic Merchandising, Inc.
DREAM YOUR WORLD. BE YOUR WORLD.	87/464814 <b>Intent to Use</b>	May-25-2017			HU Merchandising, LLC
DREAM YOUR WORLD. BE YOUR WORLD. FLAUNT YOUR WORLD.	87/440998	May-08-2017			HU Merchandising, LLC
F BOMB	86/206135	Feb-27-2014	Sep-23-2014	4609804	Hot Topic Merchandising, Inc.
HER UNIVERSE	86/107645	Nov-01-2013	Aug-29-2017	5276601	HU Merchandising, LLC
HIS UNIVERSE	86/271709 <b>Intent to Use</b>	May-05-2014			HU Merchandising, LLC
OU & Design	87/422951 <b>Intent to Use</b>	Apr-24-2017			HU Merchandising, LLC
OUR UNIVERSE	87/243992 <b>Intent to Use</b>	Nov-21-2016			HU Merchandising, LLC
OUR UNIVERSE & Design	87/423071 <b>Intent to Use</b>	Apr-24-2017			HU Merchandising, LLC