

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM628269

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BIG 5 CORP.		02/24/2021	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A., AS AGENT		
Street Address:	333 S. Hope Street, 19th Floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	1929798	BIG 5	
Registration Number:	2749742	BIG 5 SPORTING GOODS	
Registration Number:	2011485	GOLDEN BEAR	
Registration Number:	5209313	GOLDEN BEAR	
Registration Number:	3448531	H	
Registration Number:	3448530	HARSH	
Registration Number:	5560801	H	
Registration Number:	1976295	PACIFICA	
Registration Number:	2034859	RUGGED EXPOSURE	
Registration Number:	2137720	RUGGED EXPOSURE	
Registration Number:	3454757	RUGGED EXPOSURE	
CORRESPONDENCE DATA			
Fax Number:	7044448847		
<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:	213-457-6624		
Email:	ksaltrick@mcguirewoods.com		
Correspondent Name:	McGuireWoods LLP		
Address Line 1:	355 S. Grand Avenue, Suite 4200		
Address Line 2:	Attention: J. Aufderhar, Esq.		

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TRADEMARK

Address Line 4:	Los Angeles, CALIFORNIA 90071
NAME OF SUBMITTER:	Justin Aufderhar
SIGNATURE:	/s/Justin Aufderhar
DATE SIGNED:	02/25/2021
Total Attachments: 4 source=Big 5 - Memorandum of Security Interest in IP#page1.tif source=Big 5 - Memorandum of Security Interest in IP#page2.tif source=Big 5 - Memorandum of Security Interest in IP#page3.tif source=Big 5 - Memorandum of Security Interest in IP#page4.tif	

**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

February 24, 2021

BIG 5 CORP., a Delaware corporation (“Debtor”), hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, a national banking association as agent for the Lenders (in such capacity, “Agent”), whose address is 333 S. Hope Street, 19th Floor, Los Angeles, California 90071, a security interest in and to all of Debtor’s right, title and interest in and to the trademarks which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the “Trademarks”), together with the goodwill and assets of the business, as set forth in the Loan Agreement (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Loan, Guaranty and Security Agreement dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Loan Agreement”), by and among, Debtor, the other Obligors, the Lenders, and Agent, as security for the Obligations as set forth in the Loan Agreement and the other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Agent may have in any other collateral described in the Loan Agreement or otherwise. Capitalized terms that are undefined herein have the meanings ascribed thereto in the Loan Agreement.

The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property shall be governed by the laws of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 14.13 and 14.14 of the Loan Agreement are hereby incorporated by reference. Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:

BIG 5 CORP.,
a Delaware corporation



By: _____
Name: Barry D. Emerson
Title: Senior Vice President & Chief
Financial Officer

BANK OF AMERICA, N.A.,
as Agent

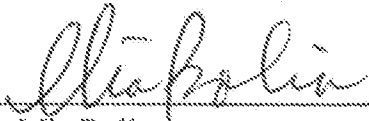
By: 
Name: Mia Bolin
Title: Senior Vice President

EXHIBIT A

Trademarks

Mark	Goods / Services	Registration Number	Registration Date	Expiration Date
BIG 5	Retail sporting goods and wearing apparel stores (Class 42)	1,929,798	10/24/95	10/24/25
BIG 5 SPORTING GOODS	Retail stores featuring sporting goods and wearing apparel (Class 35)	2,749,742	08/12/03	08/12/23
GOLDEN BEAR	Sleeping bags (Class 20); Tents (Class 22)	2,011,485	10/29/96	10/29/26
GOLDEN BEAR	Backpacks (Class 18); Air mattresses for camping (Class 20); Trekking poles (Class 28)	5,209,313	05/23/17	05/23/27
H (Stylized)	Footwear (Class 25)	3,448,531	06/17/08	06/17/28
HARSH and design	Footwear (Class 25)	3,448,530	06/17/08	06/17/28
H (Stylized)	In-line skates (Class 28)	5,560,801	09/11/18	09/11/28
PACIFICA	Fishing poles, fishing line and fishing tackle (Class 28)	1,976,295	05/28/96	05/28/26
RUGGED EXPOSURE	Clothing, namely, men's shorts; hats; and pants (Class 25)	2,034,859	02/04/97	02/04/27
RUGGED EXPOSURE	Sleeping bags (Class 20); Tents (Class 22)	2,137,720	02/17/98	02/17/28
RUGGED EXPOSURE	Shirts, jackets and packaway pants (Class 25)	3,454,757	06/24/08	06/24/28

Exhibit A