

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM700335

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HU MERCHANDISING, LLC		01/06/2022	Limited Liability Company: DELAWARE
HOT TOPIC MERCHANDISING, LLC		01/06/2022	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A., as Grantee		
Street Address:	100 Federal Street, 9th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	5124757	BOXLUNCH	
Registration Number:	5939800	DURA STITCH	
Registration Number:	5083116	GET SOME GIVE BACK	
Registration Number:	5985843	HT DENIM	
Registration Number:	5465252	LUNCH SPECIALS	
Registration Number:	6216986	DREAM YOUR WORLD. BE YOUR WORLD.	
Registration Number:	6455886	OUR UNIVERSE	
Registration Number:	6113843	OUR UNIVERSE	
CORRESPONDENCE DATA			
Fax Number:	6179518736		
<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:	6173417729		
Email:	katarzyna.gaysunas@morganlewis.com		
Correspondent Name:	Katarzyna Gaysunas		
Address Line 1:	1 Federal St		
Address Line 2:	c/o Morgan, Lewis & Bockius LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110-1726		

CH \$215.00 5124757

NAME OF SUBMITTER:	Katarzyna Gaysunas
SIGNATURE:	/Katarzyna Gaysunas/
DATE SIGNED:	01/06/2022
Total Attachments: 5 source=Hot Topic - Second A&R - Grant of Security Interest in United States Trademarks (Executed)#page1.tif source=Hot Topic - Second A&R - Grant of Security Interest in United States Trademarks (Executed)#page2.tif source=Hot Topic - Second A&R - Grant of Security Interest in United States Trademarks (Executed)#page3.tif source=Hot Topic - Second A&R - Grant of Security Interest in United States Trademarks (Executed)#page4.tif source=Hot Topic - Second A&R - Grant of Security Interest in United States Trademarks (Executed)#page5.tif	

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

January 6, 2022

Reference is made to the Amended and Restated Security Agreement, dated as of January 6, 2022, by and among, among others, HU MERCHANDISING, LLC, a Delaware limited liability corporation, HOT TOPIC MERCHANDISING, INC., a California corporation (each a “Grantor,” and collectively the “Grantors”), and 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, 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.

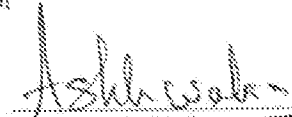
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IN WITNESS WHEREOF, each of the undersigned has duly executed and delivered this Grant as of the date above first written.

HU MERCHANDISING, LLC, as a Grantor

HOT TOPIC MERCHANDISING, INC., as a Grantor

By:


Name: Ash Waler
Title: Chief Financial Officer

BANK OF AMERICA, N.A., as Grantee

By:

.....
Name:
Title:

Signature Page to Grant of Security Interest in United States Trademarks

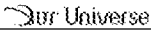
BANK OF AMERICA, N.A., as Grantee

By:  _____

Name: Matthew Potter

Title: Its Authorized Signatory

SCHEDULE A

Trademark	App. Number	Reg. Number	Owner of Record
BOXLUNCH	86389624 09-SEP-2014	5124757 17-JAN-2017	Hot Topic Merchandising, Inc.
DURA STICHTH	88235407 19-DEC-2018	5939800 17-DEC-2019	Hot Topic Merchandising, Inc.
GET SOME GIVE BACK	86666240 17-JUN-2015	5083116 15-NOV-2016	Hot Topic Merchandising, Inc.
HT DENIM	88235419 19-DEC-2018	5985843 11-FEB-2020	Hot Topic Merchandising, Inc.
LUNCH SPECIALS	87136544 12-AUG-2016	5465252 08-MAY-2018	Hot Topic Merchandising, Inc.
DREAM YOUR WORLD. BE YOUR WORLD.	87464814 25-MAY-2017	6216986 08-DEC-2020	HU Merchandising, LLC
OUR UNIVERSE Stylized 	87423071 24-APR-2017	6455886 17-AUG-2021	HU Merchandising, LLC
OUR UNIVERSE	87243992 21-NOV-2016	6113843 28-JUL-2020	HU Merchandising, LLC