

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Belly Buds LLC		02/12/2013	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	Denly Partners, L.P.
Street Address:	13809 Research Blvd., Suite 810
City:	Austin
State/Country:	TEXAS
Postal Code:	78750
Entity Type:	PARTNERSHIP: TEXAS
Composed Of:	<ul style="list-style-type: none"> <li>• Denly Management, L.L.C., TEXAS, LIMITED LIABILITY COMPANY</li> </ul>

Name:	Dennis C. von Waaden, Trustee of The von Waaden 2004 Revocable Trust
Street Address:	13809 Research Blvd., Suite 810
City:	Austin
State/Country:	TEXAS
Postal Code:	78750
Entity Type:	TRUST: TEXAS
Composed Of:	<ul style="list-style-type: none"> <li>• Dennis C. von Waaden, UNITED STATES, INDIVIDUAL</li> </ul>

Name:	Sally A. von Waaden, Trustee of The von Waaden 2004 Revocable Trust
Street Address:	13809 Research Blvd., Suite 810
City:	Austin
State/Country:	TEXAS
Postal Code:	78750
Entity Type:	TRUST: TEXAS
Composed Of:	<ul style="list-style-type: none"> <li>• Sally A. von Waaden, UNITED STATES, INDIVIDUAL</li> </ul>

PROPERTY NUMBERS Total: 5

CH \$140.00 4271841

Property Type	Number	Word Mark
Registration Number:	4271841	CANDY SPROUT
Registration Number:	4030690	VOICESHARE
Registration Number:	3824566	BUDDONS
Registration Number:	3824573	BELLYPHONES
Registration Number:	3848210	BELLY BUDS

**CORRESPONDENCE DATA**

Fax Number: 5124805811  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 512-480-5772  
Email: khays@gdhm.com  
Correspondent Name: Clarke Heidrick  
Address Line 1: 401 Congress Avenue, Suite 2200  
Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER:	A24200.1
NAME OF SUBMITTER:	Clarke Heidrick
Signature:	/Clarke Heidrick/
Date:	08/23/2013

**Total Attachments: 4**  
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**SECOND AMENDED AND RESTATED  
TRADEMARK SECURITY AGREEMENT**

This Second Amended and Restated Trademark Security Agreement (this "Agreement") is executed pursuant to that certain Security Agreement (as amended, the "General Security Agreement") dated as of February 12, 2013, executed by Belly Buds LLC, a California limited liability company (together with its successors and assigns, "Grantor"), for the benefit of Denly Properties, L.P., a Texas limited partnership (together with its successors and assigns, "Denly"), and Dennis C. von Waaden and Sally A. von Waaden, each in their capacity as a Trustee of The von Waaden 2004 Revocable Trust (together, with their successors and assigns, the "Trustees"). Denly and the Trustees are sometimes referred in this Agreement and the General Security Agreement as the "Secured Parties". This Agreement amends and restates in its entirety that certain Trademark Security Agreement dated December 21, 2009, executed by Grantor for the benefit of Denly as amended and restated in that certain Amended and Restated Trademark Security Agreement dated December 31, 2012. Grantor acknowledges that the liens and security interests granted under the General Security Agreement renew and extend valid and subsisting liens and security interests initially granted in that certain Security Agreement dated August 31, 2009 from Grantor to Denly.

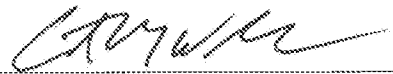
Grantor hereby collaterally assigns and pledges, and grants to the Secured Party, a security interest in and lien on, and confirms and ratifies the assignment, pledge, grant, lien on, and security interest in, all of Grantor's right, title and interest in and to:

All trademarks, trade names, corporate names, business names, fictitious business names, trade styles, trade dress, service marks, logos, source or business identifiers, prints, labels, designs, now existing or hereafter acquired, including, without limitation, all registrations, applications, and renewals thereof, together with that part of the goodwill of the business symbolized thereby (any and all being the "Trademarks") for the Trademarks referred to in Schedule A attached hereto, and including, without limitation, all products, advertising, and packaging embodying any of the Trademarks, and all proceeds from the sale, use, or lease of any of the Trademarks and products, to secure performance of the terms of the General Security Agreement, and all license fees, royalty fees and other proceeds and income in any form from the license, sale, or use of the Trademarks, and all rights to sue and other claims by Grantor for past, present or future infringement of, or dilution of, or other damage to the goodwill of, the Trademarks.

The Secured Parties' lien and security interest in the Trademarks can be terminated only in accordance with the terms of the General Security Agreement.

Date: February 12, 2013.

**BELLY BUDS LLC,**  
a California limited liability company

By:   
Name: Curtis Williams  
Title: Manager

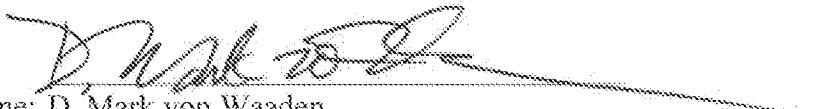
ADDRESS:  
6380 Wilshire Blvd., Suite 1600  
Los Angeles, California 90048

**ACCEPTED:**

Date: February 12, 2013

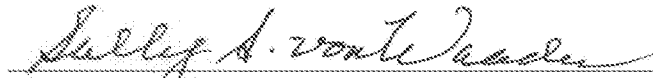
**DENLY PROPERTIES, L.P.,**  
a Texas limited partnership,

By: DENLY MANAGEMENT, L.L.C.,  
its general partner

By:   
Name: D. Mark von Waaden  
Title: President

ADDRESS:  
13809 Research Blvd., Suite 810  
Austin, Texas 78750

  
DENNIS C. VON WAADEN, TRUSTEE OF  
THE VON WAADEN 2004 REVOCABLE TRUST

  
SALLY A. VON WAADEN, TRUSTEE OF  
THE VON WAADEN 2004 REVOCABLE TRUST

ADDRESS:  
13809 Research Blvd., Suite 810  
Austin, Texas 78750

SCHEDULE A

UNITED STATES TRADEMARKS

1. U.S. Trademark Registration No. 3824578 for the mark "BELLYBUDS and Design" and filed December 11, 2009
2. U.S. Trademark Registration No. 4271841 for the mark "CANDY SPROUT" and filed May 18, 2012
3. U.S. Trademark Registration No. 4030690 for the mark "VOICESHARE" and filed June 3, 2010
4. U.S. Trademark Registration No. 3824566 for the mark "BUDDONS" and filed December 11, 2009
5. U.S. Trademark Registration No. 3824573 for the mark "BELLYPHONES" and filed December 11, 2009
6. U.S. Trademark Registration No. 3848210 for the mark "BELLY BUDS" and filed December 31, 2007