

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM308296

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Belly Buds LLC		05/15/2014	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

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:	• Dennis C. von Waaden, UNITED STATES, INDIVIDUAL
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:	• Sally A. von Waaden, UNITED STATES, INDIVIDUAL

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3824578	BELLYBUDS
Registration Number:	4271841	CANDY SPROUT
Registration Number:	4030690	VOICESHARE
Registration Number:	3824566	BUDDONS
Registration Number:	3824573	BELLYPHONES
Registration Number:	3848210	BELLY BUDS
Serial Number:	86239230	POPKIN
Serial Number:	86239218	ROCKSEED
Serial Number:	86074904	BELLYBUDS

CORRESPONDENCE DATA

900292812

TRADEMARK

REEL: 005306 FRAME: 0932

CH \$240.00 3824578

Fax Number: 5124805811

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: 512-480-5772

Email: khays@gdhm.com

Correspondent Name: Kay Hays

Address Line 1: 401 Congress Avenue, Suite 2200

Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER:	A24200.1
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NAME OF SUBMITTER:	Kay Hays
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SIGNATURE:	/s/ Kay Hays
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DATE SIGNED:	06/20/2014
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Total Attachments: 4

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**THIRD AMENDED AND RESTATED
TRADEMARK SECURITY AGREEMENT**

This Third Amended and Restated Trademark Security Agreement (this "Agreement") is executed pursuant to that certain Amended and Restated Security Agreement (as amended, the "General Security Agreement") dated as of May 15, 2014, executed by Belly Buds LLC, a California limited liability company (together with its successors and assigns, "Grantor"), for the benefit of 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"). The Trustees are sometimes referred in this Agreement and the General Security Agreement as the "Secured Party". This Agreement amends and restates in its entirety that certain Second Amended Trademark Security Agreement dated February 12, 2013, executed by Grantor for the benefit of the Trustees and Denly Properties, LP ("Denly"). 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 Amended and Restated Security Agreement dated February 12, 2013 from Grantor to Denly and the Trustees, it being understood that all indebtedness of Grantor to Denly has now been repaid, but that the indebtedness of Grantor to the Trustees remains outstanding.

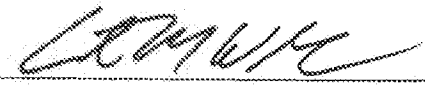
Grantor hereby collaterally assigns and pledges, and grants to the Secured Party, a security interest in and lien on, and confirms and ratifies the assignment, pledge, grant, lien on, and security interest in, all of Grantor's right, title and interest in and to:

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

Date: May 20 2014.

BELLY BUDS LLC,
a California limited liability company

By: 
Name: Curtis Williams
Title: Manager


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

3rd Amended & Restated Trademark Security

ACCEPTED:

Date: May 15, 2014


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
7. Application for International Registration under Application No. 86074904
8. US Trademark applications with respect to the names "POPKIN" and "ROCKSEED"