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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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02-23-2004

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DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached documents or copy thereof.

1. Name of conveying party(ies):

Global Brand Holdings, LLC

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State
☒ Other Limited liability company

Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No

2. Name and address of receiving party(ies)

Name: HSBC Bank USA
Internal Address:
Street Address: 452 Fifth Avenue
City: New York State: NY Zip: 10018

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☒ Other NY State Chartered Bank

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: 07/01/2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

78/056094

B. Trademark Registration No.(s)

Additional number(s) attached ☒ Yes ☐ No

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5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kronish Lieb Weiner & Hellman LLP
Internal Address:

Street Address: 1114 Avenue of the Americas
Attn: Steven K. Weinberg
City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41).....$ 440.00

☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/23/2003 DBYRNE 00000139 78056094
01 FC:8521 40.00 DP
02 FC:8522 400.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Andrea Bromfeld — Name of Person Signing
Andrea Bromfeld — Signature
July 22, 2003 — Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

Continuation of Item 4

Mark	Application Serial No.
FRAGILE	75/852374
XOXO	78/095458
XOXO	78/027514
OXXO	78/132394

Mark	Registration No.
FRAGILE BY XOXO	2,556,155
FRAGILE	2,520,963
FRAGILE	2,036,037
XOXO	2,436,377
XOXO JEANS	2,320,710
XOXO	2,456,625
XOXO	2,370,004
XOXO	2,269,840
XOXO	2,102,098
XOXO	2,009,243
XOXO IN AMERICA AND ABROAD	2,043,508
XOXO IN AMERICA AND ABROAD	2,484,317

Re: Document ID No. 102506707

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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1. Name of conveying party(ies):

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☐ Corporation-State
☒ Other Limited Liability Company

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Execution Date: 07/01/2003

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(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 78/056094

B. Trademark Registration No.(s)

Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Zev Bomrind
Internal Address: Kronish Lieb Weiner & Hellman LLP
Street Address: 1114 Avenue of the Americas
City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41).....$ 440.00

☐ Enclosed *Previously paid by check.
☐ Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Andrea Bromfeld	Andrea Bromfeld	July 22, 2003
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

Continuation of Item 4

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XOXO	2,102,098
XOXO	2,009,243
XOXO IN AMERICA AND ABROAD	2,043,508
XOXO IN AMERICA AND ABROAD	2,484,317

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Global Brand Holdings, LLC, a New York limited liability company having a mailing address at 1407 Broadway, 41st Floor, New York, New York 10018 ("Global"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Global is obligated to HSBC Bank USA ("HSBC") pursuant to (i) a certain Term Loan Agreement (the "Loan Agreement"), dated the date hereof, among Global and HSBC, (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Global in favor of HSBC, and (iii) a Continuing General Security Agreement, dated the date hereof, made by Global in favor of HSBC (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Global has granted to HSBC a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Global does hereby assign unto HSBC and grant to HSBC a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Global expressly acknowledges and affirms that the rights and remedies of HSBC with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: July 1, 2003
New York, New York

Witness:

GLOBAL BRAND HOLDINGS, LLC

_____

By: _____
Name: Stanley Cayre
Title: Acting Manager

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 30 day of July, 2003, before me personally came Stanley Cayre, to me known, who, being by me duly sworn, did depose and say that he is the Acting Manager of Global Brand Holdings, LLC, the company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto on behalf of said company.

Notary Public

MORRIS MISSRY
Notary Public, State of New York
No. 24-4983613
Qualified in Kings County
Commission Expires ~~July 1, 19~~ 12/19/05

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Schedule A

Mark	Application Serial No.
FRAGILE BY XOXO	78/056094
FRAGILE	75/852374
XOXO	78/095458
XOXO	78/027514
OXXO	78/132394

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XOXO IN AMERICA AND ABROAD	2,484,317

UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

FEBRUARY 05, 2004

PTAS

102506707A

KRONISH LIEB ET AL
1114 AVENUE OF THE AMERICAS
STEVEN K. WEINBERG
NEW YORK, NY 10036

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 102506707

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE COVER SHEET SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. TO RECORD A DOCUMENT IN THE ASSIGNMENT DIVISION, A DOCUMENT MUST ACCOMPANY THE COVER SHEET.

STEVEN POST, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS