

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
G+G Retail, Inc.		02/16/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Max Rave, LLC
<b>Street Address:</b>	2761 Fruitland Avenue
<b>Internal Address:</b>	c/o BCBG Max Azria Group, Inc.
<b>City:</b>	Vernon
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90058
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Serial Number:	76612474	MATERIAL NATION
Serial Number:	78675922	LOLA
Serial Number:	78698589	LOLA
Registration Number:	1285656	G + G
Registration Number:	1301774	LOLA
Registration Number:	1352935	AMERICAN HIGH
Registration Number:	1371904	CLOTHESETERIA
Registration Number:	1412422	IN CHARGE
Registration Number:	1477210	AMERICAN HIGH
Registration Number:	1480207	AMERICAN HIGH
Registration Number:	2463053	LOLA
Registration Number:	2885679	SHOP COOL.SAVE BIG.
Registration Number:	2889805	SHOP COOL SAVE BIG

**CH \$340.00 76612474**

CORRESPONDENCE DATA

Fax Number: (212)468-4888  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (212) 468-4800  
Email: jkatz@dglaw.com  
Correspondent Name: Jeffrey C. Katz, Esq.  
Address Line 1: 1740 Broadway  
Address Line 4: NEW YORK, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	21959-0002-001
NAME OF SUBMITTER:	Jeffrey C. Katz
Signature:	/jeffrey c. katz/
Date:	08/14/2006

Total Attachments: 4  
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**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

**1. Name of conveying party(ies)/Execution Date(s):**  
**G+G Retail, Inc.**

Individual(s)                       Association  
 General Partnership            Limited Partnership  
 Corporation – State  
 Other –  
 Citizenship - Delaware

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

**3. Nature of conveyance:**

Assignment                                       Merger  
 Security Agreement                            Change of Name  
 Government Interest Assignment  
 Conversion

Execution Date(s) 02/16/2006

**2. Name and Address of receiving party(ies)**

Additional name(s) & address(es) attached?  Yes  No

Name: Max Rave, LLC  
 Internal Address: c/o BCBG Max Azria Group, Inc.  
 Street Address: 2761 Fruitland Avenue  
 City: Vernon  
 State: California  
 Country: United States                      Zip: 90058

Association – Citizenship \_\_\_\_\_  
 General Partnership – Citizenship \_\_\_\_\_  
 Limited Partnership – Citizenship \_\_\_\_\_  
 Corporation  
 Other – Delaware Limited Liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No.

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

**A. Trademark Application No(s).**

**B. Trademark Registration No(s).**

76/612474	78/675922	78/698589	1,285,656	1,301,774	1,352,935
			1,371,904	1,412,422	1,477,210
			1,480,207	2,463,053	2,885,679
			2,889,805		

Additional numbers attached?  Yes  No

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

Jeffrey C. Katz, Esq.  
 DAVIS & GILBERT LLP  
 1740 Broadway  
 New York, New York 10019  
  
 Tel: (212) 468-4800  
 Fax: (212) 468-4888  
 jkatz@DGLaw.com

**6. Total number of applications and registrations involved:**

13

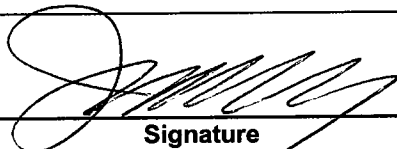
**7. Total fee (37 CFR 1.21(h) and 3.41) \$ 340.00**

All fees and any deficiencies are authorized to be charged to Deposit Account (21959-0002-001)

**8. Payment Information**

Deposit Account No. **502293**  
 Authorized user Name: Jeffrey C. Katz

**9. Signature.**

  
Signature

8-14-06

Date

Jeffrey C. Katz.

Name of Person Signing

Total number of pages including cover sheet, and documents:

4

**ASSIGNMENT**

**WHEREAS**, G+G Retail, Inc., a corporation of the State of Delaware (hereinafter "Assignor"), is the owner of the marks listed in the attached Schedule "A" which are the subject of applications for registration in the United States Patent and Trademark Office, and the marks listed in the attached Schedule "B", which are registered in the United States Patent and Trademark Office; and

**WHEREAS**, Max Rave, LLC, a limited liability company of the State of Delaware (hereinafter "Assignee"), is desirous of acquiring said marks and said applications and registrations thereof.

**THEREFORE**, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said marks, together with the goodwill of the business symbolized by the marks, and the applications and registrations thereof, and all rights to damages or profits, due or accrued, arising out of past infringement of said marks or injury to said goodwill, and the right to sue for and recover the same in the Assignee's own name.

**IN WITNESS WHEREOF**, this Assignment has been executed effective as of the 16<sup>th</sup> day of February, 2006.

G+G Retail, Inc.

By: 

Name: Charles F. Kuoni III

Title: Chief Restructuring Officer

**SCHEDULE A**

<b><u>Mark</u></b>	<b><u>Application No.</u></b>	<b><u>Application Date</u></b>
MATERIAL NATION	76/612474	September 22, 2004
LOLA	78/675922	July 22, 2005
LOLA	78/698589	August 23, 2005

**SCHEDULE B**

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>	<b><u>Registration Date</u></b>
G + G	1,285,656	July 10, 1984
LOLA (Stylized)	1,301,774	October 23, 1984
AMERICAN HIGH and Design	1,352,935	August 6, 1985
CLOTHESETERIA	1,371,904	November 19, 1985
IN CHARGE and Design	1,412,422	October 7, 1986
AMERICAN HIGH (Stylized)	1,477,210	February 16, 1988
AMERICAN HIGH and Design	1,480,207	March 8, 1988
LOLA (Stylized)	2,463,053	June 26, 2001
SHOP COOL. SAVE BIG	2,885,679	September 24, 2004
SHOP COOL SAVE BIG	2,889,805	September 28, 2004