

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
Mossimo Holdings LLC		10/31/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Merrill Lynch Mortgage Capital Inc.
Street Address:	Four World Financial Center, 10th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10080
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	78471123	BABY MOSS
Registration Number:	1611314	M
Registration Number:	2903572	MOSS
Registration Number:	2157797	MOSS
Registration Number:	2155830	MOSS
Registration Number:	1746343	MOSSIMO
Registration Number:	2491176	MOSSIMO
Registration Number:	2051272	MOSSIMO
Registration Number:	1551068	MOSSIMO
Registration Number:	2341551	MOSSIMO
Registration Number:	2201308	MOSSIMO
Registration Number:	2053214	MOSSIMO
Registration Number:	2591646	MOSSIMO

OP \$415.00 78471123

Registration Number:	2329496	MOSSIMO
Serial Number:	78408094	MOSSIMO GIANNULLI
Registration Number:	2157796	MOSSIMO GIANNULLI

CORRESPONDENCE DATA

Fax Number: (714)755-8290
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 7145401235
Email: ipdocket@lw.com, patty.conner@LW.com
Correspondent Name: Latham & Watkins LLP
Address Line 1: 650 Town Center Drive, Suite 2000
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	026472-0007 SEC INTEREST
NAME OF SUBMITTER:	Patricia A. Conner
Signature:	/Patricia A. Conner/
Date:	11/01/2006

Total Attachments: 3
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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Mossimo Holdings LLC, a limited liability company formed under the laws of Delaware, located at 103 Foulk Road, Wilmington, Delaware 19803 ("Company"), 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, Company is obligated to Merrill Lynch Mortgage Capital Inc. ("ML") and various other financial institutions (collectively, "Lenders") and ML as agent for Lenders ("Agent") pursuant to a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Company and Mossimo Management LLC (as may be amended, modified, restated or supplemented from time to time, collectively, the "Loan Agreement"); and

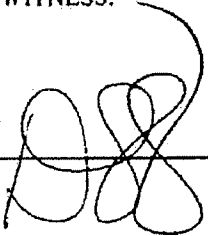
WHEREAS, pursuant to the Agreement, Company is granting to Agent, for its benefit and for the ratable benefit of Lenders, a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Agent, for its benefit and for the ratable benefit of Lenders, and grant to Agent, for its benefit and for the ratable benefit of Lenders, 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 Agreement and in accordance with the terms and provisions thereof.

Company expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreement.

Dated: New York, New York
October 31, 2006

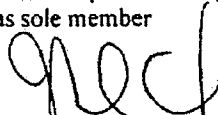
WITNESS:



MOSSIMO HOLDINGS LLC

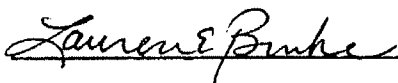
By: Moss Acquisition Corp.,
as sole member

By:



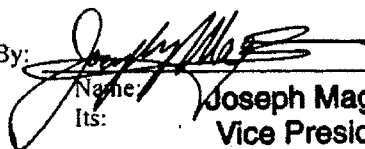
Name: NEIL COLE
Its: PRESIDENT

WITNESS:



MERRILL LYNCH MORTGAGE CAPITAL INC., as
Agent

By:



Name: Joseph Magnus
Its: Vice President

NY496072.1

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

On this 31st day of October, 2006, before me personally came NEIL COLE, to me known, who, being by me duly sworn, did depose and say that s/he is the PRESIDENT of MOSS ACQUISITION CORP. SOLE MEMBER OF MOSSIMO HOLDINGS LLC the limited liability company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said limited liability company.

DEBORAH SORELL STEHR
Notary Public, State of New York
No. 02SO6006648
Qualified in New York County
Commission Expires May 4, 2010

Deborah Sorell Stehr
Notary Public

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

On this 31st day of October, 2006, before me personally came Joe Magna me known, who, being by me duly sworn, did depose and say that s/he is the VP of MMCI, the corporation described in and which executed the foregoing instrument

Christina A. Cotton
Notary Public
Christina Cotton

CHRISTINA A. COTTON
NOTARY PUBLIC, State of New York
No. 02CO4979329
Qualified in Nassau County
Commission Expires March 25, 2007

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated October 31, 2006, by and between Mossimo Holdings LLC and Merrill Lynch Mortgage Capital Inc., as Agent.

REGISTRATION NO. OR APPLICATION NO.	REGISTRATION OR FILING DATE	MARK
78/471,123	20-Aug-2004	BABY MOSS
1,611,314	28-Aug-1990	M IN A BOX DESIGN
2,903,572	16-Nov-2004	MOSS
2,157,797	12-May-1998	MOSS
2,155,830	05-May-1998	MOSS
1,746,343	12-Jan-1993	MOSSIMO (Block)
2,491,176	18-Sep-2001	MOSSIMO (Block)
2,051,272	08-Apr-1997	MOSSIMO (Block)
1,551,068	08-Aug-1989	MOSSIMO (Block)
2,341,551	11-Apr-2000	MOSSIMO (Stylized)
2,201,308	03-Nov-1998	MOSSIMO (Stylized)
2,053,214	15-Apr-1997	MOSSIMO (Stylized)
2,591,646	09-Jul-2002	MOSSIMO (Stylized)
2,329,496	14-Mar-2000	MOSSIMO (Stylized)
78/408,094	26-Apr-2004	MOSSIMO GIANNULLI
2,157,796	12-May-1998	MOSSIMO GIANNULLI