

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
Women's Apparel Group, LLC		07/28/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Women's Apparel Group Finco, LLC
Street Address:	142 West 57th Street, 17th Floor
Internal Address:	c/o Monomoy Capital Partners
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	3350530	BOSTON DESIGN STUDIO
Registration Number:	2613214	BRIDGEWATER STUDIO
Registration Number:	2747265	C CHADWICK'S REWARDS
Registration Number:	3363860	CCO
Registration Number:	3191808	CHADWICK'S
Registration Number:	2742087	CHADWICK'S
Registration Number:	2712159	CHADWICK'S
Registration Number:	1948523	CHADWICK'S
Registration Number:	3441951	CHADWICK'S FASHION POINTS
Registration Number:	1672908	CHADWICK'S OF BOSTON
Registration Number:	2740497	CHADWICK'S REWARDS
Registration Number:	1211131	CHADWICKS
		COMPARE ANYWHERE, YOU ALWAYS GET MORE AT ...

TRADEMARK

CH \$815.00 3350530

Registration Number:	2903387	CHADWICK'S
Registration Number:	1750226	FADS
Registration Number:	1989822	J.L. PLUM
Registration Number:	1255402	KATELYN COURT
Registration Number:	2820510	METRO STYLE
Registration Number:	3266084	METROSTYLE
Registration Number:	2556486	REAL COMFORT
Registration Number:	2010503	REAL COMFORT
Registration Number:	1649769	THE ORIGINAL OFF-PRICE FASHION CATALOG
Registration Number:	3281155	WEAR2WORK
Registration Number:	3146858	YOU ALWAYS GET MORE!
Registration Number:	2807464	FASHIONCODE
Registration Number:	3206844	IT'S A REAL STEAL
Registration Number:	2114549	JENNIFER JAMES
Registration Number:	2103959	KNITT MIXX
Registration Number:	3440408	METRO LIFT
Registration Number:	3435679	METROBLUES
Registration Number:	3450247	METROWORKS
Registration Number:	2082526	SUPER SLIMMER
Registration Number:	1467466	TOWER HILL

CORRESPONDENCE DATA

Fax Number: (312)660-0471
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-861-6371
Email: rprescan@kirkland.com
Correspondent Name: Renee Prescan
Address Line 1: 200 E. Randolph Drive
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	41912-45 RMP
NAME OF SUBMITTER:	Renee M. Prescan
Signature:	/Renee M. Prescan/
Date:	07/30/2008

Total Attachments: 5

TRADEMARK
REEL: 003825 FRAME: 0729

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TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of July 28, 2008, is made by WOMEN'S APPAREL GROUP, LLC, a Delaware limited liability company (the "Grantor"), in favor of WOMEN'S APPAREL GROUP FINCO, LLC, a Delaware limited liability company, as lender (the "Secured Party").

WITNESSETH:

WHEREAS, the Grantor has executed and delivered to the Secured Party, that certain Senior Secured Promissory Note dated as of the date hereof (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Note"); and

WHEREAS, the Grantor has executed and delivered to the Secured Party a Security Agreement dated as of the date herewith (as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in order to induce the Secured Party to enter into the Note, the Grantor agrees with the Secured Party as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Note.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. The Grantor hereby pledges and grants to the Secured Party a lien on and a security interest in and to all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

- (a) All of its trademarks registrations and trademark applications (provided, that no security interest shall be granted in United States intent-to-use trademark or service mark applications to the extent that and solely during the period in which the grant of a security interest therein would impair the validity or enforceability of such intent-to-use applications under applicable federal law), including those referred to on Schedule I hereto;
- (b) all renewals, registrations, continuations and extensions of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, the foregoing; and
- (d) all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future

(i) infringement or dilution of any of the foregoing, or (ii) injury to the goodwill associated with any of the foregoing.


3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Secured Party pursuant to the Security Agreement and the exercise of remedies with respect to this Trademark Security Agreement is subject to the provisions set forth in Section 6 of the Security Agreement.

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IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

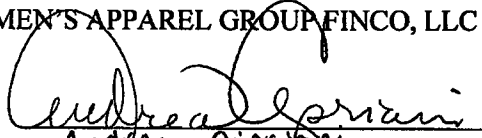
GRANTOR:

WOMEN'S APPAREL GROUP, LLC

By: 
Name: Daniel Collins
Title: President

ACCEPTED AND ACKNOWLEDGED BY:

WOMEN'S APPAREL GROUP FINCO, LLC


By: 
Name: Andrea Cipriani
Title: Secretary

Women's Apparel
Trademark Security Agreement

TRADEMARK
REEL: 003825 FRAME: 0733

**SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT**

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
BOSTON DESIGN STUDIO	U.S.	77/083,181 1/15/2007	3,350,530 12/4/2007	REGISTERED
BRIDGEWATER STUDIO	U.S.	76/007,585 3/23/2000	2,613,214 8/27/2002	REGISTERED
C CHADWICK'S REWARDS 	U.S.	78/151,769 8/7/2002	2,747,265 8/5/2003	REGISTERED
CCO	U.S.	78/962,690 8/29/2006	3,363,860 1/1/2008	REGISTERED
CHADWICK'S	U.S.	78/675,275 7/21/2005	3,191,808 1/2/2007	REGISTERED
CHADWICK'S	U.S.	78/167,530 9/24/2002	2,742,087 7/29/2003	REGISTERED
CHADWICK'S	U.S.	78/066,533 5/31/2001	2,712,159 4/29/2003	REGISTERED
CHADWICK'S	U.S.	74/596,595 11/3/1994	1,948,523 1/16/1996	REGISTERED
CHADWICK'S FASHION POINTS	U.S.	77/189,603 5/24/2007	3,441,951 6/3/2008	REGISTERED
CHADWICK'S OF BOSTON	U.S.	74/137,527 2/8/1991	1,672,908 1/21/1992	REGISTERED
CHADWICK'S REWARDS	U.S.	78/152,634 8/9/2002	2,740,497 7/22/2003	REGISTERED
CHADWICKS	U.S.	73/340,718 12/9/1981	1,211,131 9/28/1982	REGISTERED
COMPARE ANYWHERE. YOU ALWAYS GET MORE AT ... CHADWICK'S	U.S.	78/307,973 10/1/2003	2,903,387 11/16/2004	REGISTERED
FADS	U.S.	74/285,970 6/18/1992	1,750,226 2/2/1993	REGISTERED
J.L. PLUM	U.S.	74/686,582 6/7/1995	1,989,822 7/30/1996	REGISTERED
KATELYN COURT	U.S.	73/376,364 7/26/1982	1,255,402 10/25/1983	REGISTERED
METRO STYLE	U.S.	78/136,264 6/17/2002	2,820,510 3/2/2004	REGISTERED

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Status
METROSTYLE	U.S.	78/678,667 7/26/2005	3,266,084 7/17/2007	REGISTERED
REAL COMFORT	U.S.	75/622,107 1/19/1999	2,556,486 4/2/2002	REGISTERED
REAL COMFORT	U.S.	74/497,889 3/7/1994	2,010,503 10/22/1996	REGISTERED
THE ORIGINAL OFF-PRICE FASHION CATALOG	U.S.	73/818,233 8/10/1989	1,649,769 7/2/1991	REGISTERED
WEAR2WORK	U.S.	78/931,626 7/18/2006	3,281,155 8/14/2007	REGISTERED
YOU ALWAYS GET MORE!	U.S.	78/608,615 4/14/2005	3,146,858 9/19/2006	REGISTERED
FASHIONCODE	U.S.	78/150,292 8/2/2002	2,807,464 1/20/2004	REGISTERED
IT'S A REAL STEAL	U.S.	78/619,115 4/28/2005	3,206,844 2/6/2007	REGISTERED
JENNIFER JAMES	U.S.	74/725,860 9/6/1995	2,114,549 11/18/1997	Not renewed (grace period expired 5/18/2008)
KNITTMIXX	U.S.	74/725,863 9/6/1995	2,103,959 10/7/1997	Not renewed (grace period expired 4/7/2008)
METRO LIFT	U.S.	77/298,469 10/8/2007	3,440,408 6/3/2008	REGISTERED
METROBLUES	U.S.	77/298,454 10/8/2007	3,435,679 5/27/2008	REGISTERED
METROWORKS	u.s.	77/076,831 1/5/2007	3,450,247 1/17/2008	REGISTERED
SUPER SLIMMER	U.S.	75/109,288 5/24/1996	2,082,526 7/22/1997	REGISTERED
TOWER HILL	U.S.	73/653,755 4/3/1987	1,467,466 12/1/1987	Not renewed (grace period expired 6/1/2008)