TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Flight Club THC, LLC		05/29/2009	LIMITED LIABILITY COMPANY: NEW JERSEY

RECEIVING PARTY DATA

Name:	Avirex Holdings LLC
Street Address:	31 West 34th Street
Internal Address:	c/o Wear Me Apparel LLC
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	76151366	A
Serial Number:	73306766	AVIREX
Serial Number:	75346968	AVIREX
Serial Number:	73745601	AVIREX
Serial Number:	75293300	AVIREX
Serial Number:	78905927	AVIREX
Serial Number:	77618590	AVIREX
Serial Number:	77618567	AVIREX
Serial Number:	78457216	AVIREX
Serial Number:	78308748	AVIREX DENIM SYSTEMS
Serial Number:	75045628	AVX
Serial Number:	78817504	A
Serial Number:	77620829	A

OP $365.00 76151366

Serial Number:	77322854	1975

CORRESPONDENCE DATA

Fax Number: (914)941-6091

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (914) 941-5668

Email: aedelstein@collenip.com

Correspondent Name: Jane F. Collen

Address Line 1: 80 South Highland Avenue

Address Line 2: The Holyoke-Manhattan Building

Address Line 4: Ossining, NEW YORK 10562

ATTORNEY DOCKET NUMBER:	J950 J951 J952 J953 ETC
NAME OF SUBMITTER:	Jane F. Collen
Signature:	/Jane F. Collen/
Date:	06/30/2009

Total Attachments: 6

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT, effective as of May 29, 2009, is by and between Flight Club THC, LLC, a New Jersey limited liability company with legal residence at 40 West 23rd Street, New York, New York 10010 U.S.A. ("Assignor"), and Avirex Holdings LLC, a Delaware limited liability company with legal residence at c/o Wear Me Apparel LLC, 31 West 34th Street, New York, New York 10001 U.S.A. ("Assignee").

WHEREAS, Assignor is the owner of certain right, title and interest in and to the trademarks shown on Schedule A hereto, including without limitation all registrations and applications for registration shown on Schedule A hereto (such trademarks, registrations and applications, collectively, the "Trademarks"); and

WHEREAS, Assignee is the successor to the portion of the ongoing and existing business of Assignor to which the Trademarks that are the subject of an application for registration under Trademark Act Section 1(b), 15 U.S.C. Section 1051(b) pertain, and Assignee is desirous of acquiring all of Assignor's right, title and interest in and to all of the Trademarks, together with the good will of the business symbolized by the Trademarks in North America (including all states of the United States, its territories, possessions, and military installations), Central America and South America and the Caribbean Islands.

NOW THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, Assignor did and hereby does sell, assign, transfer and convey to Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the Trademarks, together with the good will of the business symbolized by the Trademarks being assigned;

Assignor hereby agrees that after the date hereof it shall execute and/or deliver such additional or other documents and instruments, and do such additional or other acts and things, at the expense of Assignee, as may be required or reasonably requested by Assignee to give effect to the provisions of this Trademark Assignment and to vest, perfect, confirm, record or otherwise reflect or give effect to Assignee's title in or title to the Trademarks as set forth above. For avoidance of doubt, nothing herein assigns any rights outside of North America (including all states of the United States, its territories, possessions and military installations), Central America and South America and the Caribbean Islands.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Trademark Assignment to be executed.

FLIGHT CLUB THC, LLC

Dated: May 29, 2009

By: Gregg Donnenfeld
Name: Gregg Donnenfeld
Title: Executive Vice President / General Counsel

AVIREX HOLDINGS LLC

Dated: May 29, 2009

By: _____
Name: Arthur Rabin
Title: Member

KL3 2719115.4

IN WITNESS WHEREOF, Assignor and Assignee have caused this Trademark Assignment to be executed.

FLIGHT CLUB THC, LLC

Dated: May 29, 2009

By:_____
Name: Gregg Donnenfeld
Title: Executive Vice President / General Counsel

AVIREX HOLDINGS LLC

Dated: May 29, 2009

By:_____
Name: Arthur Rabin
Title: Member

KL3 2719154.4

SCHEDULE A

TRADEMARK REGISTRATIONS/APPLICATIONS

REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
MEXICO continued . . .							
FLIG.0028	WINGED A LOGO	3/29/2007	845792	9/14/2007	1001894	REGISTERED	14
NETHERLANDS ANTILLES							
FLIG.0039	WINGED A LOGO	2/20/2006	D-600103	2/20/2006	12039	REGISTERED	25
NICARAGUA							
FLIG.0038	AVIREX		94-00103	9/21/1995	29461C.C.	REGISTERED	25
PANAMA							
FLIG.0020	1975	2/1/2008	168309-01			PENDING	25
FLIG.0025	AVIREX	2/1/2008	168307-01			PENDING	25
FLIG.0024	AVIREX	11/11/1993	68462	11/14/2003	68462	REGISTERED	25
FLIG.0021	SKULL WITH WINGS LOGO	2/1/2008	168308-01			PENDING	25
FLIG.0026	WINGED A LOGO	5/4/2005	150800	5/4/2005	150800	REGISTERED	25
PARAGUAY							
FLIG.0022	AVIREX	12/13/1986	120747	12/13/1986	184885	REGISTERED	25
PUERTO RICO							
FLIG.0023	AVIREX	10/14/1987	N/A	10/14/1987	27444	REGISTERED	25
TRINIDAD & TOBAGO							
FLIG.0036	AVIREX	2/22/1994	22382	4/18/1995	22382	REGISTERED	25
FLIG.0033	AVIREX	2/22/1994	22381	4/18/1995	22381	REGISTERED	37
TURKS & CAICOS							
FLIG.0037	AVIREX	3/28/1994	10976	8/25/2008	10976	REGISTERED	25
UNITED STATES							
FLIG.0003	1975	11/6/2007	77/322,854			ALLOWED	25
FLIG.0012	A (Design)	10/20/2000	76/151,366	8/5/2003	2,745,794	REGISTERED	25
FLIG.0013	AVIREX	4/20/1981	73/306,766	8/21/1984	1,291,156	REGISTERED	25
FLIG.0001	AVIREX	8/26/1997	75/346,968	10/27/1998	2,199,758	REGISTERED	09
FLIG.0015	AVIREX	8/10/1988	73/745,601	10/10/1989	1,559,615	REGISTERED	14,18,26
FLIG.0016	AVIREX	5/16/1997	75/293,300	7/28/1998	2,176,570	REGISTERED	18
FLIG.0014	AVIREX	6/12/2005	78/905,927	1/15/2008	3,370,735	REGISTERED	14
FLIG.0071	AVIREX	11/20/2008	77/618,590			PENDING	25
FLIG.0072	AVIREX	11/20/2008	77/618,567			PENDING	18
FLIG.0017	AVIREX (stylized)	7/27/2004	78/457,216	2/28/2006	3,062,397	REGISTERED	35
FLIG.0010	AVIREX DENIM SYSTEMS	10/2/2003	78/308,748	4/19/2005	2,941,709	REGISTERED	25
FLIG.0011	AVX	1/18/1996	75/045,628	8/3/2004	2,869,856	REGISTERED	25
FLIG.0009	WINGED A LOGO	2/17/2006	78/817,504	1/15/2008	3,370,586	REGISTERED	25

REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
UNITED STATES continued . . .							
FLIG.0073	WINGED A LOGO	11/24/2008	77/620,829			PENDING	25
URUGUAY							
FLIG.0034	AVIREX	10/2/1985	251383	1/2/1995	359320	REGISTERED	25
FLIG.0032	AVIREX	5/27/1991	229894	5/27/2001	330214	REGISTERED	14
VENEZUELA							
FLIG.0075	AVIREX	2/26/1988	88-3144	8/7/2000	222465	REGISTERED	25
FLIG.0074	AVIREX	2/26/1988	88-3149	12/7/2001	n-042.731	REGISTERED	42
FLIG.0035	WINGED A LOGO	2/20/2006	2006-003352	12/17/2007	n/a	REGISTERED	25

END OF REPORT TOTAL ITEMS SELECTED = 78