

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
ANCHOR BLUE, INC.		08/14/2009	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	ABLECO FINANCE LLC, in its capacity as Collateral Agent		
Street Address:	299 Park Avenue		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10171		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	3209443	A.BLUE	
Registration Number:	2142905	ANCHOR BLUE	
Registration Number:	2038917	ANCHOR BLUE	
Registration Number:	1589034	ANCHOR BLUE	
Registration Number:	1292992	ANCHOR BLUE	
Registration Number:	3501735	ANCHORBLUE	
Registration Number:	2126999	BEYOND BAGGY	
Registration Number:	3086433	BIKINI EYE CANDY	
Registration Number:	3086434	BIKINI SUMMER	
Registration Number:	3452096		
Registration Number:	3270819	GET YOUR CLOTHES ON	
Registration Number:	3522204	HEIDIWOOD	
Registration Number:	3437344	LIVE, LOVE AND BE FREE	
Registration Number:	1096347	MILLER'S OUTPOST	

CH \$490.00 3209443

Registration Number:	1589478	M MILLERS OUTPOST
Serial Number:	77789623	PICK OUR POCKETS
Registration Number:	3599743	TAKEN
Registration Number:	3609902	UNCHAINED
Registration Number:	3126096	WIRED

CORRESPONDENCE DATA

Fax Number: (213)830-8743
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 213.680.6400
Email: kimberley.lathrop@bingham.com
Correspondent Name: Kimberley A. Lathrop
Address Line 1: c/o Bingham McCutchen LLP
Address Line 2: 355 South Grand Avenue
Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	3008309.341471
NAME OF SUBMITTER:	Kimberley A. Lathrop
Signature:	/Kimberley A. Lathrop/
Date:	08/14/2009

Total Attachments: 8
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ASSIGNMENT FOR SECURITY

TRADEMARKS

August 14, 2009

WHEREAS, Anchor Blue, Inc. (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule IA, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated August 14, 2009 (the "Security Agreement"), in favor of Ableco Finance LLC, in its capacity as Collateral Agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the date first written above.

ANCHOR BLUE, INC.

By: Scott Rosner
Name: Scott Rosner
Title: Senior Vice President and CFO

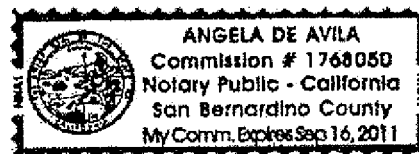
STATE OF California
COUNTY OF San Bernardino SS.:

On August 10, 2009 before me, Scott Rosner,
personally appeared Scott Rosner, Senior Vice President and Chief Financial Officer, who
proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to
the within instrument and acknowledged to me that he executed the same in his authorized
capacity(ies), and that by his signature on the instrument the person, or the entity upon behalf of
which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of CA that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Angela De Avila (Seal)





**SCHEDULE 1A
TO ASSIGNMENT FOR SECURITY**

Trademarks and Trademark Applications
Owned by Anchor Blue, Inc.

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Class/Goods and Services	Status	Current Owner
A.BLUE	U.S.	76/382018 3/14/2002	3209443 2/13/2007	3, perfume	Registered 6-year Affidavit of Use due 2/13/2013	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
ANCHOR BLUE	U.S.	75/298813 5/27/1997	2142905 3/10/1998	35, retail store services specializing in clothing and accessories, including hair ornaments, handbags and leather goods, costume jewelry, cologne	Registered Next renewal due 3/10/2018	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
ANCHOR BLUE	U.S.	75/078622 3/26/1996	2038917 2/18/1997	3, cologne	Registered Next renewal due 2/18/2017	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
ANCHOR BLUE	U.S.	73/820411 8/21/1989	1589034 3/27/1990	25, MEN'S SPORTSWEAR, NAMELY PANTS, SHORTS, SHIRTS, JACKETS, FOOTWEAR AND YOUNG WOMEN'S AND LADIES SPORTSWEAR, NAMELY BLOUSES, DRESSES, PANTS, JACKETS, SWEATERS, SHORTS, SKIRTS, AND FOOTWEAR	Registered Next renewal due 3/27/2010	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
ANCHOR BLUE	U.S.	73/424740 5/6/1983	1292992 9/4/1984	25, ladies' pants	Registered Next renewal due 9/4/2014	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Class/Goods and Services	Status	Current Owner
ANCHORBLUE	U.S.	77/402624 2/21/2008	3501735 9/16/2008	3, fragrances for personal use 14, jewelry 18, handbags, tote bags and backpacks 25, Shirts, t-shirts, sweaters, tops, jackets, pants, shorts, socks, underwear, lingerie, swimwear, belts, headwear and footwear 35, Retail store services specializing in clothing, headwear, footwear, and accessories including handbags, tote bags and backpacks, sunglasses, hair ornaments, jewelry and fragrances	Registered 6-year Affidavit of Use due 9/18/2014	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
BEYOND BAGGY	U.S.	75/194362 11/7/1996	2126999 1/6/1998	25, pants and shorts	Registered Next renewal due 1/6/2018	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
BIKINI EYE CANDY	U.S.	78/429028 6/2/2004	3086433 4/25/2006	3, cologne; body sprays	Registered 6-year Affidavit of Use due 4/25/2012	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
BIKINI SUMMER	U.S.	78/429033 6/2/2004	3086434 4/25/2006	3, cologne; body sprays	Registered 6-year Affidavit of Use due 4/25/2012	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Class/Goods and Services	Status	Current Owner
DESIGN 	U.S.	77/144024 3/29/2007	3452096 6/24/2008	3, Fragrances for personal use, cosmetics and non-medicated toiletries 14, jewelry 18, Backpacks, totebags and handbags 25, Shirts, t-shirts, sweaters, tops, jackets, pants, belts, shorts, underwear, swimwear, lingerie, headwear and footwear 35, Retail store services specializing in clothing, footwear and accessories, namely, handbags, backpacks and tote bags, hair ornaments, sunglasses, jewelry, fragrances and cosmetics	Registered 6-year Affidavit of Use due 6/24/2014	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
GET YOUR CLOTHES ON	U.S.	76/666789 9/29/2006	3270819 7/31/2007	35, RETAIL STORE SERVICES FEATURING CLOTHING AND ACCESSORIES	Registered 6-year Affidavit of Use due 7/31/2013	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
HEIDIWOOD	U.S.	77/329638 11/14/2007	3522204 10/21/2008	14, jewelry 18, handbags 25, Shirts, t-shirts, tops, jackets, pants, shorts, skirts and dresses 35, Retail store services specializing in clothing, handbags, fragrances for personal use and jewelry	Registered 6-year Affidavit of Use due 10/21/2014	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
LIVE, LOVE AND BE FREE	U.S.	77/187424 5/22/2007	3437344 5/27/2008	25, Clothing, namely, shirts, T-shirts, tops, jackets, pants, shorts	Registered 6-year Affidavit of Use due 5/27/2014	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
MILLER'S OUTPOST	U.S.	73/143127 9/30/1977	1096347 7/11/1978	42, retail clothing store services	Registered Next renewal due 7/11/2018	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Class/Goods and Services	Status	Current Owner
millers outpost design 	U.S.	73/793351 4/14/1989	1589478 3/27/1990	42, retail clothing store services	Registered Next renewal due 3/27/2010	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
PICK OUR POCKETS	U.S.	77/789623 7/25/09				Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
TAKEN	U.S.	77/366730 1/8/2008	3599743 3/31/2009	3, fragrances for personal use	Registered	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
UNCHAINED	U.S.	77/381783 1/28/2008	3609902 4/21/2009	3, fragrances for personal use	Registered	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
WIRED	U.S.	78/609120 4/14/2005	3126096 8/8/2006	3, cologne	Registered 6-year Affidavit of Use due 8/8/2012	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
ANCHOR BLUE	State of Wisconsin		7/5/2000	35, retail stores specializing in apparel and fashion accessories	Registered Renewal due 7/5/2010	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
ANCHOR BLUE	Canada	0833741 1/15/1997	TMA5315 28 8/21/2000	25, 35, Men's sportswear, namely pants, shorts, shirts, jackets, footwear, namely, shoes, athletic shoes, boots and sandals and young women's and ladies sportswear, namely blouses, dresses, pants, jackets, sweaters, shorts, skirts, and footwear, namely, shoes, athletic shoes, boots and sandals	Registered Renewal due 8/21/2015	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Class/Goods and Services	Status	Current Owner
ANCHOR BLUE	Mexico	251584 1/9/1996	541708 2/3/1997	25, TROUSERS, TROUSERS SHORTS, SHIRTS, CHAMARRAS, FOOTWEAR FOR MEN AND OVERALLS, CLOTHING, TROUSERS, CHAMARRAS, SWEATERS, TROUSERS SHORTS, SHIRTS AND FOOTWEAR FOR DRAUGHTS AND YOUNG WOMEN	Registered Renewal due 1/9/2016	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
ANCHORBLUE	Peru		144,199 1/5/2008	25, CLOTHING	Expiration Date 10/18/2018	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
ANCHORBLUE	Singapore		T0800516 B 1/15/2008	25, CLOTHING, FOOTWEAR AND HEADWEAR	Expiration Date 1/15/2008	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
ANCHORBLUE	Indonesia	D2008/ 017603 5/14/2008		25, CLOTHING, FOOTWEAR AND HEADWEAR	Application Pending	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
ANCHORBLUE	Malaysia	2008/ 01604 1/25/2008		25, CLOTHING, FOOTWEAR AND HEADWEAR	Application Pending	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)
ANCHOR BLUE	Taiwan	083050390	693679 10/16/95	25, LADIES' PANTS, MEN'S PANTS, SHORTS, SHIRTS, JACKETS, FOOTWEAR, YOUNG WOMEN'S AND LADIES' BLOUSES, DRESSES, PANTS, JACKETS, SWEATERS, SHORTS, SKIRTS AND FOOTWEAR	Registered Expiration Date 10/16/2015	Anchor Blue, Inc. (as assignee of Hub Distributing, Inc.)