TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Trademark Collateral at Reel/Frame No. 3373/0642

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citicorp Trustee Company Limited		05/11/2010	Private Limited Company: UNITED KINGDOM

RECEIVING PARTY DATA

Name:	Tommy Hilfiger Licensing LLC
Street Address:	601 West 26th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 95

Property Type	Number	Word Mark
Registration Number:	1752629	
Registration Number:	1994451	
Registration Number:	1942963	
Registration Number:	1944265	
Registration Number:	3143654	
Registration Number:	2141808	
Registration Number:	2920298	
Registration Number:	3075185	
Registration Number:	2030406	
Registration Number:	2063504	
Registration Number:	2348651	
Registration Number:	2352799	
Registration Number:	3076983	

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Registration Number:	3029679	
Registration Number:	1460988	
Registration Number:	1808520	
Registration Number:	1727740	
Registration Number:	2213511	
Registration Number:	2849858	
Registration Number:	2849852	
Registration Number:	2775973	
Registration Number:	3162944	
Registration Number:	1940821	
Registration Number:	1935702	
Registration Number:	2380070	
Registration Number:	1673527	
Registration Number:	1816430	
Registration Number:	2120621	
Registration Number:	1879005	
Registration Number:	2880751	
Registration Number:	2760979	
Registration Number:	2999678	
Registration Number:	3159470	
Registration Number:	2862012	85
Registration Number:	2003323	FREEDOM
Registration Number:	3016750	H
Registration Number:	3036301	H HILFIGER
Registration Number:	2903006	H HILFIGER
Registration Number:	2901399	H HILFIGER
Registration Number:	2878673	H HILFIGER
Registration Number:	2901380	H HILFIGER
Registration Number:	3164348	HILFIGER
Registration Number:	2390195	HILFIGER ATHLETICS
Registration Number:	2348655	HILFIGER ATHLETICS
Registration Number:	2899046	HILFIGER DENIM
Registration Number:	3664468	ICONIC AMERICA
Serial Number:	78636747	PEOPLE'S PLACE
Registration Number:	3075312	T

Registration Number:	3056942	TH
Registration Number:	2647036	T
Registration Number:	3084022	TH
Registration Number:	2563735	TH
Registration Number:	2697281	TH
Registration Number:	2612455	TH
Registration Number:	3133376	TH
Registration Number:	2712780	TH
Registration Number:	1998783	TOMMY
Registration Number:	2772857	TOMMY
Registration Number:	2389024	TOMMY
Registration Number:	2475142	TOMMY
Registration Number:	2145523	TOMMY GIRL
Registration Number:	2409542	TOMMY GIRL
Registration Number:	1940671	TOMMY HILFIGER
Registration Number:	1978987	TOMMY HILFIGER
Registration Number:	1995802	TOMMY HILFIGER
Registration Number:	2103148	TOMMY HILFIGER
Registration Number:	2617339	TOMMY HILFIGER
Registration Number:	2485457	TOMMY HILFIGER
Registration Number:	2162940	TOMMY HILFIGER
Registration Number:	3019274	TOMMY HILFIGER
Registration Number:	2275051	TOMMY HILFIGER
Registration Number:	2351825	TOMMY HILFIGER
Registration Number:	2239844	TOMMY HILFIGER
Registration Number:	2352800	TOMMY HILFIGER
Registration Number:	1398612	TOMMY HILFIGER
Registration Number:	1833391	TOMMY HILFIGER
Registration Number:	1738410	TOMMY HILFIGER
Registration Number:	3092555	TOMMY HILFIGER
Registration Number:	2286255	TOMMY HILFIGER
Registration Number:	2634237	TOMMY HILFIGER
Registration Number:	2522274	TOMMY HILFIGER
Registration Number:	2575670	TOMMY HILFIGER
Registration Number:	3015837	TOMMY HILFIGER

Registration Number:	3019273	TOMMY HILFIGER
Registration Number:	2941277	TOMMY HILFIGER WOMAN
Registration Number:	1173426	TOMMY HILL
Registration Number:	2877920	TOMMY JEANS
Registration Number:	1812970	TOMMY JEANS
Registration Number:	2407566	TOMMY JEANS
Registration Number:	2785929	TOMMY SPORT
Registration Number:	2923577	TOMMY SPORT
Registration Number:	2025974	TOMMY TOMMY HILFIGER
Registration Number:	1811592	TOMMY TRUNKS
Registration Number:	3099704	TOMMYB2B.COM
Registration Number:	3139580	TRUE STAR

CORRESPONDENCE DATA

Fax Number: (714)755-8290

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

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 650 Town Center Drive

Address Line 2: Suite 2000

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	039269-0147
NAME OF SUBMITTER:	Rhonda DeLeon
Signature:	/Rhonda DeLeon/
Date:	05/25/2010

Total Attachments: 9

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EXECUTION VERSION

RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL

This RELEASE, dated as of May 11, 2010, is made by CITICORP TRUSTEE COMPANY LIMITED, as Security Trustee (the "Security Trustee"), pursuant to the termination of the Senior Facilities Agreement, dated as of April 27, 2006 and amended and restated on May 9, 2006 by and among Elmira 1 B.V. (the "Parent") and certain of its Subsidiaries, including Tommy Hilfiger Licensing LLC (the "Grantor") and the Security Trustee (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Senior Facilities Agreement"). Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Senior Facilities Agreement.

WITNESSETH

WHEREAS, the Parent and certain of its Subsidiaries (including the Grantor) entered into a Senior Facilities Agreement with the Security Trustee.

WHEREAS, the Parent and certain of its Subsidiaries (including the Grantor) entered into a Mezzanine Facility Agreement dated April 28, 2006 and amended and restated on May 9, 2006 (as amended, amended and restated, supplemented or otherwise modified from time to time), the "Mezzanine Facility Agreement") with Citigroup Global Markets Limited, Credit Suisse, London Branch, FB Acquisition Finance Holding B.V. as Arrangers, Credit Suisse, London Branch, as Agent, the Security Trustee on behalf of the Secured Parties and the Lenders named therein (each as defined therein).

WHEREAS, the Parent and certain of its Subsidiaries (including the Grantor) entered into an Intercreditor Agreement dated May 9, 2006 (as amended, amended and restated, supplemented or otherwise modified from time to time) with, among others, Citibank International plc as Senior Facility Agent, Credit Suisse, London Branch, as Mezzanine Facility Agent, the Security Trustee and the Lenders (each as defined therein).

WHEREAS, in connection with the Senior Facilities Agreement and the Mezzanine Facility Agreement, the Grantor executed and delivered that certain Security Agreement dated May 24, 2006 made by the Grantor and others to the Security Trustee (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Terms defined in the Security Agreement and not otherwise defined herein are used herein as defined in the Security Agreement.

WHEREAS, under the terms of the Security Agreement, the Grantor granted, to the Security Trustee, for the ratable benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantor, including Trademark Collateral (as defined below);

WHEREAS, pursuant to the Security Agreement, the Grantor executed the Intellectual Property Security Agreement dated August 14, 2006 and recorded with the U.S.

Patent and Trademark Office on August 21, 2006 at Reel/Frame No. 3373/0642 pursuant to which the Grantor granted to the Security Trustee, for the ratable benefit of the Secured Parties a security interest in all of the Grantor's right, title and interest in and to the Trademarks, together with the goodwill 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 (the "Trademark Collateral");

WHEREAS the Grantor has satisfied all of its obligations under the Senior Facilities Agreement, Mezzanine Facility Agreement, Intercreditor Agreement and the Security Agreement, therefore, the Intellectual Property Security Agreement has been terminated.

NOW, THEREFORE, in consideration of the foregoing, the Security Trustee hereby agrees as follows:

The Security Trustee, on behalf of itself and the other Secured Parties, hereby unconditionally and irrevocably releases unto the Grantor, all of its security interest in, and mortgage on, all rights, title and interests in and relating to the Trademark Collateral, including the trademark and service mark registrations listed on Schedule I attached hereto and incorporated herein by reference (collectively, the "Released Collateral").

The Security Trustee authorizes the recordation of this Release with the United States Patent and Trademark Office and any other applicable registry, the filing of Uniform Commercial Code financing statements and the filing or recording of any other document or instrument necessary to place on record the release of the Security Trustee's Lien upon and security interest in the Trademark Collateral by the Grantor or any persons authorized or designated by the Grantor, and any such recordation or filing shall be deemed to have been authorized by the Security Trustee.

IN WITNESS WHEREOF, the Security Trustee has executed this Release as of the date first set forth above.

CITICORP TRUSTEE COMPANY LIMITED,
as Security Trustee

By: _____
Name:
Title: Viola Japaul
Director

ADDRESS England & Wales
City of London

On this 11th day of May, 2010 before me personally appeared, VIOLA JAPAUL proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of **CITICORP TRUSTEE COMPANY LIMITED**, who being by me duly sworn did depose and say that ~~he~~/she is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he/she acknowledged said instrument to be the free act and deed of said corporation.

_____
Notary Public

NOTARY PUBLIC
LONDON, ENGLAND
ALISA GRAFTON
(My Commission expires with Life)

CHEESWRIGHTS
NOTARIES PUBLIC
Bankside House, 107 Leadenhall Street,
London EC3A 4AF
Telephone: 020 7623 9477
Facsimile: 020 7623 5428

SCHEDULE I

U.S. TRADEMARKS AND TRADEMARK APPLICATIONS

	TOMMY HILFIGER LICENSING, LLC Mark	Application No. Filing Date	Registration No. Registration Date
1.		74199352 27-AUG-1991	1752629 16-FEB-1993
2.		74565714 25-AUG-1994	1994451 20-AUG-1996
3.		74633496 13-FEB-1995	1942963 19-DEC-1995
4.		74634137 14-FEB-1995	1944265 26-DEC-1995
5.		76578840 03-MAR-2004	3143654 12-SEP-2006
6.		75064758 28-FEB-1996	2141808 10-MAR-1998
7.		76284834 05-JUL-2001	2920298 25-JAN-2005
8.		76594315 24-MAY-2004	3075185 04-APR-2006
9.		74135114 30-JAN-1991	2030406 14-JAN-1997
10.		75161745 06-SEP-1996	2063504 20-MAY-1997
11.		75739291 29-JUN-1999	2348651 09-MAY-2000
12.		75979156 30-SEP-1997	2352799 23-MAY-2000
13.		76053470 19-MAY-2000	3076983 04-APR-2006
14.		76420738 12-JUN-2002	3029679 13-DEC-2005

	TOMMY HILFIGER LICENSING, LLC Mark	Application No. Filing Date	Registration No. Registration Date
15.		73566805 04-NOV-1985	1460988 13-OCT-1987
16.		74801413 30-JAN-1991	1808520 30-NOV-1993
17.		74181697 02-JUL-1991	1727740 27-OCT-1992
18.		75976739 06-SEP-1996	2213511 22-DEC-1998
19.		76397673 18-APR-2002	2849858 01-JUN-2004
20.		76374106 25-FEB-2002	2849852 01-JUN-2004
21.		75752782 16-JUL-1999	2775973 21-OCT-2003
22.		75735775 23-JUN-1999	3162944 24-OCT-2006
23.		74584661 12-OCT-1994	1940821 12-DEC-1995
24.		74135113 30-JAN-1991	1935702 14-NOV-1995
25.		75979154 30-SEP-1997	2380070 22-AUG-2000
26.		74135135 30-JAN-1991	1673527 28-JAN-1992
27.		74801471 30-JAN-1991	1816430 11-JAN-1994
28.		75161747 06-SEP-1996	2120621 09-DEC-1997
29.		74488392 09-FEB-1994	1879005 14-FEB-1995

	TOMMY HILFIGER LICENSING, LLC Mark	Application No. Filing Date	Registration No. Registration Date
30.		76456044 04-OCT-2002	2880751 07-SEP-2004
31.		76385279 22-MAR-2002	2760979 09-SEP-2003
32.		76545164 15-SEP-2003	2999678 27-SEP-2005
33.		76597603 16-JUN-2004	3159470 17-OCT-2006
34.	85	76435264 26-JUL-2002	2862012 13-JUL-2004
35.	FREEDOM	74272825 05-MAY-1992	2003323 24-SEP-1996
36.		76557131 10-OCT-2003	3016750 22-NOV-2005
37.	H HILFIGER	76557127 10-OCT-2003	3036301 27-DEC-2005
38.	H HILFIGER	76557128 10-OCT-2003	2903006 16-NOV-2004
39.	H HILFIGER	76557129 10-OCT-2003	2901399 09-NOV-2004
40.	H HILFIGER	76509367 25-APR-2003	2878673 31-AUG-2004
41.	H HILFIGER	76553977 06-OCT-2003	2901380 09-NOV-2004
42.	HILFIGER	76545165 15-SEP-2003	3164348 31-OCT-2006
43.	HILFIGER ATHLETICS	75373131 15-OCT-1997	2390195 26-SEP-2000
44.	HILFIGER ATHLETICS	75739956 30-JUN-1999	2348655 09-MAY-2000

	TOMMY HILFIGER LICENSING, LLC Mark	Application No. Filing Date	Registration No. Registration Date
45.	HILFIGER DENIM	76545300 08-SEP-2003	2899046 02-NOV-2004
46.	ICONIC AMERICA	77398461 15-FEB-2008	3664468 04-AUG-2009
47.	PEOPLE'S PLACE	78636747 25-MAY-2005	
48.		76617983 27-OCT-2004	3075312 04-APR-2006
49.		76618751 01-NOV-2004	3056942 07-FEB-2006
50.	T	76255576 14-MAY-2001	2647036 05-NOV-2002
51.	TH	76330421 26-OCT-2001	3084022 25-APR-2006
52.	TH	76315475 20-SEP-2001	2563735 23-APR-2002
53.	TH	76315525 20-SEP-2001	2697281 18-MAR-2003
54.	TH	76300860 15-AUG-2001	2612455 27-AUG-2002
55.	TH	76325654 16-OCT-2001	3133376 22-AUG-2006
56.	TH	76284833 05-JUL-2001	2712780 06-MAY-2003
57.	TOMMY	74626649 27-JAN-1995	1998783 03-SEP-1996
58.	TOMMY	75902543 25-JAN-2000	2772857 14-OCT-2003
59.	TOMMY	75407975 19-DEC-1997	2389024 26-SEP-2000
60.	TOMMY	75829479 22-OCT-1999	2475142 07-AUG-2001
61.	TOMMY GIRL	75976280 27-MAR-1996	2145523 17-MAR-1998
62.	TOMMY GIRL	75979741 27-MAR-1996	2409542 28-NOV-2000
63.	Tommy Hilfiger	74544261 29-JUN-1994	1940671 12-DEC-1995

	TOMMY HILFIGER LICENSING, LLC Mark	Application No. Filing Date	Registration No. Registration Date
64.	TOMMY HILFIGER	74802729 30-JAN-1991	1978987 04-JUN-1996
65.	TOMMY HILFIGER	74134713 30-JAN-1991	1995802 20-AUG-1996
66.	TOMMY HILFIGER	75161743 06-SEP-1996	2103148 07-OCT-1997
67.	TOMMY HILFIGER	76226494 19-MAR-2001	2617339 10-SEP-2002
68.	TOMMY HILFIGER	75161742 06-SEP-1996	2485457 04-SEP-2001
69.	TOMMY HILFIGER	75977194 06-SEP-1996	2162940 02-JUN-1998
70.	TOMMY HILFIGER	76594314 24-MAY-2004	3019274 29-NOV-2005
71.	TOMMY HILFIGER	75978447 30-SEP-1997	2275051 31-AUG-1999
72.	TOMMY HILFIGER	75739290 29-JUN-1999	2351825 23-MAY-2000
73.	TOMMY HILFIGER	75978068 06-SEP-1996	2239844 13-APR-1999
74.	TOMMY HILFIGER	75979207 30-SEP-1997	2352800 23-MAY-2000
75.	TOMMY HILFIGER	73566804 04-NOV-1985	1398612 24-JUN-1986
76.	TOMMY HILFIGER	74801526 30-JAN-1991	1833391 26-APR-1994
77.	TOMMY HILFIGER	74181688 02-JUL-1991	1738410 08-DEC-1992
78.	TOMMY HILFIGER	78531780 13-DEC-2004	3092555 16-MAY-2006
79.	TOMMY HILFIGER	75351497 04-SEP-1997	2286255 12-OCT-1999
80.		76175694 05-DEC-2000	2634237 15-OCT-2002
81.		76175695 05-DEC-2000	2522274 25-DEC-2001
82.		76175693 05-DEC-2000	2575670 04-JUN-2002

	TOMMY HILFIGER LICENSING, LLC Mark	Application No. Filing Date	Registration No. Registration Date
83.		76167488 17-NOV-2000	3015837 15-NOV-2005
84.		76594313 24-MAY-2004	3019273 29-NOV-2005
85.	TOMMY HILFIGER WOMAN	76558403 27-OCT-2003	2941277 19-APR-2005
86.	TOMMY HILL	73260455 01-MAY-1980	1173426 13-OCT-1981
87.	TOMMY JEANS	76495732 03-MAR-2003	2877920 24-AUG-2004
88.	TOMMY JEANS	74137316 07-FEB-1991	1812970 21-DEC-1993
89.	TOMMY JEANS	75378962 24-OCT-1997	2407566 28-NOV-2000
90.	TOMMY SPORT	76464264 04-NOV-2002	2785929 25-NOV-2003
91.	TOMMY SPORT	76125594 11-SEP-2000	2923577 01-FEB-2005
92.		74631867 09-FEB-1995	2025974 24-DEC-1996
93.	TOMMY TRUNKS	74801367 16-JUN-1992	1811592 14-DEC-1993
94.	TOMMYB2B.COM	76599621 24-JUN-2004	3099704 06-JUN-2006
95.	★ true star	76603636 22-JUL-2004	3139580 05-SEP-2006