

O: CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

05/27/2010
900163161

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rafaella Apparel Group, Inc.		05/21/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	HSBC Bank USA, National Association
Street Address:	452 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	Financial Institution: <i>United States</i>

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3607404	ELLAVIE
Registration Number:	3607405	ELLAVIE
Registration Number:	3607027	ERGOFIT
Registration Number:	3551459	RAFAELLA FORM + FUNCTION
Registration Number:	3548000	RAFAELLA WKND
Registration Number:	3555044	2W 2 WAY STRETCH
Serial Number:	77393802	ELLA
Serial Number:	77312272	ELLA JEANS BY RAFAELLA
Serial Number:	77353629	ELLAJEANS
Serial Number:	77290398	RAFAELLA JEANS
Serial Number:	77300269	RAFAELLA JEANS R
Serial Number:	77387732	RE RAFAELLA ELEMENTS

CORRESPONDENCE DATA

CH \$315.00 3607404

CO: CORPORATION SERVICE COMPANY COMPANY:1090 VERMONT AVENUE NW, SUITE 430

Fax Number: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	397161
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	05/27/2010

Total Attachments: 9
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TRADEMARK SUPPLEMENTAL GRANT OF SECURITY INTEREST

WHEREAS, RAFAELLA APPAREL GROUP, INC., a corporation formed under the laws of Delaware and located at 1411 Broadway, New York, New York 10018 ("Borrower"), is the owner of 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, Borrower is obligated to HSBC BANK USA, NATIONAL ASSOCIATION ("HSBC"), CERBERUS CAPITAL MANAGEMENT, L.P. ("CCM"), various other financial institutions (collectively, "Lenders"), CCM as the term loan lender ("Term Lender"), and HSBC as agent for Lenders and the Term Lender ("Agent") pursuant to (i) a certain Amended and Restated Financing Agreement, dated May 21, 2010, among Agent, Lenders, Term Lender, Borrower, Verrazano, Inc. and each other subsidiary of the Borrower which becomes a guarantor of the obligations thereunder from time to time and (ii) a certain Trademark Collateral Security Agreement, dated June 20, 2005, made by Borrower in favor of Agent (as reaffirmed by a certain Reaffirmation of Trademark Collateral Security Agreement dated on or about the date hereof) (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower has (i) ratified, confirmed and acknowledged its prior grant of security interest to Agent, for its benefit and for the ratable benefit of Lenders, in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor, and (ii) further granted to Agent, for its benefit and for the ratable benefit of the Lenders and the Term Lender, a continuing 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, in addition to (a) the marks therein referenced, (b) the goodwill of the business symbolized by those marks and the registrations and (c) the applications therefor referenced in that certain Trademark Grant of Security Interest dated June 20, 2005 and filed with the United States Patent and Trademark Office on July 7, 2005 at reel/frame no. 3118/0426, Borrower does hereby grant to Agent for its benefit and for the ratable benefit of Lenders and the Term Lender 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 security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

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CO:CORPORATION SERVICE COMPANY COMPANY:1090 VERMONT AVENUE NW, SUITE 430

Borrower expressly acknowledges and affirms that the rights and remedies of Agent, Lenders and the Term Lender with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York

May 21, 2010

RAFAELLA APPAREL GROUP, INC.



By: _____
Name: Lance D. Arneson
Its: Chief Financial Officer

HSBC BANK USA, NATIONAL ASSOCIATION, as Agent

By: _____
Name: Lisa H. Augustus
Its: Vice President

CO: CORPORATION SERVICE COMPANY COMPANY:1090 VERMONT AVENUE NW, SUITE 430

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

On this 21st day of MAY, 2010, before me personally came Lance D. Arneson, to me known, who, being by me duly sworn, did depose and say that he is the Chief Financial Officer of Rafaella Apparel Group, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.


Notary Public

SHARON E. TALBOT
Notary Public, State of New York
No. 31-4776280
Qualified in New York County
Commission Expires Jan. 31, 2011

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

On this ___ day of _____, 2010, before me personally came Lisa H. Augustus, to me known, who, being by me duly sworn, did depose and say that she is the Vice President of HSBC Bank USA, National Association, the corporation described in and which executed the foregoing instrument; and that she was authorized to sign her name thereto on behalf of said corporation.

Notary Public

O:CORPORATION SERVICE COMPANY COMPANY:1090 VERMONT AVENUE NW, SUITE 430

Borrower expressly acknowledges and affirms that the rights and remedies of Agent, Lenders and the Term Lender with respect to the security interest granted hereby are more fully set forth in the Agreements.


Dated: New York, New York

May 21, 2010

RAFAELLA APPAREL GROUP, INC.

By: _____
Name: Lance D. Arneson
Its: Chief Financial Officer

HSBC BANK USA, NATIONAL ASSOCIATION, as Agent

By: 
Name: Lisa H. Augustus
Its: Vice President

CO: CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430


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

On this ___ day of _____, 2010, before me personally came Lance D. Arneson, to me known, who, being by me duly sworn, did depose and say that he is the Chief Financial Officer of Rafaella Apparel Group, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Notary Public

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

On this 30th day of May, 2010, before me personally came Lisa H. Augustus, to me known, who, being by me duly sworn, did depose and say that she is the Vice President of HSBC Bank USA, National Association, the corporation described in and which executed the foregoing instrument; and that she was authorized to sign her name thereto on behalf of said corporation.


Notary Public

FRANCINE M. CALCAGNO
No. 01CA4878313
Notary Public, State of New York
Qualified in Cassen County
Certificate Issued in Nassau County
My Commission Expires on 12, 20, 11

SCHEDULE A

Schedule A to a Trademark Supplemental Assignment of Security dated May 21, 2010, by and between Raffaella Apparel Group, Inc. and HSBC Bank USA, National Association, as Agent.

TRADEMARKS:

Mark	Registration/Application Number	Date of Registration/Application	Goods/Services/ Int'l Class	Next Action/Status	Deadline
ELLAVIE	Reg. No.: 3607404	Reg. Date: April 14, 2009	IC 25: women's sportswear and outerwear clothing namely, pants, shirts, jackets, blazers, blouses, T-shirts, sweaters, skirts, dresses, suits, vests and shorts.	Affidavit of Use	April 14, 2015
ELLAVIE (STYLIZED)	Reg. No.: 3607405	Reg. Date: April 14, 2009	IC 25: women's sportswear and outerwear clothing namely, pants, shirts, jackets, blazers, blouses, T-shirts, sweaters, skirts, dresses, suits, vests and shorts.	Affidavit of Use	April 14, 2015
ERGOFIT	Reg. No.: 3607027	Reg. Date: April 14, 2009	IC 25: women's sportswear and outerwear clothing namely pants, shirts, dresses	Affidavit of Use	April 14, 2015
RAFAELLA FORM & FUNCTION	Reg. No.: 3551459	Reg. Date: December 23, 2008	IC 25: women's sportswear and outerwear clothing, namely, pants, shirts, jackets, blazers, blouses, T-shirts, sweaters, skirts, dresses, suits, vests and shorts.	Affidavit of Use	December 23, 2014

CO: CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430

Mark	Registration/Application Number	Date of Registration/Application	Goods/Services/ Int'l Class	Next Action/Status	Deadline
RAFAELLA WKND	Reg. No.: 3548000	Reg. Date: December 16, 2008	IC 25: women's sportswear and outerwear clothing, namely, jeans, pants, shirts, jackets, blazers, blouses, T-shirts, sweaters, skirts, dresses, suits, vests and shorts.	Affidavit of Use	December 16, 2014
2 W 2 WAY STRETCH	Reg. No.: 3555044	Reg. Date: December 30, 2008	IC 25: women's sportswear and outerwear clothing, namely, jeans, pants, jackets, blazers, skirts, dresses, suits, vests and shorts	Affidavit of Use	December 30, 2014

TRADEMARK APPLICATIONS:

Mark	Registration/Application Number	Date of Registration/Application	Goods/Services/ Int'l Class	Next Action/Status	Deadline
ELLA	App. No.: 77/393802	App. Date: February 11, 2008	IC 25: women's sportswear and outerwear clothing namely jeans, pants, shirts, jackets, blazers, blouses, T shirts, sweaters, skirts, dresses, suits, vests and shorts.	Pending	
ELLA JEANS BY RAFAELLA	App. No.: 77/312272	App. Date: October 24, 2007	IC 25: women's sportswear and outerwear clothing namely jeans, pants, shirts, jackets, blazers, blouses, T shirts, sweaters, skirts, dresses, suits, vests and shorts.	Pending	

CO: CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430

Mark	Registration/Application Number	Date of Registration/Application	Goods/Services/ Int'l Class	Next Action/Status	Deadline
ELLAJEANS	App. No.: 77/353626	App. Date: December 17, 2007	IC 25: women's sportswear and outerwear clothing namely jeans, pants, shirts, jackets, blazers, blouses, T shirts, sweaters, skirts, dresses, suits, vests and shorts.	Pending	
RAFAELLA JEANS	App. No.: 77/290398	App. Date: September 27, 2007	IC 25: women's sportswear and outerwear clothing, namely, jeans, pants, shirts, jackets, blazers, blouses, T-shirts, sweaters, skirts, dresses, suits, vests and shorts.	Statement of Use	June 3, 2011
RAFAELLA JEANS R AND DESIGN	App. No.: 77/300269	App. Date: October 10, 2007	IC 25: women's sportswear and outerwear clothing, namely, jeans, pants, shirts, jackets, blazers, blouses, T-shirts, sweaters, skirts, dresses, suits, vests and shorts.	Statement of Use	June 3, 2011
RE RAFAELLA ELEMENTS AND DESIGN	App. No.: 77/387732	App. Date: February 4, 2008	IC 25: women's sportswear and outerwear clothing, namely, jeans, pants, shirts, jackets, blazers, blouses, T-shirts, sweaters, skirts, dresses, suits, vests and shorts.	Statement of Use	September 9, 2011

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