

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
Urban Brands, Inc.		10/29/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	AS IP Holdings, Inc.
Street Address:	101 Huntington Avenue
Internal Address:	10th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02199
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3063310	ARE YOU THE NEXT GREAT WOMAN OF STYLE?
Registration Number:	2046868	ASHLEY STEWART
Registration Number:	3076982	ASHLEY STEWART
Registration Number:	2266303	GREAT WOMEN OF STYLE
Registration Number:	2747468	URBAN BRANDS
Serial Number:	76257526	ASHLEY STEWART
Serial Number:	76330074	ASHLEY STEWART
Serial Number:	76701486	ASHLEY SPORT
Serial Number:	76701488	ASHLEY SPORT
Serial Number:	76702021	A LUX
Serial Number:	77383905	BUTTERFLY BY ASHLEY STEWART

CORRESPONDENCE DATA

Fax Number: (212)697-1559

900175320

**TRADEMARK
 REEL: 004307 FRAME: 0374**

OP \$290.00 3063310

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

Phone: (212) 696-6140
Email: trademark@curtis.com
Correspondent Name: Michael R. Graif
Address Line 1: 101 Park Avenue
Address Line 2: Curtis, Mallet-Prevost, Colt & Mosle LLP
Address Line 4: New York, NEW YORK 10178

ATTORNEY DOCKET NUMBER:	031075.0107
NAME OF SUBMITTER:	Michael R. Graif
Signature:	/Michael R. Graif/
Date:	10/29/2010

Total Attachments: 3
source=Trademark Assignment#page1.tif
source=Trademark Assignment#page2.tif
source=Trademark Assignment#page3.tif

TRADEMARK ASSIGNMENT

WHEREAS, Urban Brands, Inc., a Delaware corporation with its principal executive office at 100 Metro Way, Secaucus, NJ ("Assignor") is the owner of the trademark(s) identified on Schedule "A" attached hereto (the "Trademarks"); and

WHEREAS, AS IP Holdings, Inc. a Delaware corporation located at 101 Huntington Avenue, 10th Floor, Boston, MA 02199 ("Assignee"), desires to acquire all right, title and interest in and to the Trademarks, the goodwill of the business associated therewith, all common law rights associated therewith; and


WHEREAS, pursuant to the IP Assignment and Assumption Agreement and the IP Bill of Sale of even date herewith, Assignor agreed to transfer to Assignee and did transfer to Assignee all right, title and interest in and to the Trademarks, the goodwill of the business associated therewith, and all common law rights associated therewith;

NOW THEREFORE, for good and valuable consideration set forth in the Amended and Restated Asset Purchase Agreement, dated as of October 27, 2010, by and among Assignor, as seller, each subsidiary of Assignor set forth therein, and New Ashley Stewart LLC, pursuant to which Assignee is a "Designated Buyer" (as defined therein), the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and set over unto the assignee the entire right, title, and interest in and to the Trademarks, the goodwill of the business associated with the Trademarks, all common law rights associated therewith, including without limitation the right to sue and collect damages for past and future infringement thereof.

This assignment is effective as of the date set forth below.

ASSIGNOR

Dated: October 29, 2010

By: 
Name: Stephen A. Feldman
Title: Executive Vice President & C.F.O.

Sworn to before me this
29th day of October, 2010



NORMA J. SALOMON

8505225 Notary Public - State of Delaware
My Comm. Expires June 8, 2012

TRADEMARK
REEL: 004307 FRAME: 0376

SCHEDULE A

Trademark/Service Mark Registrations

<u>OWNER</u>	<u>TRADEMARK</u>	<u>COUNTRY</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
Urban Brands, Inc.	100% GIRLS	US	2,298,918	12/17/99
Urban Brands, Inc.	ARE YOU THE NEXT GREAT WOMEN OF STYLE?	US	3,063,310	2/28/06
Urban Brands, Inc.	ASHLEY STEWART	US	2,438,806	3/27/01
Urban Brands, Inc.	ASHLEY STEWART	US		
Urban Brands, Inc.	ASHLEY STEWART	US	2,046,868	3/25/97
Urban Brands, Inc.	ASHLEY STEWART	MEXICO	623818	9/4/08
Urban Brands, Inc.	ASHLEY STEWART	MEXICO	649966	9/4/08
Urban Brands, Inc.	ASHLEY STEWART	US	3,076,982	4/4/06
Urban Brands, Inc.	ASHLEY STEWART	US	2,046,868	3/25/97
Urban Brands, Inc.	GREAT WOMEN OF STYLE	US	2,266,303	8/3/99
Urban Brands, Inc.	URBAN BRANDS	US	2,747,468	8/5/03

Trademark Applications

<u>OWNER</u>	<u>MARK</u>	<u>COUNTRY</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>
Urban Brands, Inc.	ASHLEY STEWART	US	76/257,526	5/14/01
Urban Brands, Inc.	ASHLEY STEWART	US	76/330,074	10/25/01
Urban Brands, Inc.	ASHLEY STEWART	US	75/982,187	5/15/01
Urban Brands, Inc.	ASHLEY SPORT & DESIGN	US	76/701,486	2/4/10
Urban Brands, Inc.	ASHLEY SPORT (WORD)	US	76/701,488	2/4/10
Urban Brands, Inc.	A LUX & DESIGN	US	76/702,021	3/12/10
Urban Brands, Inc.	ASHLEY SPORT (word)	MEXICO	1109581	8/4/10
Urban Brands, Inc.	ASHLEY SPORT (design)	MEXICO	1109583	8/4/10
Urban Brands, Inc.	ASHLEY SPORT	CANADA	1490775	7/30/10
Urban Brands, Inc.	ASHLEY SPORT & DESIGN	CANADA	1490774	7/30/10
Urban Brands, Inc.	A LUX & DESIGN	CANADA		
Urban Brands, Inc.	A LUX & DESIGN	MEXICO	1119011	9/10/10
Urban Brands, Inc.	A LUX & DESIGN	MEXICO	1119009	9/10/10
Urban Brands, Inc.	A LUX & DESIGN	MEXICO	1119010	9/10/10
Urban Brands, Inc.	Butterfly by Ashley Stewart	US	77/383,905	1/30/08
Urban Brands, Inc.	KNIGHTWEAR	US	77/924,470	7/7/06
Urban Brands, Inc.	KNIGHTWEAR BY ASHLEY STEWART	US	78/948,053	8/9/06