

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Material Girl Brand LLC		03/01/2010	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MG Icon LLC		
<b>Street Address:</b>	1450 Broadway		
<b>Internal Address:</b>	3rd Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10018		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77889417	TRUTH OR DARE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)391-2057		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	atarshis@iconixbrand.com		
<b>Correspondent Name:</b>	Iconix Brand Group, Inc.		
<b>Address Line 1:</b>	1450 Broadway		
<b>Address Line 2:</b>	3rd Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10018		
<b>NAME OF SUBMITTER:</b>	Andrew R. Tarshis		
<b>Signature:</b>	/atarshis/		
<b>Date:</b>	01/18/2011		

**CH \$40.00 77889417**

Total Attachments: 2

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# Delaware

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*The First State*


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MATERIAL GIRL BRAND, LLC", CHANGING ITS NAME FROM "MATERIAL GIRL BRAND, LLC" TO "MG ICON LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2010, AT 5:58 O'CLOCK P.M.

4752226 8100

100912456

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8234798

DATE: 09-17-10

TRADEMARK  
REEL: 004455 FRAME: 0224


**CERTIFICATE OF AMENDMENT**  
**TO**  
**CERTIFICATE OF FORMATION**  
**OF**  
**MATERIAL GIRL BRAND, LLC**

It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "limited liability company") is **MATERIAL GIRL BRAND, LLC**.
2. The certificate of formation for the limited liability company was filed with the State of Delaware on November 12, 2009.
3. The certificate of formation of the limited liability company stating the name of the limited liability company is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article FIRST:

**FIRST.** The name of the limited liability company formed hereby is  
**MG ICON LLC.**

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Amendment to the Certificate of Formation as of this 1<sup>st</sup> day of March, 2010.

  
Bruce G. Grossberg  
Authorized Person