

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Rwachsberg Holdings Inc.		01/26/2011	CORPORATION: CANADA
<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>	
Registration Number:	3797626	GROUNDED IN QUALITY	
<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>	02/02/2011		
Total Attachments: 1			

CH \$40.00 3797626

**900182922**

**TRADEMARK  
 REEL: 004465 FRAME: 0739**



EXHIBIT A

TRADEMARK ASSIGNMENT

WHEREAS, Rwachsberg Holdings Inc., a Canadian company with a place of business at 20 Graniteridge Road, Concord L4k 5M8, Canada, hereinafter referred to as the "Assignor," owns United States Trademark Registration No. 3,797,628 for the mark MATERIAL GIRLS for goods in Classes 3 and 5, and

WHEREAS, MG Icon LLC, a Delaware limited liability company located and doing business at 1450 Broadway, New York, NY 10018, hereinafter referred to as the "Assignee," is desirous of acquiring the trademark, the goodwill of the business associated with said trademark and the registration therefor;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged by said Assignor, said Assignor, does hereby sell, transfer, convey and assign unto the said Assignee, its successors, and assigns, all right, title and interest in and to the trademark MATERIAL GIRLS that it owns in the United States and its territories, including Registration No. 3,797,626, together with the goodwill of the business in connection with which the said trademark is used.

IN WITNESS WHEREOF, the Assignor has caused this document to be executed  
this 26<sup>th</sup> day of January, 2011.

Rwachsberg Holdings Inc.

By: \_\_\_\_\_

Name: Richard Wachberg

Title: A.S.O.