

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
IP Holdings Unltd LLC		07/27/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	ZY Holdings LLC
Street Address:	1450 Broadway
Internal Address:	3rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	3177609	UNBREAKABLE
Registration Number:	2900612	UNBREAKABLE
Registration Number:	3818233	Z.Y. INSTITUTE
Registration Number:	3060810	ZOO YORK
Registration Number:	2929609	ZOO YORK
Registration Number:	1927011	ZOO YORK
Registration Number:	2931544	ZOO YORK
Registration Number:	3939027	ZOO YORK
Registration Number:	3049211	ZOO YORK
Registration Number:	3031696	ZOO YORK
Registration Number:	2976071	ZY
Registration Number:	2976072	ZY
Registration Number:	2951831	ZY

CH \$390.00 3177609

Registration Number:	3939028	ZY
Serial Number:	77962012	ZOOYORK

CORRESPONDENCE DATA

Fax Number: (212)391-2057
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-730-0030
Email: tsoinger@iconixbrand.com
Correspondent Name: Andrew R. Tarshis
Address Line 1: Iconix Brand Group, Inc.
Address Line 2: 1450 Broadway, 3rd Floor
Address Line 4: New York, NEW YORK 10018

ATTORNEY DOCKET NUMBER:	IPHU TO ZYH
NAME OF SUBMITTER:	Andrew R. Tarshis
Signature:	/atarshis/
Date:	07/28/2011

Total Attachments: 5
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TRADEMARK ASSIGNMENT

This Trademark Assignment ("Assignment") is made on the 27th day of July, 2011, between IP HOLDINGS UNLTD LLC, a Delaware limited liability company, with an address at 1450 Broadway, New York, New York 10018 ("Assignor"), and ZY HOLDINGS LLC, a Delaware limited liability company, with an address at 1450 Broadway, New York, New York 10018 ("Assignee").

WHEREAS, Assignor has adopted, used, is using, and/or intends to use the marks listed in Schedule A attached hereto, for which it owns federal applications and registrations in the United States Patent and Trademark Office;

WHEREAS, Assignee is desirous of acquiring said marks and the applications and registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, sell, and transfer to Assignee, its successors and assigns, all its right, title, and interest in and to said marks, together with the goodwill of the business symbolized by and associated with said marks thereof.

.IN TESTIMONY WHEREOF, Assignor and Assignee have executed this Assignment by a duly authorized officer.

IP HOLDINGS UNLTD LLC

Dated: July 27, 2011

By: Andrew R. Tarshis
Name: Andrew R. Tarshis
Title: VP, ICONIX BRAND GROUP, INC.,
IP MANAGER

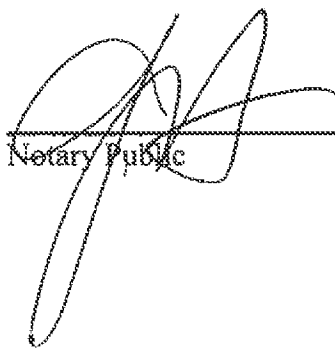
ZY HOLDINGS LLC

Dated: July 27, 2011

By: Andrew R. Tarshis
Name: Andrew R. Tarshis
Title: VP, ZY HOLDINGS AND
MANAGEMENT CORP., IP MANAGER

State of New York)
) ss:
County of New York)

On this 27th day of July 2011, before me appeared ANDREW R. TARSHIS, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of IP HOLDINGS UNLTD LLC.

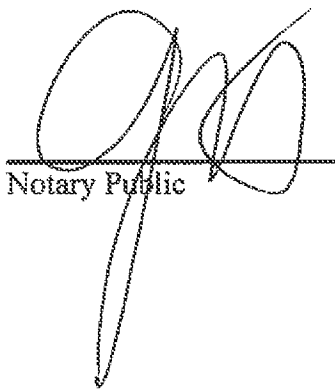


Notary Public

(Seal) **GARA MARINOFF**
 Notary Public, State of New York
 No. 02MA6209808
 Qualified in New York County
 Commission Expires August 3, 2013

State of New York)
) ss:
County of New York)

On this 27th day of July 2011, before me appeared ANDREW R. TARSHIS, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of ZY HOLDINGS LLC.



Notary Public

(Seal) **GARA MARINOFF**
 Notary Public, State of New York
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