

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT

ASSIGNMENT made as of August 10, 2011 between METROPARK USA, INC., a Delaware corporation ("Assignor"), with an address at 160 W. Foothill Pkwy, Suite 105 #49, Corona, CA 92882, and MP WORLDWIDE, LLC, a New York limited liability company ("Assignee") with an address at 112 Windsor Gate, Lake Success, New York 11020.

Recitals

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trademark, "METROPARK" (the "Trademark"), which is registered in the United States Patent and Trademark Office under No. 2,984,191 dated August 9, 2005;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trademark "METROPARK" and to registration No. 2,984,191.

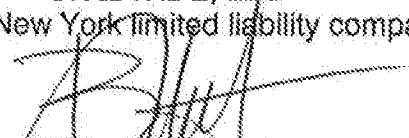
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trademark and in and to the registration thereof, No. 2,984,191, together with the goodwill of the business in connection with which the Trademark is used and any and all damages and profits and any other remedies for past infringement of the Trademark, in accordance with the Order dated August 1, 2011 of the United States Bankruptcy Court for the Southern District of New York before which is pending the chapter 11 case of Assignor..

IN WITNESS WHEREOF the Assignor and Assignee have executed this instrument as of the date first set forth above.

METROPARK USA, INC.,
A Delaware Corporation


By: Richard A. Hicks
Its: Vice President, Finance

MP WORLDWIDE, LLC
A New York limited liability company


By: Bruce Weisfeld
Its: President