

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Substitution of Collateral Agent in Trademarks (regarding security interest previously recorded at reel and frame 3628/040, 2944/811 and 2944/847)

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CIT Group/Commercial Services, Inc., the initial Collateral Agent		09/15/2011	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Wells Fargo Bank, National Association (successor by merger to Wells Fargo Trade Capital, LLC), the successor Collateral Agent
<b>Street Address:</b>	100 Park Avenue
<b>Internal Address:</b>	3rd Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10017
<b>Entity Type:</b>	NATIONAL BANKING ASSOCIATION: UNITED STATES

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Serial Number:	78977481	MICHAEL KORS
Registration Number:	3356080	
Registration Number:	3490152	MONTAUK
Registration Number:	3130753	
Registration Number:	3080631	MICHAEL MICHAEL KORS
Registration Number:	3535310	MK MICHAEL KORS
Registration Number:	3319381	MICHAEL KORS
Registration Number:	2824657	KORS MICHAEL KORS
Registration Number:	2547039	MICHAEL KORS
Registration Number:	2708259	MICHAEL KORS
Registration Number:	2520758	MICHAEL KORS

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Registration Number:	2520757	MICHAEL KORS
Registration Number:	2049326	MICHAEL KORS
Registration Number:	1977507	MICHAEL KORS
Registration Number:	2810931	KORS MICHAEL KORS
Serial Number:	78977153	
Registration Number:	2476689	MICHAEL MICHAEL KORS
Serial Number:	76481813	KORS BY MICHAEL KORS

**CORRESPONDENCE DATA**

Fax Number: (214)981-3400  
Phone: 214-981-3483  
Email: dclark@sidley.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Correspondent Name: Dusan Clark, Esq.  
Address Line 1: Sidley Austin LLP  
Address Line 2: 717 N. Harwood St., Suite 3400  
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	36084-37360
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	09/15/2011

**Total Attachments: 6**

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NOTICE OF SUBSTITUTION OF COLLATERAL AGENT IN TRADEMARKS

This **NOTICE OF SUBSTITUTION OF COLLATERAL AGENT IN TRADEMARKS** (this “Notice”) is effective as of September 15, 2011 (the “Effective Date”), by and among (i) MICHAEL KORS, L.L.C., a Delaware limited liability company (the “Grantor”), (ii) MICHAEL KORS (USA), INC., a Delaware corporation, (the “Company”), (iii) CIT GROUP/COMMERCIAL SERVICES, INC., the initial collateral agent (the “Initial Collateral Agent”) under the Credit Agreement referred to below, and (iv) WELLS FARGO BANK, NATIONAL ASSOCIATION (successor by merger to Wells Fargo Trade Capital, LLC), as the successor collateral agent under the Credit Agreement referred to below (in such capacity, together with its successors and assigns, if any, in such capacity, the “Collateral Agent”).

W I T N E S S E T H

WHEREAS, the Company, the Grantor, the other guarantors party thereto, the financial institutions party thereto from time to time (the “Lenders”), JPMorgan Chase Bank, N.A., as administrative agent (in such capacity, the “Administrative Agent”) and the Initial Collateral Agent entered into that certain Amended and Restated Credit Agreement, dated as of August 30, 2007, which in turn amended and restated that certain Credit Agreement dated as of March 31, 2004 (as amended, restated, supplemented or otherwise modified prior to the date hereof, the “Credit Agreement”).

WHEREAS, pursuant to (i) that certain letter, dated as of February 25, 2010, from the Initial Collateral Agent to the Company, the Lenders, the Administrative Agent and the Collateral Agent and (ii) that certain First Amendment to Amended and Restated Credit Agreement, dated as of February 25, 2010, by and among the Company, the Grantor, the other guarantors party thereto, the Administrative Agent, the Initial Collateral Agent (solely in its individual capacity and as “Co-Lead Arranger”) and the Collateral Agent, the Initial Collateral Agent appointed the Collateral Agent as “Collateral Agent” under the Credit Agreement and assigned to the Collateral Agent all liens and other security interests previously granted to the Initial Collateral Agent in connection with the Credit Agreement.

WHEREAS, the Initial Collateral Agent is executing this Notice merely for recordation with the United States Patent and Trademark Office confirming the assignment that took place on February 25, 2010.

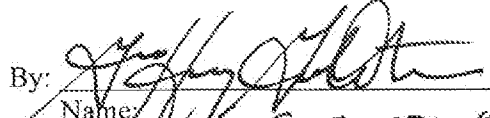
NOW, THEREFORE, the Initial Collateral Agent hereby gives notice that it previously transferred and conveyed to the Collateral Agent all of its right, title and interest, in and to the collateral related to the Trademarks, described on Schedule A attached hereto.

This Notice may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same instrument. Delivery of an executed counterpart of this Notice by facsimile shall be effective as delivery of a manually executed counterpart of this Notice.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, Initial Collateral Agent has caused this Notice to be duly executed by its duly authorized officer or representative as of the day and year first above written.

CIT GROUP/COMMERCIAL SERVICES,  
INC., as Initial Collateral Agent

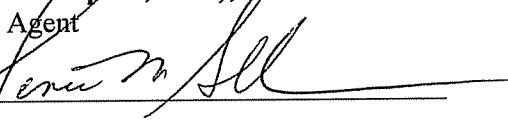
By:   
Name: JEFFREY GOLDSTEIN  
Title: V.P.

**WELLS FARGO BANK, NATIONAL  
ASSOCIATION (successor by merger to Wells  
Fargo Trade Capital, LLC), as successor  
Collateral Agent**

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_



*Tania M Isabella*

*VICE PRESIDENT*

**MICHAEL KORS, L.L.C., as Grantor**

By: 

Name: Joseph B. Parsons

Title: Executive Vice President, Chief Financial  
Officer and Treasurer

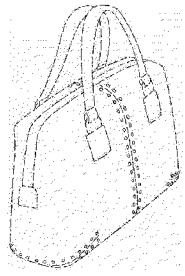
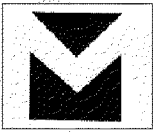
MICHAEL KORS (USA), INC., as Borrower

By: Joseph B. Parsons

Name: Joseph B. Parsons

Title: Executive Vice President, Chief Financial  
Officer and Treasurer

**Schedule A**  
**to**  
**Notice Of Substitution Of Collateral Agent In Trademarks**

NO.	MARK	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.	STATUS
1.	MICHAEL KORS	78977481	7/24/2003	3160891	10/17/2006	REGISTERED
2.	DESIGN ONLY 	78606075	4/11/2005	3356080	12/18/2007	REGISTERED
3.	MONTAUK	78459784	7/30/2004	3490152	8/19/2008	REGISTERED
4.	DESIGN ONLY 	78430302	6/4/2004	3130753	8/15/2006	REGISTERED
5.	MICHAEL MICHAEL KORS	78426397	5/27/2004	3080631	4/11/2006	REGISTERED
6.	MK MICHAEL KORS	78278276	7/24/2003	3535310	11/18/2008	REGISTERED
7.	MICHAEL KORS	78278264	7/24/2003	3319381	10/23/2007	REGISTERED
8.	KORS MICHAEL KORS	76481812	1/13/2003	2824657	3/23/2004	REGISTERED
9.	MICHAEL KORS	76234839	4/4/2001	2547039	3/12/2002	REGISTERED
10.	MICHAEL KORS	75714822	5/27/1999	2708259	4/22/2003	REGISTERED
11.	MICHAEL KORS	75714821	5/27/1999	2520758	12/18/2001	REGISTERED
12.	MICHAEL KORS	75714819	5/27/1999	2520757	12/18/2001	REGISTERED
13.	MICHAEL KORS	74219653	11/7/1991	2049326	4/1/1997	REGISTERED
14.	MICHAEL KORS	74119978	12/3/1990	1977507	6/4/1996	REGISTERED
15.	KORS MICHAEL KORS	75901918	1/22/2000	2810931	2/3/2004	CANCELLED
16.	DESIGN MARK	78977153	6/4/2004			ABANDONED
17.	MICHAEL MICHAEL KORS	75901936	1/22/2000	2476689	8/7/2001	CANCELLED
18.	KORS BY MICHAEL KORS	76481813	1/13/2003			ABANDONED