

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
TARRANT APPAREL GROUP		08/31/2011	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HSBC BANK USA, N.A., as Administrative Agent		
<b>Street Address:</b>	660 South Figueroa Street, Suite 800		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90017		
<b>Entity Type:</b>	NATIONAL ASSOCIATION: UNITED STATES		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1765285	CHAZZZ BY CHARLES GHAILIAN	
Registration Number:	1509348	GET!	
Registration Number:	2758961	MARISA K	
Registration Number:	3853233	NO!	
Registration Number:	1462893	NO! JEANS	
Serial Number:	78947346	JOHN DOE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(949)720-0182		
<b>Phone:</b>	(949) 224-6291		
<b>Email:</b>	trademark@buchalter.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	Farah P. Bhatti, Esq.		
<b>Address Line 1:</b>	18400 Von Karman Avenue, Suite 800		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92612		

CH \$165.00 1765285

ATTORNEY DOCKET NUMBER:	H7188-0003
NAME OF SUBMITTER:	Farah P. Bhatti, Esq.
Signature:	/Farah P. Bhatti/
Date:	09/19/2011
Total Attachments: 3 source=Executed Memorandum and Notice of Security Interest in IP (Tarrant Apparel Group)#page1.tif source=Executed Memorandum and Notice of Security Interest in IP (Tarrant Apparel Group)#page2.tif source=Executed Memorandum and Notice of Security Interest in IP (Tarrant Apparel Group)#page3.tif	

**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

TARRANT APPAREL GROUP, a California corporation, whose address is 801 South Figueroa Street, Suite 2500, Los Angeles, California 90017 ("Assignor") hereby acknowledges that it has granted to HSBC BANK USA, N.A., as agent, whose address is 660 South Figueroa Street, Suite 800, Los Angeles, California 90017 ("Assignee"), a security interest in and to all of Assignor's right, title and interest in and to the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Assignor (the "Trademarks"), together with the goodwill and assets of the business, as set forth in the Agreement (as defined below), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Security Agreement, dated as of August 31, 2011 (the "Agreement"), by and between the Assignor and Assignee, among others, as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Assignee may have in any other collateral described in the Agreement or otherwise. All capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Agreement.

[Signature page to follow.]

21<sup>st</sup> IN WITNESS WHEREOF, the undersigned has duly executed this document as of the  
day of August, 2011.

**TARRANT APPAREL GROUP,**  
a California corporation

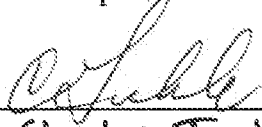
By:   
Name: Charles Turinski  
Its: CEO

EXHIBIT A  
TRADEMARKS

Jurisdiction	Type	Registration Number	Filing Date	Current Owner	Description
Canada	Registration	TMA479,191	7/29/97	Tarrant Apparel Group	Chazzz by Charles Ghailian
U.S.	Registration	1,765,285	4/13/93	Tarrant Apparel Group	Chazzz by Charles Ghailian
Hong Kong	Registration	1997B07661	12/1/08	Tarrant Apparel Group	GET!
Hong Kong	Registration	301,199,854	6/3/09	Tarrant Apparel Group	GET!
U.S.	Registration	1,509,348	10/18/88	Tarrant Apparel Group	GET!
U.S.	Application	78/947,346	08/08/06	Tarrant Apparel Group	John Doe
U.S.	Registration	2,758,961	09/02/03	Tarrant Apparel Group	Marisa K
France	Registration	1,398,720	2/20/87	Tarrant Apparel Group	NO
U.S.	Registration	3,853,233	2/1/10	Tarrant Apparel Group	NO!
California	Registration	102163	1/24/97	Tarrant Apparel Group	No! Jeans
U.S.	Registration	1,462,893	10/27/87	Tarrant Apparel Group	No! Jeans

Exhibit A