

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aeropostale Procurement Company, Inc.		09/22/2011	CORPORATION: DELAWARE
Aeropostale West, Inc.		09/22/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Agent
Street Address:	100 Federal Street, 9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Federal Bank: UNITED STATES

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	3669841	87
Registration Number:	3477550	A87
Registration Number:	3693636	PS FROM AEROPOSTALE
Registration Number:	3709721	PS FROM AEROPOSTALE
Registration Number:	3716916	PS FROM AEROPOSTALE
Registration Number:	3794934	PS FROM AEROPOSTALE
Serial Number:	85325662	A87
Serial Number:	85310708	AERO
Serial Number:	77488912	AEROPOSTALE PS 09 ORIGINAL BRAND
Serial Number:	77488916	AEROPOSTALE PS 09 ORIGINAL BRAND
Serial Number:	85308320	JIMMY'Z
Serial Number:	77976066	PS FROM AEROPOSTALE
Serial Number:	85311863	PS09

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Serial Number:	85314169	PS09
Serial Number:	77488922	PS09 ATHLETIC DEPT. AERO
Serial Number:	85311949	PS4U
Serial Number:	85314287	PS4U
Serial Number:	85308597	

CORRESPONDENCE DATA

Fax Number: (302)636-5454
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	920907
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	09/22/2011

Total Attachments: 6
source=9-22-11 Aeropostale Procurement-TM#page1.tif
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Aeropostale Procurement Company, Inc.
Aeropostale West, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation- State: each Delaware
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) SEPTEMBER 22, 2011

- Assignment Merger
- Security Agreement Change of Name
- Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: BANK OF AMERICA, N.A., AS AGENT

Internal Address: _____
Address: _____

Street Address: 100 FEDERAL STREET, 9TH FLOOR

City: BOSTON

State: MASSACHUSETTS

Country: UNITED STATES Zip: 02110

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other Federal Bank Citizenship United States

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
see attached Schedule A

B. Trademark Registration No.(s)
see attached Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: CORPORATION SERVICE COMPANY

Internal Address: _____

Street Address: 1180 AVENUE OF THE AMERICAS

City: NEW YORK

State: NEW YORK Zip: 10036

Phone Number: 212-299-5600

Fax Number: 212-299-5656

Email Address: _____

6. Total number of applications and registrations involved:

18

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

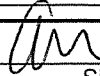
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:


Signature

September 22, 2011
Date

ANDREW NASH
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, AEROPOSTALE PROCUREMENT COMPANY, INC., a Delaware corporation ("Procurement") and AEROPOSTALE WEST, INC., a Delaware corporation ("West"), (Procurement and West are hereinafter referred to, individually, as a "Grantor" and, collectively, as the "Grantors"), each with offices at 112 West 34th Street, 22nd Floor, New York, NY 10120, hereby grant to BANK OF AMERICA, N.A., as agent for its own benefit and the benefit of the other Lenders (as defined in the Loan Agreement of even date herewith), with offices at 100 Federal Street, 9th Floor, Boston, Massachusetts 02110 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Amended and Restated Security Agreement by, among others, the Grantors and the Grantee, dated as of November 13, 2007 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

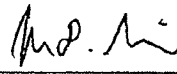
This Grant has been granted in conjunction with the security interest granted by the Grantors to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security

Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

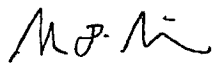
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
20th day of September, 2011.

AEROPOSTALE PROCUREMENT COMPANY,
INC., as a Grantor

By: 
Name: Marc Miller
Title: Chief Financial Officer

AEROPOSTALE WEST, INC., as a Grantor

By: 
Name: Marc Miller
Title: Chief Financial Officer

BANK OF AMERICA, N.A., as Agent,
as Grantee

By: _____
Name: Christine Hutchinson
Title: Director

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
22nd day of September, 2011.

AEROPOSTALE PROCUREMENT COMPANY,
INC., as a Grantor

By: _____
Name: Marc Miller
Title: Chief Financial Officer

AEROPOSTALE WEST, INC., as a Grantor

By: _____
Name: Marc Miller
Title: Chief Financial Officer

BANK OF AMERICA, N.A., as Agent,
as Grantee

By: Christine Hutchinson
Name: Christine Hutchinson
Title: Director

SCHEDULE A

Trademark Name	RegNumber	RegDate	OwnerName
87	3669841	18-Aug-2009	AEROPOSTALE PROCUREMENT COMPANY, INC
A87	3477550	29-Jul-2008	AEROPOSTALE PROCUREMENT COMPANY, INC
PS FROM AEROPOSTALE	3693636	06-Oct-2009	AEROPOSTALE PROCUREMENT COMPANY, INC
PS FROM AEROPOSTALE	3709721	10-Nov-2009	AEROPOSTALE PROCUREMENT COMPANY, INC
PS FROM AEROPOSTALE	3716916	24-Nov-2009	AEROPOSTALE PROCUREMENT COMPANY, INC
PS FROM AEROPOSTALE	3794934	25-May-2010	AEROPOSTALE PROCUREMENT COMPANY, INC
A87	85/325,662	20-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC
AERO	85/310,708	03-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC
AEROPOSTALE PS 09 ORIGINAL BRAND	77/488,912	02-Jun-2008	AEROPOSTALE PROCUREMENT COMPANY, INC
AEROPOSTALE PS 09 ORIGINAL BRAND	77/488,916	02-Jun-2008	AEROPOSTALE PROCUREMENT COMPANY, INC
JIMMY'Z	85/308,320	29-Apr-2011	AEROPOSTALE WEST, INC.
PS FROM AEROPOSTALE	77/976,066	02-Jun-2008	AEROPOSTALE PROCUREMENT COMPANY, INC
PS09	85/311,863	04-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC
PS09	85/314,169	06-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC
PS09 ATHLETIC DEPT. AERO	77/488,922	02-Jun-2008	AEROPOSTALE PROCUREMENT COMPANY, INC
PS4U	85/311,949	04-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC
PS4U	85/314,287	06-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC
WOODY CAR DESIGN	85/308,597	29-Apr-2011	AEROPOSTALE WEST, INC.

1369294.1

Schedule A to Grant of Security Interest in U.S. Trademarks

TRADEMARK

RECORDED: 09/22/2011

REEL: 004627 FRAME: 0868