

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
John Varvatos Apparel Corp.		04/30/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	CIT Finance LLC
Street Address:	11 West 42nd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	3794555	FREE THE NOISE
Registration Number:	3431137	
Registration Number:	3617500	JOHN VARVATOS
Registration Number:	2948321	JOHN VARVATOS
Registration Number:	3332268	JOHN VARVATOS
Serial Number:	77671624	JOHN VARVATOS
Registration Number:	3825727	JOHN VARVATOS ARTISAN
Registration Number:	4122158	JOHN VARVATOS ARTISAN BLACK
Registration Number:	3905731	JOHN VARVATOS BOWERY NYC
Serial Number:	77728339	JOHN VARVATOS BOWERY NYC
Serial Number:	77725260	JOHN VARVATOS BOWERY NYC
Registration Number:	3674479	JOHN VARVATOS U.S.A.
Serial Number:	85294158	JOHN VARVATOS U.S.A.
Registration Number:	3413318	JOHN VARVATOS VINTAGE

CH \$465.00 3794555

Serial Number:	85314002	
Serial Number:	85314030	
Serial Number:	85451830	
Serial Number:	85553296	JOHN VARVATOS U.S.A.

CORRESPONDENCE DATA

Fax Number: 3026365454
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 800-927-9801 x2348
 Email: jpaterso@cscinfo.com
 Correspondent Name: Corporation Service Company
 Address Line 1: 1090 Vermont Avenue NW, Suite 430
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	05/02/2012

Total Attachments: 6
 source=5-2-12 John Varvatos Apparel-TM#page1.tif
 source=5-2-12 John Varvatos Apparel-TM#page2.tif
 source=5-2-12 John Varvatos Apparel-TM#page3.tif
 source=5-2-12 John Varvatos Apparel-TM#page4.tif
 source=5-2-12 John Varvatos Apparel-TM#page5.tif
 source=5-2-12 John Varvatos Apparel-TM#page6.tif

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, in order to induce the several banks and other financial institutions (the "Lenders") to make extensions of credit and other financial accommodations to JOHN VARVATOS APPAREL CORP., a Delaware corporation with its principal place of business at 26 West 17th Street, New York, NY 10011 (the "Grantor") and John Varvatos Enterprises, Inc. ("JVE" and together with the Grantor, each a "Borrower" and collectively, the Borrowers") pursuant to the Credit Agreement, dated as of April 30, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), and pursuant to the Security Agreement, dated as of April 30, 2012, executed and delivered by the Borrowers in favor of the Grantee (as defined below) in connection with the Credit Agreement (as amended, restated supplemented or otherwise modified from time to time, the "Security Agreement") under which the Grantor pledged and granted to CIT FINANCE LLC, as administrative agent and collateral agent for its own benefit and the benefit of the other Credit Parties, with offices at 11 West 42nd Street, New York, NY 10036 (the "Grantee"), a continuing security interest in all of the Grantor's Intellectual Property Collateral, including the Trademarks, the Grantor hereby pledges and grants a continuing security in, to and under all of the Grantor's right, title and interest in each United States Trademark (including, without limitation, those items set forth on Schedule A attached hereto) and all products and Proceeds thereof to the Grantee for the benefit of the Grantee and the Credit Parties to secure payment, performance and observance of the Obligations.

Unless otherwise defined herein or the context otherwise requires, terms used herein have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement. This Grant of Security Interest in United States Trademarks has been executed and delivered by the Grantor for the purpose of recording the grant of security interest

herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Grantee for its own benefit and for the benefit of the other Credit Parties in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. 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 30 day
of April, 2012.

JOHN VARVATOS APPAREL CORP., as Grantor

By: *Edward W Meredith*

Name: Edward Meredith

Title: Treasurer and Secretary

Signature Page to Grant of Security Interest in U.S. Trademarks

TRADEMARK
REEL: 004769 FRAME: 0540

CIT FINANCE LLC,
as Grantee

By: 
Name: Christopher J. Esposito
Title: Managing Director

SCHEDULE A

All of the marks listed below are owned by John Varvatos Apparel Corp.

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
Free the Noise	3794555	Mar 19, 2009
Design Only	3431137	Feb 17, 2005
John Varvatos	3617500	Jul 22, 2004
John Varvatos	2948321	Apr 24, 2000
John Varvatos	3332268	Mar 16, 2006
John Varvatos	77671624	Feb 17, 2009
John Varvatos Artisan	3825727	Aug 1, 2008
John Varvatos Artisan Black	4122158	Jun 15, 2009
John Varvatos Bowery NYC	3905731	Apr 29, 2009
John Varvatos Bowery NYC	77728339	May 4, 2009
John Varvatos Bowery NYC	77725260	Apr 29, 2009
John Varvatos U.S.A. and Design	3674479	Feb 17, 2005
John Varvatos U.S.A. and Design	85294158	Apr 13, 2011
John Varvatos Vintage	3413318	May 22, 2006
Design Only	85314002	May 6, 2011
Design Only	85314030	May 6, 2011
Design Only	85451830	Oct 20, 2011
John Varvatos	85553296	Feb 27, 2012