

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest in United States Trademarks

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Avenue Stores, LLC (formerly known as Ornatus URG Acquisition, LLC)		04/13/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA	
Name:	Ornatus URG Funding, LLC, as Lender
Street Address:	2929 Arch Street, 18th Floor
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19104
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 60		
Property Type	Number	Word Mark
Registration Number:	4077310	AVENUE
Registration Number:	4009165	AVENUE
Registration Number:	4013617	SEXY NIGHTS
Registration Number:	3299503	SOFT BY AVENUE
Registration Number:	3230962	SOFT BY AVENUE
Registration Number:	3386257	SHIRT AVENUE
Registration Number:	3236862	AVENUE
Registration Number:	3221647	AVENUE
Registration Number:	3337392	AVENUE BODY
Registration Number:	3951871	HIDDEN STYLE
Registration Number:	3569232	XTREME-TEK
Registration Number:	3613102	SEXY NIGHTS
Registration Number:	3523077	SEXY SECRETS

OP \$1515.00 4077310

Registration Number:	3432105	SMOOTH EMBRACE
Registration Number:	3475321	AVENUE SIGNATURECHINO
Registration Number:	3470975	AVENUE JEANS
Registration Number:	2848836	DREAM CURVES
Registration Number:	2630831	CLOUDWALKERS
Registration Number:	3337603	AVENUE
Registration Number:	2656395	AVENUE
Registration Number:	2608788	AVENUE
Registration Number:	3418765	AVENUE DIRECT
Registration Number:	2642495	CW SHOE
Registration Number:	2598919	CLOUDCARE
Registration Number:	2534538	AVENUE BODY
Registration Number:	2601626	AVENUE
Registration Number:	2673518	CLOUD WALKERS
Registration Number:	2351577	JUST LIKE WALKING ON AIR
Registration Number:	2678430	CLOUD WALKERS
Registration Number:	2474547	AVENUE
Registration Number:	2742451	AVENUE
Registration Number:	2860468	AVENUE
Registration Number:	2445518	AVENUE
Registration Number:	2727404	AVENUE
Registration Number:	2472442	AVENUE.COM
Registration Number:	2516111	AVENUE ESSENTIALS
Registration Number:	2556445	CLOUD SOFT
Registration Number:	2423679	CLOUD HEEL STRIKE PAD
Registration Number:	2300481	NOTHING SHOULD STOP YOU
Registration Number:	2163410	CLOUD WALKERS
Registration Number:	2170163	CLOUD RACERS
Registration Number:	2094680	CLOUD WALKERS
Registration Number:	2055247	WALK ON AIR
Registration Number:	2218272	AVENUE
Registration Number:	2251168	AVENUE PLUS
Registration Number:	2089978	AVENUE BLUES
Registration Number:	2088167	THE AVENUE
Registration Number:	2065819	THE AVENUE

	2144949	THE AVENUE
Registration Number:	2016250	THE LARGE SIZE FASHION SOURCE
Registration Number:	1773306	THE AVENUE SHOP FOR WOMEN
Registration Number:	1750551	THE AVENUE SHOP FOR WOMEN
Registration Number:	1678620	THE AVENUE
Registration Number:	1528397	FORELLI
Registration Number:	1174357	CLOUD SOFT COMFORT
Registration Number:	0634405	CLOUD WALK
Registration Number:	0534076	CLOUD WALKER
Registration Number:	2993599	AVENUE
Registration Number:	1563443	AVENUE
Registration Number:	1552946	AVENUES

CORRESPONDENCE DATA

Fax Number: 2122919868
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 212 558 4229
Email: demarcor@sullcrom.com, nguyenb@sullcrom.com
Correspondent Name: Raffaele A. DeMarco
Address Line 1: 125 Broad Street
Address Line 2: Sullivan & Cromwell LLP
Address Line 4: New York, NEW YORK 10004-2498

ATTORNEY DOCKET NUMBER:	019588/00025 (RAD)
NAME OF SUBMITTER:	Raffaele A. DeMarco
Signature:	/Raffaele A. DeMarco/
Date:	07/30/2012

Total Attachments: 5
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, AVENUE STORES, LLC, formerly known as Ornatus URG Acquisition, LLC, a Delaware limited liability company (the "Grantor"), hereby grants to ORNATUS URG FUNDING, LLC, in its capacity as lender (in such capacity, the "Grantee"), a continuing security interest in (a) all of the Grantor's right, title and interest in, to and under all trademarks (including service marks), slogans, logos, certification marks, trade dress, uniform resource locators (URLs), domain names, corporate names and trade names, whether registered or unregistered, owned by or assigned to Grantor (and that have not been subsequently assigned by Grantor to a third party) and all registrations and applications for the foregoing (whether statutory or common Law and whether established or registered in the United States or any other country or any political subdivision thereof), set forth on Schedule A attached hereto (the "Marks"), (b) all rights and privileges arising under applicable Law with respect to such Grantor's use of any trademarks, (c) all licenses of the Marks, whether as licensee or licensor, (d) all reissues, continuations, extensions and renewals thereof, (e) the goodwill of the business symbolized by the trademarks, (f) income, fees, royalties, damages and payments now and hereafter due and/or payable with respect thereto, including, without limitation, damages, claims and payments for past, present or future infringements thereof, (g) rights corresponding thereto throughout the world and (h) rights to sue for past, present and future infringements thereof.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of April 13, 2012 (as amended, modified, restated and/or supplemented from time to time, 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.


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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 13th day of April, 2012.

AVENUE STORES, LLC, formerly known
as Ornatus URG Acquisition, LLC,
as Grantor

By: _____
Name _____
Title _____

ORNATUS URG FUNDING, LLC,
as Lender
as Grantee

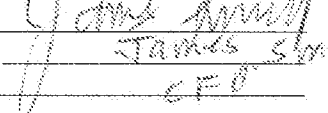
By:  _____
Name: Raymond C. French
Title Authorized Person

[Trademark Security Agreement]

TRADEMARK
REEL: 004831 FRAME: 0578

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 13th day of April, 2012.

AVENUE STORES, LLC, formerly known
as Ornatus URG Acquisition, LLC,
as Grantor

By: 
Name James Smith
Title CFO

ORNATUS URG FUNDING, LLC,
as Lender
as Grantee

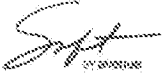

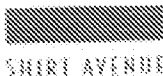


By: _____
Name: _____
Title _____





[Trademark Security Agreement]

TRADEMARK
REEL: 004831 FRAME: 0579

SCHEDULE A

Trademarks

Mark	Application No.	Application Date	Registration No.	Registration Date
AVENUE	85388235	August 3, 2011	4077310	December 27, 2011
AVENUE	85209694	January 4, 2011	4009165	August 9, 2011
SEXY NIGHTS	85063966	June 16, 2010	4013617	August 16, 2011
AVENUE STUDIO	85323643	May 18, 2011	N/A	N/A
SOFT BY AVENUE & Design 	78745186	November 2, 2005	3299503	September 25, 2007
SOFT BY AVENUE & Design 	78575064	February 25, 2005	3230962	April 17, 2007
SHIRT AVENUE & Design 	78540420	December 31, 2004	3386257	February 19, 2008
AVENUE	78904540	June 9, 2006	3236862	May 1, 2007
AVENUE	78720322	September 26, 2005	3221647	March 27, 2007
AVENUE BODY	78939823	July 28, 2006	3337392	November 13, 2007
HIDDEN STYLE	77893548	December 15, 2009	3951871	April 26, 2011
XTREME-TEK	77396030	February 13, 2008	3569232	February 3, 2009
SEXY NIGHTS	77220654	July 2, 2007	3613102	April 28, 2009
SEXY SECRETS	77071906	December 27, 2006	3523077	October 28, 2008
SMOOTH EMBRACE	77071336	December 26, 2006	3432105	May 20, 2008
AVENUE SIGNATURECHINO	77301559	October 11, 2007	3475321	July 29, 2008
AVENUE JEANS	77301519	October 11, 2007	3470975	July 22, 2008
DREAM CURVES	76464641	November 6, 2002	2848836	June 1, 2004
CLOUDWALKERS	76247822	April 27, 2001	2630831	October 8, 2002
AVENUE	76180022	December 13, 2000	3337603	November 20, 2007
AVENUE	76363600	January 28, 2002	2656395	December 3, 2002
AVENUE	76111811	August 17, 2000	2608788	August 20, 2002
AVENUE DIRECT	76045176	May 10, 2000	3418765	April 29, 2008
CW SHOE & Design 	76319141	September 28, 2001	2642495	October 29, 2002
CLOUDCARE	76069571	June 13, 2000	2598919	July 23, 2002
AVENUE BODY	75679659	April 12, 1999	2534538	January 29, 2002
AVENUE	75714854	May 27, 1999	2601626	July 30, 2002
CLOUD WALKERS 	75646503	October 2, 1998	2673518	January 14, 2003
JUST LIKE WALKING ON AIR	75641016	February 16, 1999	2351577	May 23, 2000
CLOUD WALKERS	75563498	October 2, 1998	2678430	January 21, 2003
AVENUE	75980665	May 27, 1999	2474547	July 31, 2001
AVENUE	75787014	August 27, 1999	2742451	July 29, 2003
AVENUE	75713086	May 25, 1999	2860468	July 6, 2004
AVENUE	75568309	October 9, 1998	2445518	April 24, 2001

Mark	Application No.	Application Date	Registration No.	Registration Date
AVENUE	75565573	October 6, 1998	2727404	June 17, 2003
AVENUE.COM	75980596	May 27, 1999	2472442	July 24, 2001
AVENUE ESSENTIALS	75580882	November 2, 1998	2516111	December 11, 2001
CLOUD SOFT	75571005	October 14, 1998	2556445	April 2, 2002
CLOUD HEEL STRIKE PAD	75402951	December 10, 1997	2423679	January 23, 2001
NOTHING SHOULD STOP YOU	75344134	August 20, 1997	2300481	December 14, 1999
CLOUD WALKERS & Design 	75197100	November 13, 1996	2163410	June 9, 1998
CLOUD RACERS	75145439	August 5, 1996	2170163	June 30, 1998
CLOUD WALKERS	75126778	June 28, 1996	2094680	September 9, 1997
WALK ON AIR	75112849	June 3, 1996	2055247	April 22, 1997
AVENUE	75297057	May 23, 1997	2218272	January 19, 1999
AVENUE PLUS	75423956	January 27, 1998	2251168	June 8, 1999
AVENUE BLUES	75047145	January 23, 1996	2089978	August 19, 1997
THE AVENUE	74733041	September 22, 1995	2088167	August 12, 1997
THE AVENUE	74733040	September 22, 1995	2065819	May 27, 1997
THE AVENUE	74689183	June 13, 1995	2144949	March 17, 1998
THE LARGE SIZE FASHION SOURCE	74601536	November 21, 1994	2016250	November 12, 1996
THE AVENUE SHOP FOR WOMEN	74126732	December 27, 1990	1773306	May 25, 1993
THE AVENUE SHOP FOR WOMEN & Design THE AVENUE SHOP FOR WOMEN	74114875	November 13, 1990	1750551	February 2, 1993
THE AVENUE	74088374	August 15, 1990	1678620	March 10, 1992
FORELLI	73742946	July 29, 1988	1528397	March 7, 1989
AVENUE & Design 	73659480	May 7, 1987	1563443	October 31, 1989
AVENUES & Design 	73482628	May 3, 1984	1552946	August 22, 1989
CROWN SOFT CONFORT 	73262439	May 16, 1980	1174357	October 20, 1981
CLOUD WALK	71692346	August 2, 1955	0634405	September 11, 1956
CLOUD WALKER	71585064	September 20, 1949	0534076	November 28, 1950
AVENUE	76434479	July 24, 2002	2993599	September 13, 2005