

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
Cherokee, Inc.		09/04/2012	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, NA
Street Address:	300 South Grand Avenue
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	National Association - United States: CALIFORNIA

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Serial Number:	85080400	1973 C
Registration Number:	1437377	AMERICAN LEGENDS
Serial Number:	71417207	CHEROKEE
Registration Number:	1513489	CHEROKEE
Serial Number:	74012581	CHEROKEE
Serial Number:	73829314	CHEROKEE
Serial Number:	74012343	CHEROKEE
Serial Number:	73812542	CHEROKEE
Serial Number:	73751281	CHEROKEE
Serial Number:	73408881	CHEROKEE
Serial Number:	75314347	CHEROKEE BABY
Serial Number:	76976473	CHEROKEE BABY
Serial Number:	77095083	CHEROKEE PERFECT
Serial Number:	77046465	CHEROKEE ULTIMATE

OP \$690.00 85080400

Serial Number:	85181107	
Serial Number:	85287688	C
Serial Number:	85303766	CC
Serial Number:	77938971	COMPLETELY LIZ
Serial Number:	77792568	COMPLETELY ME
Serial Number:	85060591	
Serial Number:	75816991	LIZ LANGE
Serial Number:	78710262	LIZ LANGE
Serial Number:	76263191	LIZ LANGE
Serial Number:	76263192	LIZ LANGE LL
Serial Number:	76263190	LIZ LANGE LL
Serial Number:	77864880	LIZ LUXE
Serial Number:	78710244	LL LIZ LANGE

CORRESPONDENCE DATA

Fax Number: 3127069316
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 312-701-8352
Email: ejpalmer@mayerbrown.com, driley@mayerbrown.com, ipdocket@mayerbrown.com
Correspondent Name: Erick J. Palmer
Address Line 1: 71 S. Wacker Drive
Address Line 2: Mayer Brown LLP
Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	12407498
NAME OF SUBMITTER:	Erick J. Palmer
Signature:	/EJP/
Date:	09/05/2012

Total Attachments: 5
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source=Cherokee Inc. Trademark Security Agreement#page5.tif

Trademark Security Agreement

TRADEMARK SECURITY AGREEMENT, dated as of September 4, 2012, among CHEROKEE INC. (the "Borrower") and JPMORGAN CHASE BANK, N.A. (the "Bank").

This Agreement is being entered into in connection with the Continuing Security Agreement dated as of even date hereof (the "Security Agreement") between the Borrower and the Bank, and the related Credit Agreement dated as of even date herewith between the Borrower and the Bank.

The parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Liabilities, the Borrower, pursuant to the Security Agreement, did and hereby does grant to the Bank, its successors and assigns, for the benefit of the Bank, a security interest in all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by the Borrower or in which the Borrower now has or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"):

- (a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule I (the "Trademarks");
- (b) all goodwill associated with or symbolized by the Trademarks; and
- (c) all other assets, rights and interests that uniquely reflect or embody such goodwill.

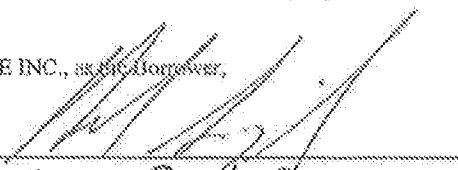
SECTION 3. Security Agreement. The security interests granted to the Bank herein are granted in furtherance, and not in limitation, of the security interests granted to the Bank pursuant to the Security Agreement. The Borrower hereby acknowledges and affirms that the rights and remedies of the Bank with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

IN WITNESS WHEREOF, the parties hereto have duly executed this Trademark Security Agreement as of the day and year first above written.

CHEROKEE INC., as the Borrower,

By:

Name:
Title:


Howard Siegel, CEO

Signature page to Trademark Security Agreement

702747757

TRADEMARK
REEL: 004856 FRAME: 0141

Schedule I

Trademark List

A. Pre-Existing marks

Client-Matter #/Subcase Trademark	Status	Application Class(es)	Registration Number/Date	Number/Date
1973 C & Shield Design	57240-0830/ United States of America	Registered 25 Int.	85/080400 08-Jul-2010	4168486 03-Jul-2012
<i>Goods:</i> 25 Int.: MEN'S AND WOMEN'S CLOTHING, NAMELY PANTS, SLACKS, JEANS, SHORTS, SKIRTS, SHIRTS, BLOUSES, SWEATERS, T-SHIRTS, TANK TOPS, DRESSES, VESTS, SOCKS, HOSIERY, JACKETS, COATS, SCARVES, BELTS, UNDERWEAR, SLIPS, CAMISOLES, BRAS, NIGHTGOWNS, ROBES; INFANTS AND CHILDREN'S CLOTHING, NAMELY, T-SHIRTS, SWEATERS, LONG SLEEVED SHIRTS, SHORTS, PANTS, JUMPERS, JUMPSUITS, OVERALLS, ONE-PIECE PLAYSUITS, PAJAMAS, SOCKS, DRESSES, SKIRTS; HEADGEAR, NAMELY HATS AND CAPS; FOOTWEAR				
AMERICAN LEGENDS	57240-0010/ United States of America	Renewed 25 Int.	583595 18-Feb-1986	1437377 21-Apr-1987
<i>Goods:</i> 25 Int.: CLOTHING - NAMELY, JACKETS, PANTS, SHORTS, SKIRTS, SHIRTS, AND SWEATERS				
CHEROKEE	57240-0005/ United States of America	Renewed 25 Int.	71/417207 18-Mar-1939	373836 26-Dec-1939
<i>Goods:</i> 25 Int.: MEN'S AND BOY'S MOCCASIN SLIPPERS				
CHEROKEE	57240-0017/ United States of America	Renewed 09 Int.	727347 09-May-1988	1513489 22-Nov-1988
<i>Goods:</i> 09 Int.: EYEGLASSES				
CHEROKEE	57240-0019/ United States of America	Renewed 25 Int.	74/012581 20-Dec-1989	1644461 14-May-1991
<i>Goods:</i> 25 Int.: WOMEN'S CLOTHING, NAMELY, UNDERPANTS, SLIPS, CAMISOLES, BRAS, NIGHTGOWNS AND ROBES				
CHEROKEE	57240-0020/ United States of America	Renewed 18 Int.	73/829314 04-Oct-1989	1595384 08-May-1990
<i>Goods:</i> 18 Int.: PURSES				
CHEROKEE	57240-0022/ United States of America	Renewed 18 Int.	74/012343 19-Dec-1989	1639754 02-Apr-1991
<i>Goods:</i> 18 Int.: LUGGAGE				
CHEROKEE	57240-0038/ United States of America	Renewed 14 Int.	73/812542 14-Jul-1989	1588752 27-Mar-1990
<i>Goods:</i> 14 Int.: WATCHES				
CHEROKEE	57240-0041/ United States of America	Renewed 24 Int.	73/751281 12-Sep-1988	1582609 13-Feb-1990
<i>Goods:</i> 24 Int.: TOWELS, WASHCLOTHS, SHEETS, PILLOW CASES AND BED SPREADS				

CHEROKEE	57240-0204/ United States of America	Renewed 25 Int.	73/408881 10-Jan-1983	1270846 20-Mar-1984
<i>Goods:</i>	25 Int.: SHOES; CLOTHING-NAMELY, PANTS, SLACKS, JEANS, SHIRTS, BLOUSES, JACKETS, SKIRTS, DRESSES, VESTS, SOCKS, HOSIERY, COATS, SWEATERS, HATS AND SCARVES			
CHEROKEE BABY	57240-0452/ United States of America	Registered 25 Int.	75/314347 24-Jun-1997	2935238 22-Mar-2005
<i>Goods:</i>	25 Int.: INFANTS' AND CHILDRENS' CLOTHING, NAMELY T-SHIRTS, SWEATERS, LONG SLEEVED SHIRTS, SHORTS, PANTS, JUMPERS, JUMPSUITS, OVERALL, ONE-PIECE PLAYSUITS, PAJAMAS, SOCKS, DRESSES, SKIRTS; FOOTWEAR; HEADWEAR			
CHEROKEE BABY	57240-0683/ United States of America	Registered 24 Int.	76/976473 04-Aug-2000	2846293 25-May-2004
<i>Goods:</i>	24 Int.: CRIB BUMPERS, CRIB CANOPIES, WASH CLOTHS, TOWELS, ALL FOR INFANTS AND BABIES			
CHEROKEE PERFECT	57240-0711/ United States of America	Registered 25 Int.	77/095083 30-Jan-2007	3386092 19-Feb-2008
<i>Goods:</i>	25 Int.: CLOTHING, FOOTWEAR AND HEADWEAR; NAMELY, T-SHIRTS, SWEAT SHIRTS, FUR JACKETS, LEATHER JACKETS, CLOTH JACKETS, JERSEYS, SHORTS, SWEAT PANTS, HATS, CAPS, SCARVES, GLOVES, HOSIERY, NECKTIES, PAJAMAS, BATHROBES, NIGHT SHIRTS, NIGHT GOWNS, UNDERWEAR, HEAD BANDS, WRIST BANDS, SWIM SUITS, SKIRTS, SHIRTS, TANK TOPS, PANTS, FUR COATS, LEATHER COATS, RAINCOATS, SPORT COATS, SUIT COATS, TOPCOATS, OVERCOATS, SWEATERS, LEOTARDS, LEG WARMERS, STOCKINGS, SOCKS, PANTY HOSE, TIGHTS, BELTS, SHOES, SLIPPERS, BOOTS, SANDALS; RAINWEAR; ATHLETIC SHOES, CASUAL FOOTWEAR, SANDALS; BANDANNAS, NECKERCHIEFS; SWIMWEAR, NAMELY, BATHING SUITS AND TRUNKS, BEACHWEAR, BEACH AND BATHING COVERUPS, AND BIKINIS; BERMUDA SHORTS, GYM SHORTS, JEANS, PLAY SUITS, POLO SHIRTS, PULLOVERS, SWEATSHORTS, TOPS, SUITS, JOGGING SUITS, WARMUP SUITS, SWEAT SUITS, SHORTS, KNIT SHIRTS			
CHEROKEE ULTIMATE	57240-0708/ United States of America	Registered 25 Int.	77/046465 17-Nov-2006	3386015 19-Feb-2008
<i>Goods:</i>	25 Int.: CLOTHING, FOOTWEAR AND HEADWEAR; NAMELY, T-SHIRTS, SWEAT SHIRTS, FUR JACKETS, LEATHER JACKETS, CLOTH JACKETS, JERSEYS, SHORTS, SWEAT PANTS, HATS, CAPS, SCARVES, GLOVES, HOSIERY, NECKTIES, PAJAMAS, BATHROBES, NIGHT SHIRTS, NIGHT GOWNS, UNDERWEAR, HEAD BANDS, WRIST BANDS, SWIM SUITS, SKIRTS, SHIRTS, TANK TOPS, PANTS, FUR COATS, LEATHER COATS, RAINCOATS, SPORT COATS, SUIT COATS, TOPCOATS, OVERCOATS, SWEATERS, LEOTARDS, LEG WARMERS, STOCKINGS, SOCKS, PANTY HOSE, TIGHTS, BELTS, SHOES, SLIPPERS, BOOTS, SANDALS; RAINWEAR; ATHLETIC SHOES, CASUAL FOOTWEAR, SANDALS; BANDANNAS, NECKERCHIEFS; SWIMWEAR, NAMELY, BATHING SUITS AND TRUNKS, BEACHWEAR, BEACH AND BATHING COVERUPS, AND BIKINIS; BERMUDA SHORTS, GYM SHORTS, JEANS, PLAY SUITS, POLO SHIRTS, PULLOVERS, SWEATSHORTS, TOPS, SUITS, JOGGING SUITS, WARMUP SUITS, SWEAT SUITS, SHORTS, KNIT SHIRTS			
HERITAGE AND HOME CHEROKEE AN AMERICAN STANDARD SINCE 1973 Label (Boarder Only)	57240-0838/ United States of America	Abandon/Revive 25 Int.	85/181107 19-Nov-2010	
<i>Goods:</i>	25 Int.: CLOTHING; FOOTWEAR AND HEADGEAR			

Miscellaneous Design (C Nail
Head Design)

57240-0897/
United States of America

Registered
25 Int.

85/287688
06-Apr-2011

4123011
03-Apr-2012

Goods: 25 Int.: MEN'S AND WOMEN'S CLOTHING, NAMELY, PANTS, SLACKS, JEANS, SHORTS, SKIRTS, SHIRTS, BLOUSES, SWEATERS, T-SHIRTS, TANK TOPS, DRESSES, VESTS, SOCKS, HOSIERY, JACKETS, COATS, SCARVES, BELTS, UNDERWEAR, SLIPS, CAMISOLES, BRAS, NIGHTGOWNS AND ROBES; INFANTS AND CHILDREN'S CLOTHING, NAMELY, T-SHIRTS, SWEATERS, LONG SLEEVED SHIRTS, SHORTS, PANTS, JUMPERS, JUMPSUITS, OVERALLS, ONE-PIECE PLAYSUITS, PAJAMAS, SOCKS, DRESSES AND SKIRTS; HEADGEAR, NAMELY, HATS AND CAPS; FOOTWEAR

Miscellaneous Design (C Nail
Head Heart)

57240-0898/
United States of America

Registered
25 Int.

85/303766
25-Apr-2011

4123065
03-Apr-2012

Goods: 25 Int.: MEN'S AND WOMEN'S CLOTHING, NAMELY, PANTS, SLACKS, JEANS, SHORTS, SKIRTS, SHIRTS, BLOUSES, SWEATERS, T-SHIRTS, TANK TOPS, DRESSES, VESTS, SOCKS, HOSIERY, JACKETS, COATS, SCARVES, BELTS, UNDERWEAR, SLIPS, CAMISOLES, BRAS, NIGHTGOWNS AND ROBES; INFANTS AND CHILDREN'S CLOTHING, NAMELY, T-SHIRTS, SWEATERS, LONG SLEEVED SHIRTS, SHORTS, PANTS, JUMPERS, JUMPSUITS, OVERALLS, ONE-PIECE PLAYSUITS, PAJAMAS, SOCKS, DRESSES AND SKIRTS; HEADGEAR, NAMELY, HATS AND CAPS; FOOTWEAR

B. Marks acquired from LLM Management Co. LLC

Mark	Country	Appl. No./Appl. Date	Reg. No./Reg. Date
COMPLETELY LIZ	U.S.	77/938,971 February 18, 2010	4168349 July 3, 2012
COMPLETELY ME	U.S.	77/792,568 July 29, 2009	4091399 January 24, 2012
	U.S.	85/060,591 June 11, 2010	4122398 April 3, 2012
LIZ LANGE	U.S.	75/816,991 October 7, 1999	2360437 June 20, 2000
LIZ LANGE	U.S.	78/710,262 September 9, 2005	3765466 March 23, 2010
LIZ LANGE	U.S.	76/263,191 May 29, 2001	2662053 December 17, 2002
 LIZ LANGE	U.S.	76/263,192 May 29, 2001	2662054 December 17, 2002
 LIZ LANGE	U.S.	76/263,190 May 29, 2001	2662052 December 17, 2002
LIZ LUXE	U.S.	77/864,880 November 4, 2009	3986483 June 28, 2011
 LIZ LANGE	U.S.	78/710,244 September 9, 2005	3769332 March 30, 2010