

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
LP-ILS, LLC		11/08/2012	LIMITED LIABILITY COMPANY: FLORIDA

RECEIVING PARTY DATA	
Name:	Wilmington Trust
Street Address:	50 South Sixth Street
Internal Address:	Suite 1290
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 17		
Property Type	Number	Word Mark
Serial Number:	85461612	ANGELICA DEMARCO
Serial Number:	85461600	ELENA MILLINNI
Registration Number:	2510302	ARNEX
Registration Number:	2510303	LP
Registration Number:	3987811	LP ITALY
Registration Number:	3715804	THE WORLD RUNS ON LUCIEN PICCARD TIME
Registration Number:	2510301	LUCIEN PICCARD
Registration Number:	1981245	LUCIEN PICCARD
Registration Number:	3936019	VENETIAN GOLD
Registration Number:	4003210	LUCIEN PICCARD
Registration Number:	4006877	LUCIEN PICCARD
Registration Number:	4000356	CW
Registration Number:	3239457	STRATOSPHERE

CH \$440.00 85461612

Registration Number:	3632155	MADDY EMERSON
Registration Number:	3702151	CELEBRITY STYLE
Registration Number:	3705870	JEWELRY FOR THE CELEBRITY IN YOU
Registration Number:	0746214	DUFONTE

CORRESPONDENCE DATA

Fax Number: 7045032622

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

Phone: 704 503 2600

Email: trademarks@kslaw.com,hserbin@kslaw.com,vbantug@kslaw.com

Correspondent Name: King & Spalding LLP

Address Line 1: 100 N Tryon Street

Address Line 2: Suite 3900

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	18876.009026 SWI-LP-ILS
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NAME OF SUBMITTER:	Vicky R. Bantug, Paralegal
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Signature:	/Vicky R. Bantug/
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Date:	11/13/2012
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Total Attachments: 5

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Term Loan Credit and Security Agreement, dated as of November 8, 2012 (as the same may be amended, modified, restated or supplemented from time to time, the "Credit Agreement"), by and among Swiss Watch International, Inc., (formerly known as Swordfish Merger Sub, Inc.), a Delaware corporation (the "Borrower"), certain subsidiaries of the Borrower from time to time party thereto, the financial institutions which are now or which hereafter become a party thereto (collectively, the "Lenders" and each individually a "Lender") and Wilmington Trust, National Association, as agent for the Lenders (in such capacity, the "Agent") for the Secured Parties referenced therein, the undersigned (the "Grantor") has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown on Schedule 1 attached hereto to the Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Notwithstanding anything herein to the contrary, the liens and security interests referred to in this Notice of Grant of Security Interest in Trademarks and the exercise of any right or remedy by the Agent, PNC Bank, National Association, as agent ("Revolving Agent") under that certain Revolving Credit and Security Agreement by and among itself, the Borrower and certain subsidiaries of the Borrower from time to time party thereto, or related lenders thereunder, are subject to that certain Intercreditor Agreement, dated as of the date hereof (as amended, modified, restated or replaced from time to time supplemented) by and among Agent, Revolving Agent and the Borrower.

[Signature Page Follows]

Very truly yours,

LP-ILS, LLC

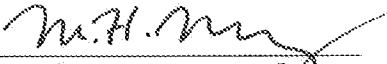
By: 

Name: Izac Ben-Shmuel

Title: Co-Chief Executive Officer

[Signature Page to Notice of Grant of Security Interest in Trademarks]

**WILMINGTON TRUST, NATIONAL
ASSOCIATION**

By: 
Name: Meghan H. McCauley
Title: Authorized Signatory

[Notice of Grant of Security Interest in Trademarks]

**TRADEMARK
REEL: 004899 FRAME: 0279**

SCHEDULE 1

TRADEMARK	OWNER	GOODS AND SERVICES	FILING DATE	SERIAL NO.	REG. DATE	REG. NO.
ANGELICA DEMARCO	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry and watches. FIRST USE: -. FIRST USE IN COMMERCE: -	11/01/11	85461612		
ELEENNA MILLINNI	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry and watches. FIRST USE: -. FIRST USE IN COMMERCE: -	11/01/11	85461600		
ARNEX and Design	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: watches and parts thereof. FIRST USE: 19630930. FIRST USE IN COMMERCE: 19630930	02/28/01	76218570	11/20/01	2510302
LP and Design	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: watches and parts thereof. FIRST USE: 19771014. FIRST USE IN COMMERCE: 19771014	02/28/01	76218596	11/20/01	2510303
LP ITALY	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: Clocks; Jewelry; Watch bands and straps; Watch parts; Watches. FIRST USE: 20060228. FIRST USE IN COMMERCE: 20060228	02/10/06	78812455	07/05/11	3987811
THE WORLD RUNS ON LUCIEN PICCARD TIME	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: Watches, watch bands and watch parts. FIRST USE: 20090701. FIRST USE IN COMMERCE: 20090701	08/06/07	77247860	11/24/09	3715804
LUCIEN PICCARD	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: WATCHES, WATCH MOVEMENTS AND PARTS THEREOF. FIRST USE: 19391231. FIRST USE IN COMMERCE: 19391231	02/28/01	76218569	11/20/01	2510301
LUCIEN PICCARD	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: leather and imitation leather goods, namely handbags, attache bags and attache cases. FIRST USE: 19930213. FIRST USE IN COMMERCE: 19930213	08/04/95	74711139	06/18/96	1981245
VENETIAN GOLD	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: Glass jewelry containing gold. FIRST USE: 20100530. FIRST USE IN COMMERCE: 20100530	04/13/10	85013091	03/22/11	3936019
LUCIEN PICCARD	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: Clocks; Jewelry ring holders. FIRST USE: 20100531. FIRST USE IN COMMERCE: 20100531	12/08/09	77888251	07/26/11	4003210
LUCIEN PICCARD	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 0125. G & S: Hosiery; Socks. FIRST USE: 20110131. FIRST USE IN COMMERCE: 20110131	12/01/09	77883656	08/02/11	4006877

CW	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry and watches. FIRST USE: 20070228. FIRST USE IN COMMERCE: 20070228	01/29/10	77923306	07/26/11	4000356
STRATOSPHERE	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: watches. FIRST USE: 20040630. FIRST USE IN COMMERCE: 20040630	06/29/06	78919555	05/08/07	3239457
MADDY EMERSON	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry. FIRST USE: 20071001. FIRST USE IN COMMERCE: 20071001	08/08/07	77249759	06/02/09	3632155
CELEBRITY STYLE	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry. FIRST USE: 20090701. FIRST USE IN COMMERCE: 20090701	08/08/07	77249742	10/27/09	3702151
JEWELRY FOR THE CELEBRITY IN YOU	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: jewelry. FIRST USE: 20090701. FIRST USE IN COMMERCE: 20090701	08/08/07	77249728	11/03/09	3705870
DUFONTE	LP-ILS, LLC 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 100 101 102. G & S: watches and watch parts. FIRST USE: 19611219. FIRST USE IN COMMERCE: 19611219	06/21/62	72147395	03/05/63	746214

Credit Party: LP-ILS, LLC

File No.	Country	Mark	Class/es	Filing Date	Application No.	Reg. Date	Reg .No.	Status	Next Renewal
9548	Korea, Republic of	LUCIEN PICCARD (word mark)	14	29-Mar-2012	40-2012-0021093			Awaiting Exam	
	Canada	LUCIEN PICCARD (word mark)	N/A	14-Dec-1950	0209767	14-Dec-1950	UCA38604	Renewed – 14-Dec-2010	14-Dec-2025
	Panama	LUCIEN PICCARD (word mark)	18	13-Sept-2006	154339-01	13-Sept-2006	154339	Registered	09-Sept-2016
	Panama	LUCIEN PICCARD (word mark)	14	30-Jun-2006	152342-01	30-Jun-2006	152342	Registered	03-Jun-2016
	Europe (CTM)	LUCIEN PICCARD (word mark)	3,9,14,24,25	15-Nov-2005	004720033	n/a	n/a	Application withdrawn	n/a
	Europe (CTM)	LUCIEN PICCARD (word mark)	18	17-Feb-2006	004909131	n/a	n/a	Application refused	n/a
	Italy	LUCIEN PICCARD (word mark)	14,18	14-Mar-2005	RM2005C001308	22-Sept-2008	0001141305	Registered	14-Mar-2015
	UK	LUCIEN PICCARD (word mark)	14	n/a	001075816	n/a	n/a	Abandoned	n/a

Note: Some of the Lucien Piccard marks are still in the process of being assigned.