

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 |
| ILS-FP 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: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3602080 | FRACTION PRICE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 7045032622 | | |
| | <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | |
| 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-ILS-FP | | |
| NAME OF SUBMITTER: | Vicky R. Bantug, Paralegal | | |

CH \$40.00 3602080

| | |
|--|-------------------|
| Signature: | /Vicky R. Bantug/ |
| Date: | 11/13/2012 |
| Total Attachments: 4 source=ILS-FP TM Sec Int Agmt#page1.tif source=ILS-FP TM Sec Int Agmt#page2.tif source=ILS-FP TM Sec Int Agmt#page3.tif source=ILS-FP TM Sec Int Agmt#page4.tif | |

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,

ILS-FP, LLC

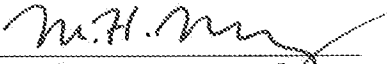
By: 

Name: Izzat Ben-Samuel

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: 0463**

SCHEDULE 1

| TRADEMARK | OWNER | GOODS AND SERVICES | FILING DATE | SERIAL NO. | REG. DATE | REG. NO. |
|---------------------------|--|---|--------------------|-------------------|------------------|-----------------|
| FRACTION PRICE and Design | ILS-FP LLC 101 South State Road, 7, Suite 201 Hollywood, FL 33023 | IC 035 Online-retail store services featuring handbags, sunglasses, mens, watches, women's watches and jewelry First Use: 20080302. First Use IN COMMERCE; 20080302 | 08/28/08 | 77558254 | 04/07/09 | 3602080 |