

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
PAPER DENIM AND CLOTH, LLC		09/05/2012	COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	THE CIT GROUP/COMMERCIAL SERVICES, INC.
Street Address:	11 West 42nd Street
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2883421	
Registration Number:	2865847	J
Registration Number:	2553907	PAPER DENIM & CLOTH
Serial Number:	85516368	PAPER DENIM
Serial Number:	77754524	PAPER DENIM & CLOTH
Serial Number:	85468163	PAPER DENIM & CLOTH
Serial Number:	85538650	PAPER VINTAGE
Serial Number:	85538656	VINTAGE PAPER
Serial Number:	85565319	LITTLE PAPER
Serial Number:	85538643	PAPER

CORRESPONDENCE DATA

Fax Number: 2159791020
 Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 215-979-1191
Email: eorleman@duanemorris.com
Correspondent Name: Nicole K. McLaughlin, Duane Morris LLP
Address Line 1: 30 S. 17th St.
Address Line 4: Philadelphia, PENNSYLVANIA 19103-4196

ATTORNEY DOCKET NUMBER:	K0927-00172
NAME OF SUBMITTER:	Nicole K. McLaughlin
Signature:	/nkm/
Date:	01/17/2013

Total Attachments: 4
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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, PAPER DENIM AND CLOTH, LLC, a company organized and existing under the laws of Delaware with offices located at 1407 Broadway, New York, New York 10018 (the "Assignor"), has adopted, used and is using the marks shown on the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown on the attached Schedule A; and

WHEREAS, Assignor is obligated to THE CIT GROUP/COMMERCIAL SERVICES, INC. (together with its successors and assigns, "CIT") pursuant to a certain Grant of Security Interest In Patents, Trademarks and Licenses, dated September 5, 2012, made by Assignor in favor of CIT (as amended, modified, restated or supplemented from time to time, the "Agreement"); and

WHEREAS, pursuant to the Agreement, Assignor is granting to CIT for its benefit, a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto CIT for its benefit and grants to CIT for its benefit a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Assignor expressly acknowledges and affirms that the rights and remedies of CIT with respect to the assignment and security interest granted hereby are more fully set forth in the Agreement.

Dated: September 5, 2012

WITNESS:

PAPER DENIM AND CLOTH, LLC

[Signature]

By [Signature]
Name: Richard Gilbert
Title: Manager

WITNESS:

THE CIT GROUP/COMMERCIAL SERVICES, INC.

[Signature]

By [Signature]
Name: Felicia Teranga
Title: Vice President

State of NY)
County of NY) ss.:

On this 30th day of August, 2012, before me personally came Richard Gilbert, to me known, who, being by me duly sworn, did depose and say that he is the Manager of Paper Denim and Cloth, LLC, the company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by authorization of said corporation.



Notary Public
My Commission Expires:

THEODORE J. METZGER
NOTARY PUBLIC-STATE OF NEW YORK
No. 02ME4714904
Qualified in New York County
My Commission Expires April 30, 2014

SCHEDULE A

Schedule A to Trademark Assignment of Security dated _____, 2012, by and between Paper Denim and Cloth, LLC and The CIT Group/Commercial Services, Inc.

TRADEMARKS

239939v1

UNITED STATES

TRADEMARK REGISTRATION

<u>TRADEMARK</u>	<u>CLASS</u>	<u>REGISTRATION NO.</u>	<u>DATE ISSUED</u>
J POCKET DESIGN	25	2,883,421	09/07/2004
REVERSE J POCKET	25	2,865,847	07/20/2004
PAPER DENIM & CLOTH	25	2,553,907	03/26/2002

TRADEMARK APPLICATION

<u>TRADEMARK</u>	<u>CLASS</u>	<u>SERIAL NO.</u>	<u>DATE FILED</u>
PAPER DENIM	25	85/516,368	01/13/2012
PAPER DENIM & CLOTH	09, 18, 25	77/754,524	06/08/2009
PAPER DENIM & CLOTH	35	85/468,163	11/09/2011
PAPER VINTAGE	25	85/538,650	02/09/2012
VINTAGE PAPER	25	85/538,656	02/09/2012
LITTLE PAPER	25	85/565,319	03/09/2012
PAPER	25	85/538,643	02/09/2012

ARGENTINA

TRADEMARK REGISTRATION

<u>TRADEMARK</u>	<u>CLASS</u>	<u>REGISTRATION NO.</u>	<u>DATE ISSUED</u>
PAPER DENIM & CLOTH	25	2,409,011	03/21/2003