TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sun Kellwood Finance, LLC		12/31/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Kellwood Company
Street Address:	600 Kellwood Parkway
City:	Chesterfield
State/Country:	MISSOURI
Postal Code:	63017
Entity Type:	CORPORATION: DELAWARE

Name:	Phat Fashions, LLC
Street Address:	512 Seventh Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

PROPERTY NUMBERS Total: 46

Property Type	Number	Word Mark
Registration Number:	3735330	
Registration Number:	3759361	
Registration Number:	3624700	
Registration Number:	3233844	
Registration Number:	3240184	
Registration Number:	2440358	
Registration Number:	2538563	
Registration Number:	3037296	

CH $1165.00 3735330

Registration Number:	3613885	BABY PHAT
Registration Number:	3701862	BABY PHAT
Registration Number:	3591599	BABY PHAT
Registration Number:	3181285	BABY PHAT
Registration Number:	3220372	BABY PHAT
Registration Number:	3386191	BABY PHAT
Registration Number:	2240881	BABY PHAT
Registration Number:	2538494	BABY PHAT
Registration Number:	2736998	BABY PHAT
Registration Number:	2811059	BABY PHAT
Registration Number:	3004138	BABY PHAT
Registration Number:	3051588	BABY PHAT
Registration Number:	3060441	BABY PHAT
Registration Number:	3000181	BABY PHAT
Registration Number:	3743384	BABY PHAT
Registration Number:	3723824	BABY PHAT
Registration Number:	3600115	BABY PHAT
Registration Number:	2303780	BABY PHAT
Registration Number:	3004685	BABY PHAT
Registration Number:	3759401	BABY PHAT
Registration Number:	3753329	HILLCREST LABORATORIES
Registration Number:	3723825	BABY PHAT
Registration Number:	3551930	BABY PHAT
Registration Number:	3109678	BABY PHAT
Registration Number:	2429559	BABY PHAT
Registration Number:	2541251	BABY PHAT
Registration Number:	2881224	BABY PHAT
Registration Number:	3000182	BABY PHAT
Registration Number:	3006170	BABY PHAT
Registration Number:	3149054	BABY PHAT GIRLZ
Registration Number:	2557269	BABY PHAT GIRLZ
Registration Number:	2867090	BABY PHAT GIRLZ
Registration Number:	3512917	BABY PHAT GODDESS
Registration Number:	3512918	BABY PHAT GODDESS
Registration Number:	3366942	BABY PHAT GOLDEN GODDESS

	3374112	BABY PHAT GOLDEN GODDESS
Registration Number:	3860529	BABY PHAT SEDUCTIVE GODDESS
Registration Number:	2372748	PHAT

CORRESPONDENCE DATA

Fax Number: 2129830772

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

Phone: 212-986-1200
Email: wcox@gordonherlands.com
Correspondent Name: William H. Cox
Address Line 1: 355 Lexington Avenue
Address Line 2: Gordon, Herlands, Randolph & Cox LLP
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	4875.10
NAME OF SUBMITTER:	Peter J. Vranum
Signature:	/peter j. vranum/
Date:	03/29/2013

Total Attachments: 7
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS is made as of this 31st day of December, 2012, by, Sun Kellwood Finance, LLC, a Delaware limited liability company, as Agent ("Sun"), in favor of KELLWOOD COMPANY, a Delaware corporation and PHAT FASHIONS LLC, a New York limited liability company (collectively the "Companies").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Sun hereby unconditionally and expressly releases, terminates, and extinguishes its continuing security interest and any and all of its right, title and interest in and to, and any and all liens and security interests it may have upon the trademarks listed on Schedule 1 attached hereto and made a part hereof, all goodwill of the business connected with the use of, and symbolized by, each Trademark, and all products and proceeds of the foregoing, which liens and security interests were established under and pursuant to that certain Trademark Security Agreement dated [October 19, 2011, made by the Companies in favor of Sun and recorded at Reel/Frame 4654/0053 on November 3, 2011].

Sun consents and agrees to execute and deliver, at the request and cost of the Companies, such further instruments, documents and release forms as the Companies may reasonably request to more effectively, release, terminate and extinguish any such liens and security interests upon such trademarks.

[Signature Page Follows]

This Release shall be binding upon Sun's legal representatives, assigns and successors.

SUN KELLWOOD FINANCE, LLC, as Agent

By: Michael McConvery
Name: Michael J. McConvery
Title: Vice President

SCHEDULE I

Trademark	Owner	Status in Trademark Office	Federal Registration Number	Registration Date	Class
	Phat Fashions LLC	Registered	3,735,330	1/5/2010	25
	Phat Fashions LLC	Registered	3,759,361	3/9/2010	21
	Phat Fashions LLC	Registered	3,624,700	5/19/2009	26
	Phat Fashions LLC	Registered	3,233,844	4/24/2007	9
	Phat Fashions LLC	Registered	3,240,184	5/8/2007	9
	Phat Fashions LLC	Registered	2,440,358	4/3/2001	25
	Phat Fashions LLC	Registered	2,538,563	2/12/2002	18
	Phat Fashions LLC	Registered	3,037,296	1/3/2006	25
BABY PHAT	Phat Fashions LLC	Registered	3,613,885	4/28/2009	26
BABY PHAT	Phat Fashions LLC	Registered	3,701,862	10/27/2009	24
BABY PHAT	Phat Fashions LLC	Registered	3,591,599	3/17/2009	16
BABY PHAT	Phat Fashions LLC	Registered	3,181,285	2/21/2006	6

BABY PHAT	Phat Fashions LLC	Registered	3,220,372	3/20/2007	9
BABY PHAT	Phat Fashions LLC	Registered	3,386,191	2/19/2008	35
BABY PHAT	Phat Fashions LLC	Registered	2,240,881	4/20/1999	25
BABY PHAT	Phat Fashions LLC	Registered	2,538,494	2/12/2002	18
BABY PHAT	Phat Fashions LLC	Registered	2,736,998	7/15/2003	14
BABY PHAT	Phat Fashions LLC	Registered	2,811,059	2/3/2004	9
BABY PHAT	Phat Fashions LLC	Registered	3,004,138	10/4/2005	25
BABY PHAT	Phat Fashions LLC	Registered	3,051,588	1/24/2006	14
BABY PHAT	Phat Fashions LLC	Registered	3,060,441	2/21/2006	9
baby phat	Phat Fashions LLC	Registered	3,000,181	9/27/2005	25
baby phat	Phat Fashions LLC	Registered	3,743,384	10/26/2009	24
baby phat	Phat Fashions LLC	Registered	3,723,824	12/8/2009	21
baby phat	Phat Fashions LLC	Registered	3,600,115	3/31/2009	3
baby phat	Phat Fashions LLC	Registered	2,303,780	12/28/1999	25
baby phat	Phat Fashions LLC	Registered	3,004,685	10/4/2005	14
baby phat	Phat Fashions LLC	Registered (South Carolina)	SCO12501	6/28/2001	25
baby phat	Phat Fashions LLC	Registered	3,759,401	3/9/2010	3

	Phat Fashions LLC	Registered	3,735,329	1/5/2010	24
	Phat Fashions LLC	Registered	3,723,825	12/8/2009	21
	Phat Fashions LLC	Registered	3,551,930	12/23/2008	20
	Phat Fashions LLC	Registered	3,109,678	6/27/2006	9
	Phat Fashions LLC	Registered	2,429,559	2/20/2001	25
	Phat Fashions LLC	Registered	2,541,251	2/19/2002	18
	Phat Fashions LLC	Registered	2,881,224	917/2004	9
	Phat Fashions LLC	Registered	3,000,182	9/27/2005	25
	Phat Fashions LLC	Registered	3,006,170	10/11/2005	14
BABY PHAT GIRLZ	Phat Fashions LLC	Registered	3,149,054	9/26/2006	25

BABY PHAT GIRLZ	Phat Fashions LLC	Registered	2,557,269	4/2/2002	25
BABY PHAT GIRLZ	Phat Fashions LLC	Registered	2,867,090	7/27/2004	18
BABY PHAT GODDESS	Phat Fashions LLC	Registered	3,512,917	10/7/2008	3
baby Phat GODDESS	Phat Fashions LLC	Registered	3,512,918	10/7/2008	3
BABY PHAT GOLDEN GODDESS	Phat Fashions LLC	Registered	3,366,942	1/8/2008	3
baby Phat GOLDEN GODDESS	Phat Fashions LLC	Registered	3,374,112	1/22/2008	3
BABY PHAT SEDUCTIVE GODDESS	Phat Fashions LLC	Registered	3,860,529	10/12/2010	3
PHAT	Phat Fashions LLC	Registered	2,372,748	8/1/2000	25

Foreign Trademarks:

Trademark	Owner	Country	Status in Trademark Office	Federal Registration Number	Registration Date	Class	Litigation / Opposition Status
BABY PHAT	Phat Fashions LLC	Argentina	Pending	[s/n 3,045,665]	[filed 11/11/2010]	25	In January of 2012, application was opposed by Empresas CMPC S.A. on the basis that it is confusingly similar to its own applications or registrations for the marks BABY SEC, BABYSEC BASIO, BABYSEC, and BABY SEC LO HIZO. Instructed counsel to initiate negotiations with opponent and argue that several applications for marks containing the word "BABY" have registered in the Argentinian Trademark Office.
BABY PHAT	Phat	Australia	Registered	774453	9/30/1998	25	N/A