

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Phat Fashions, LLC		03/27/2013	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	Baby Phat Holding Company, LLC
Street Address:	1400 Broadway
Internal Address:	Suite 1405
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

PROPERTY NUMBERS Total: 39

Property Type	Number	Word Mark
Registration Number:	2811059	BABY PHAT
Registration Number:	2557269	BABY PHAT GIRLZ
Registration Number:	2867090	BABY PHAT GIRLZ
Registration Number:	2541251	BABY PHAT
Registration Number:	2736998	BABY PHAT
Registration Number:	3149054	BABY PHAT GIRLZ
Registration Number:	2881224	BABY PHAT
Registration Number:	3000181	BABY PHAT
Registration Number:	3000182	BABY PHAT
Registration Number:	3004138	BABY PHAT
Registration Number:	3004685	BABY PHAT
Registration Number:	3006170	BABY PHAT
Registration Number:	3037296	

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Registration Number:	3051588	BABY PHAT
Registration Number:	3060441	BABY PHAT
Registration Number:	3109678	BABY PHAT
Registration Number:	3181285	BABY PHAT
Registration Number:	3220372	BABY PHAT
Registration Number:	3233844	
Registration Number:	3240184	
Registration Number:	3366942	BABY PHAT GOLDEN GODDESS
Registration Number:	3374112	BABY PHAT GOLDEN GODDESS
Registration Number:	3386191	BABY PHAT
Registration Number:	3512917	BABY PHAT GODDESS
Registration Number:	3512918	BABY PHAT GODDESS
Registration Number:	3551930	BABY PHAT
Registration Number:	3591599	BABY PHAT
Registration Number:	3600115	BABY PHAT
Registration Number:	3613885	BABY PHAT
Registration Number:	3624700	
Registration Number:	3701862	BABY PHAT
Registration Number:	3723825	BABY PHAT
Registration Number:	3735329	BABY PHAT
Registration Number:	3759361	
Registration Number:	3735330	
Registration Number:	3759401	BABY PHAT
Registration Number:	3860529	BABY PHAT SEDUCTIVE GODDESS
Registration Number:	3743384	BABY PHAT
Registration Number:	3723824	BABY 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: 2129861200
Email: siskanderova@gordonherlands.com
Correspondent Name: Gordon, Herlands, Randolph & Cox LLP
Address Line 1: 355 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:

4875.10

TRADEMARK

REEL: 004999 FRAME: 0048

	Peter J. Vranum
Signature:	/peter.j.vranum/
Date:	04/04/2013

Total Attachments: 78

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ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 2811059, for the trade mark, "BABY PHAT" and;


WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 2811059 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

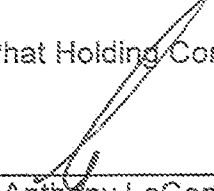
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 2811059 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT GIRLZ" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 2557269, for the trade mark, "BABY PHAT GIRLZ" and;

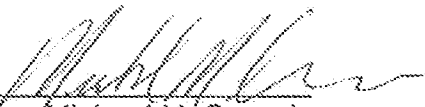
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT GIRLZ" and to Registration No. 2557269 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

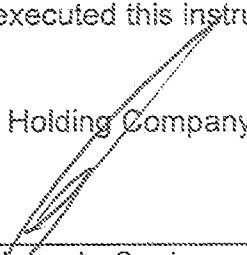
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT GIRLZ" in and to the United States Trade Mark Reg. No. 2557269 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC


By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.





Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kelliwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT GIRLZ" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 2867090, for the trade mark, "BABY PHAT GIRLZ" and;

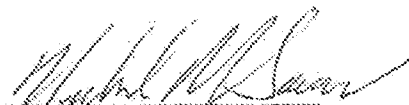
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT GIRLZ" and to Registration No. 2867090 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT GIRLZ" in and to the United States Trade Mark Reg. No. 2867090 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



M. M. Saunders
Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT and Design" (the "Trade Mark");

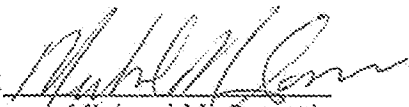
WHEREAS, the Assignor is the owner of United States Trade Mark registration number 2541251, for the trade mark, "BABY PHAT and Design" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT and Design" and to Registration No. 2541251 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

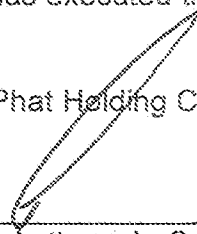
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT and Design" in and to the United States Trade Mark Reg. No. 2541251 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO


Baby Phat Holding Company, LLC

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.





Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kelliwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

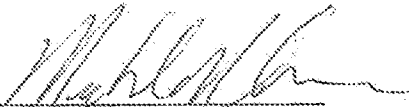
WHEREAS, the Assignor is the owner of United States Trade Mark registration number 2736998, for the trade mark, "BABY PHAT" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 2736998 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

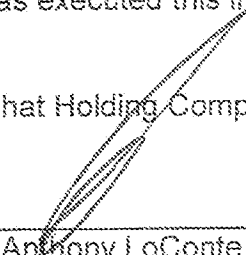
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 2736998 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO


Baby Phat Holding Company, LLC

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.





Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT GIRLZ" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3149054, for the trade mark, "BABY PHAT GIRLZ" and;

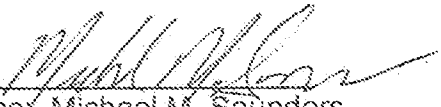
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT GIRLZ" and to Registration No. 3149054 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

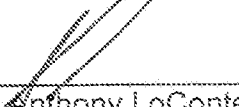
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT GIRLZ" in and to the United States Trade Mark Reg. No. 3149054 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

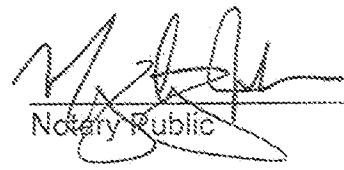
By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.





Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT and Design" (the "Trade Mark");

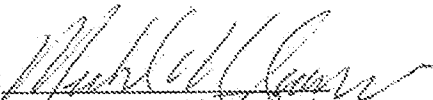
WHEREAS, the Assignor is the owner of United States Trade Mark registration number 2881224, for the trade mark, "BABY PHAT and Design" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT and Design" and to Registration No. 2881224 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

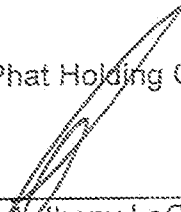
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT and Design" in and to the United States Trade Mark Reg. No. 2881224 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

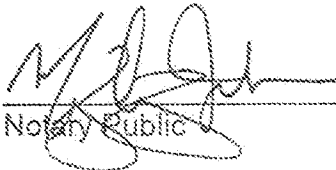
Baby Phat Holding Company, LLC

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.





Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

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Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT (Stylized)" (the "Trade Mark");

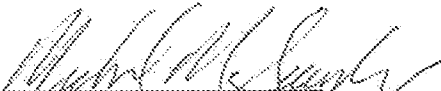
WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3000181, for the trade mark, "BABY PHAT (Stylized)" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT (Stylized)" and to Registration No. 3000181 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.


NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT (Stylized)" in and to the United States Trade Mark Reg. No. 3000181 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

Baby Phat Holding Company, LLC

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.





Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT and Design" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3000182, for the trade mark, "BABY PHAT and Design" and;

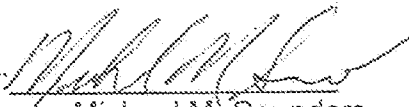
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT and Design" and to Registration No. 3000182 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT and Design" in and to the United States Trade Mark Reg. No. 3000182 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
 COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



[Signature]

 Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3004138, for the trade mark, "BABY PHAT" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 3004138 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

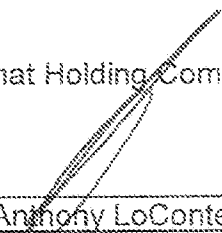
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 3004138 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC


By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.




Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT (Stylized)" (the "Trade Mark");

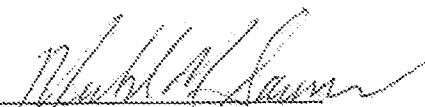
WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3004685, for the trade mark, "BABY PHAT (Stylized)" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT (Stylized)" and to Registration No. 3004685 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

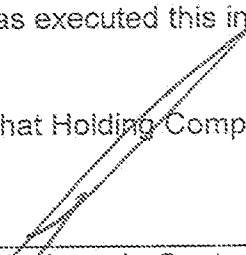
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT (Stylized)" in and to the United States Trade Mark Reg. No. 3004685 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC,

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

Baby Phat Holding Company, LLC

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
COUNTY OF St. Louis) ss.:

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



M. M. Saunders
Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT and Design" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3006170, for the trade mark, "BABY PHAT and Design" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT and Design" and to Registration No. 3006170 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.


NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT and Design" in and to the United States Trade Mark Reg. No. 3006170 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.


Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kelliwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3037296, for the trade mark, "CAT DESIGN" and;

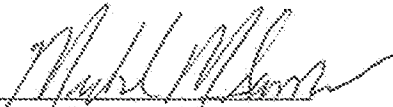
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "CAT DESIGN" and to Registration No. 3037296 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

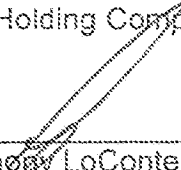
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "CAT DESIGN" in and to the United States Trade Mark Reg. No. 3037296 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

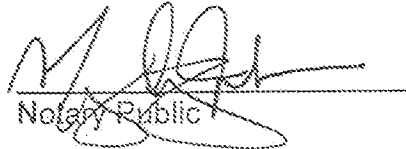
Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.
COUNTY OF St Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3051588, for the trade mark, "BABY PHAT" and;

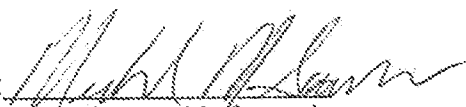
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 3051588 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.


NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 3051588 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
COUNTY OF St Louis) ss.:

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.





ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3060441, for the trade mark, "BABY PHAT" and;

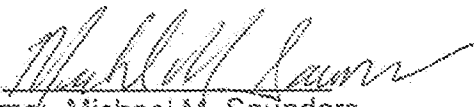
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 3060441 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 3060441 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
 COUNTY OF St. Louis) ss.:

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



M. Saunders
 Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT and Design" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3109678, for the trade mark, "BABY PHAT and Design" and;

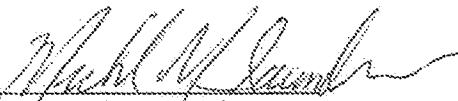
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT and Design" and to Registration No. 3109678 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

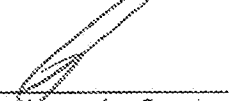
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT and Design" in and to the United States Trade Mark Reg. No. 3109678 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC


By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.




Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3181285, for the trade mark, "BABY PHAT" and;


WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 3181285 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

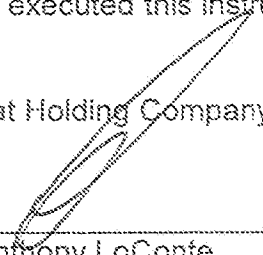
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 3181285 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
 COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.




 Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3220372, for the trade mark, "BABY PHAT" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 3220372 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 3220372 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 

By: 

Name: Michael M. Saunders

Name: Anthony LoConte

Title: Senior Vice President & COO

Title: President

TRADEMARK

REEL: 004999 FRAME: 0085

STATE OF Missouri)
) ss.:
COUNTY OF St Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.




Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3233844, for the trade mark, "CAT DESIGN" and;


WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "CAT DESIGN" and to Registration No. 3233844 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

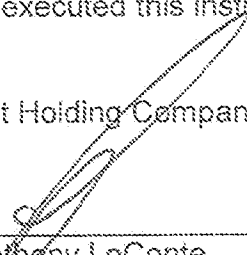
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "CAT DESIGN" in and to the United States Trade Mark Reg. No. 3233844 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.




Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");


WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3240184, for the trade mark, "CAT DESIGN" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "CAT DESIGN" and to Registration No. 3240184 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

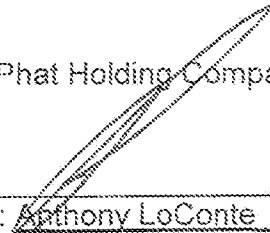
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "CAT DESIGN" in and to the United States Trade Mark Reg. No. 3240184 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this Instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

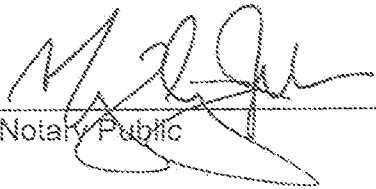
Baby Phat Holding Company, LLC

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.




Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT GOLDEN GODDESS" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3366942, for the trade mark, "BABY PHAT GOLDEN GODDESS" and;

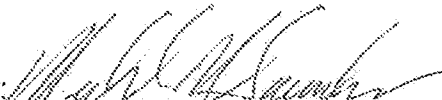
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT GOLDEN GODDESS" and to Registration No. 3366942 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT GOLDEN GODDESS" in and to the United States Trade Mark Reg. No. 3366942 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
COUNTY OF St. Louis) ss.:

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.





Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT GOLDEN GODDESS and Design" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3374112, for the trade mark, "BABY PHAT GOLDEN GODDESS and Design" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT GOLDEN GODDESS and Design" and to Registration No. 3374112 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

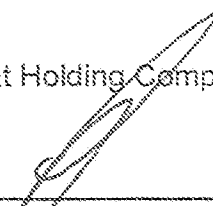
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT GOLDEN GODDESS and Design" in and to the United States Trade Mark Reg. No. 3374112 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.


Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



Notary Public



ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3386191, for the trade mark, "BABY PHAT" and;

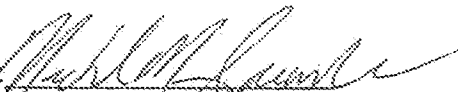
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 3386191 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

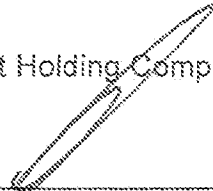
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 3386191 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



[Signature]
Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT GODDESS" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3512917, for the trade mark, "BABY PHAT GODDESS" and;

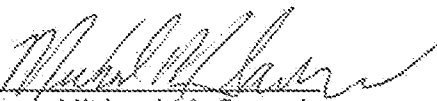
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT GODDESS" and to Registration No. 3512917 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT GODDESS" in and to the United States Trade Mark Reg. No. 3512917 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kelliwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT GODDESS and Design" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3512918, for the trade mark, "BABY PHAT GODDESS and Design" and;

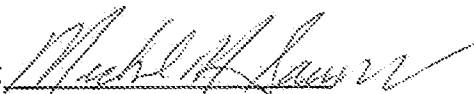
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT GODDESS and Design" and to Registration No. 3512918 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

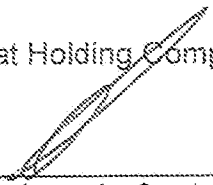
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT GODDESS and Design" in and to the United States Trade Mark Reg. No. 3512918 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT and Design" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3551930, for the trade mark, "BABY PHAT and Design" and;

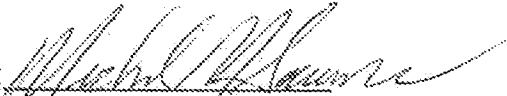
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT and Design" and to Registration No. 3551930 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

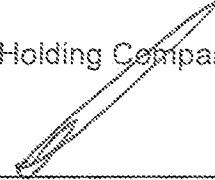
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT and Design" in and to the United States Trade Mark Reg. No. 3551930 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



[Signature]
Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kelliwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3591599, for the trade mark, "BABY PHAT" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 3591599 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 3591599 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC,

Baby Phat Holding Company, LLC

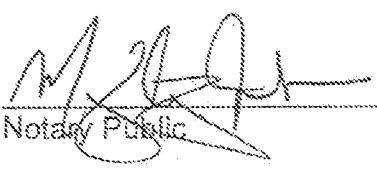
By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.




Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT (Stylized)" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3600115, for the trade mark, "BABY PHAT (Stylized)" and;

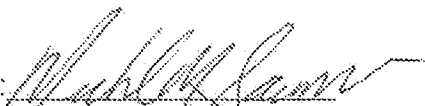
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT (Stylized)" and to Registration No. 3600115 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT (Stylized)" in and to the United States Trade Mark Reg. No. 3600115 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



M M S
Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3613885, for the trade mark, "BABY PHAT" and;

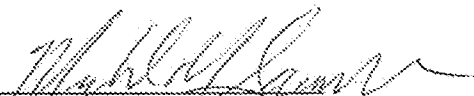
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 3613885 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

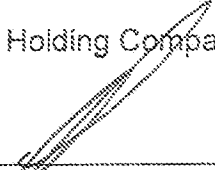
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 3613885 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC,

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.




Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3624700, for the trade mark, "CAT DESIGN" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "CAT DESIGN" and to Registration No. 3624700 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

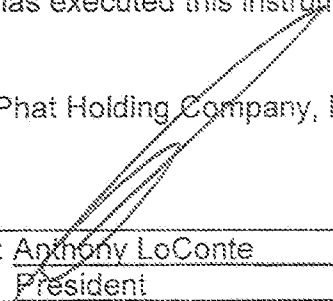
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "CAT DESIGN" in and to the United States Trade Mark Reg. No. 3624700 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO


Baby Phat Holding Company, LLC

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.




Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3701862, for the trade mark, "BABY PHAT" and;

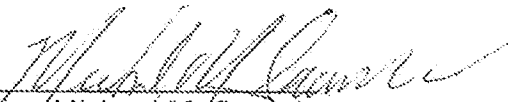
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 3701862 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

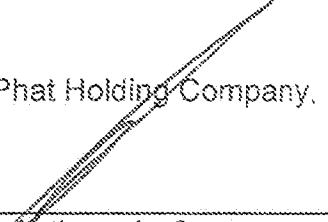
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 3701862 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



[Signature]
Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT and Design" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3723825, for the trade mark, "BABY PHAT and Design" and;

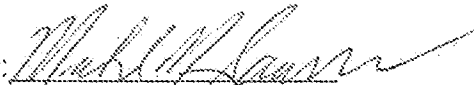
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT and Design" and to Registration No. 3723825 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

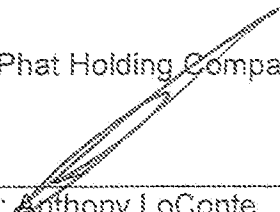
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT and Design" in and to the United States Trade Mark Reg. No. 3723825 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC


By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.




Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT and Design" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3735329, for the trade mark, "BABY PHAT and Design" and;


WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT and Design" and to Registration No. 3735329 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

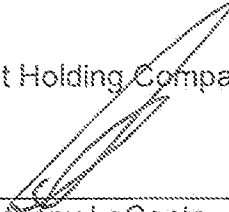
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT and Design" in and to the United States Trade Mark Reg. No. 3735329 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.




Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3759361, for the trade mark, "CAT DESIGN" and;

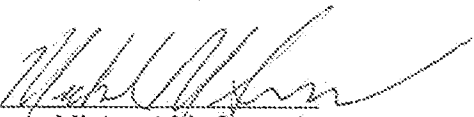
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "CAT DESIGN" and to Registration No. 3759361 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

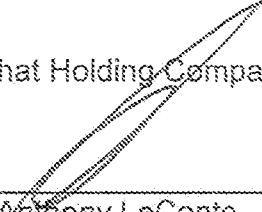
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "CAT DESIGN" in and to the United States Trade Mark Reg. No. 3759361 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.





Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3735330, for the trade mark, "CAT DESIGN" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "CAT DESIGN" and to Registration No. 3735330 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

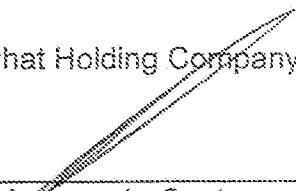
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "CAT DESIGN" in and to the United States Trade Mark Reg. No. 3735330 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



M. M. Saunders
Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT and Design" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3759401, for the trade mark, "BABY PHAT and Design" and;

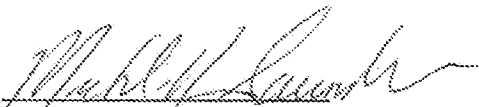
WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT and Design" and to Registration No. 3759401 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

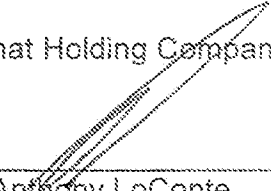
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT and Design" in and to the United States Trade Mark Reg. No. 3759401 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.





Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT SEDUCTIVE GODDESS" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3860529, for the trade mark, "BABY PHAT SEDUCTIVE GODDESS" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT SEDUCTIVE GODDESS" and to Registration No. 3860529 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

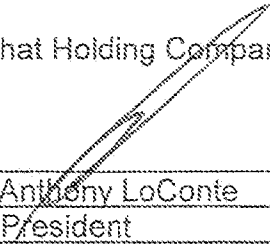
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT SEDUCTIVE GODDESS" in and to the United States Trade Mark Reg. No. 3860529 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
COUNTY OF St Louis) ss.:

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.





Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT (Stylized)" (the "Trade Mark");

WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3743384, for the trade mark, "BABY PHAT (Stylized)" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT (Stylized)" and to Registration No. 3743384 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT (Stylized)" in and to the United States Trade Mark Reg. No. 3743384 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC.

Baby Phat Holding Company, LLC

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 20 13, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



Mandy Courtney Jackson
Notary Public

ASSIGNMENT OF UNITED STATES TRADE MARK REGISTRATION

ASSIGNMENT made as of March 27, 2013 by Phat Fashions, LLC, a New York limited liability company, located and doing business at 600 Kellwood Parkway, Chesterfield, MO 63017 ("Assignor"), and Baby Phat Holding Company, LLC, a New York limited liability company, located and doing business at 1400 Broadway, Suite 1405, New York, NY 10018 ("Assignee").

Recital

WHEREAS, the Assignor has adopted and used in its business and is the present title owner of a trade mark, "BABY PHAT (Stylized)" (the "Trade Mark");

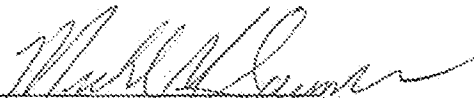
WHEREAS, the Assignor is the owner of United States Trade Mark registration number 3723824, for the trade mark, "BABY PHAT (Stylized)" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT (Stylized)" and to Registration No. 3723824 and the Assignor has agreed to assign to the Assignee the entire right, title and interest in and to the Trade Mark and the Registration.

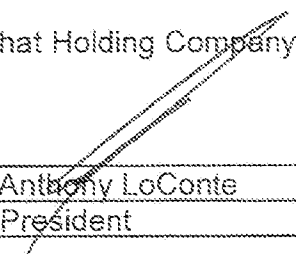
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT (Stylized)" in and to the United States Trade Mark Reg. No. 3723824 together with the goodwill of the business in connection with which the Trade Mark is used and any and all damages and profits and any other remedies for past infringement of the Trade Mark.

IN WITNESS WHEREOF the Assignor has executed this instrument as of the date first set forth above.

PHAT FASHIONS, LLC,

By: 
Name: Michael M. Saunders
Title: Senior Vice President & COO

Baby Phat Holding Company, LLC

By: 
Name: Anthony LoConte
Title: President

STATE OF Missouri)
) ss.:
COUNTY OF St. Louis)

On the 27th day of March, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared, Michael M. Saunders, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



[Handwritten Signature]
Notary Public