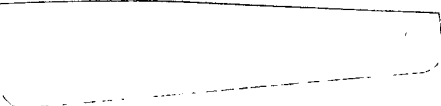


TRADEMARK ASSIGNMENT

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: 1

Property Type	Number	Word Mark
Registration Number:	2538494	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: wcox@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
NAME OF SUBMITTER:	Peter J. Vranum
Signature:	/peter j. vranum/

CH \$40.00 2538494

Date:

04/03/2013

Total Attachments: 2

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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");

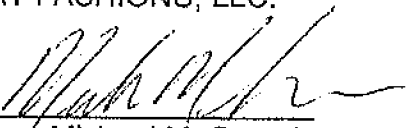
WHEREAS, the Assignor is the owner of United States Trade Mark registration number 2538494, for the trade mark, "BABY PHAT" and;

WHEREAS, the Assignee is desirous of acquiring the right, title and interest in and to the Trade Marks, "BABY PHAT" and to Registration No. 2538494 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.

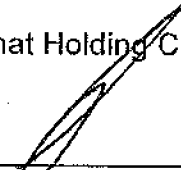
NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby does sell, assign and transfer unto the Assignee, its successors and assigns all right, title and interest in and to the Trade Marks, "BABY PHAT" in and to the United States Trade Mark Reg. No. 2538494 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

TRADEMARK

REEL: 004999 FRAME: 0346

