

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------|----------|----------------|-------------------------|
| Big M, Inc. | | 05/28/2013 | CORPORATION: NEW JERSEY |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | YM LLC USA |
| Street Address: | 12 Vreeland Avenue |
| City: | Totowa |
| State/Country: | NEW JERSEY |
| Postal Code: | 07512 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 39

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------------|
| Registration Number: | 3310481 | AFAZE |
| Registration Number: | 1623075 | AFAZE |
| Registration Number: | 2554846 | MANDEE |
| Registration Number: | 2295956 | MANDEE |
| Registration Number: | 3290171 | MANDEE |
| Registration Number: | 1484257 | MANDEE |
| Registration Number: | 1484327 | MANDEE |
| Registration Number: | 2746260 | M |
| Registration Number: | 1484258 | MANDEE SHOP |
| Registration Number: | 1484711 | MANDEE SHOPS |
| Registration Number: | 2301747 | MANDEE SHOPS |
| Registration Number: | 2631114 | MANDEE TO THE RESCUE! |
| Registration Number: | 3062020 | MANDEE TO THE RESCUE |
| Registration Number: | 3369997 | MUST BE MANDEE |
| Registration Number: | 1089933 | T. H. MANDY |
| Registration Number: | 1195420 | ANNIE SEZ |

OP \$990.00 3310481

| | | |
|----------------------|---------|--|
| Registration Number: | 1560220 | ANNIE SEZ: |
| Registration Number: | 1497214 | ANNIE SEZ: |
| Registration Number: | 1518061 | ANNIE SEZ: |
| Registration Number: | 2246244 | ANNIE SEZ |
| Registration Number: | 2036626 | ANNIE SEZ |
| Registration Number: | 2781758 | ANNIE SEZ |
| Registration Number: | 2018944 | ANNIE SEZ YOU'RE NOT THE ONLY ONE WITH T |
| Registration Number: | 1432542 | ANNIE SEZ: IT'S NOT JUST A STORE, IT'S A |
| Registration Number: | 1343602 | ANNIE SEZ: THE RIGHT LOOK THE RIGHT LABE |
| Registration Number: | 3977787 | I LOVE LABELS. I CRAVE SAVINGS. I SHOP A |
| Registration Number: | 4191814 | GET YOUR FASHION ON |
| Registration Number: | 1447629 | FUSION |
| Registration Number: | 3372733 | FUSION |
| Registration Number: | 2876832 | FUSION |
| Registration Number: | 3277978 | FUSION DENIM |
| Registration Number: | 3252535 | FUSION JEANS |
| Registration Number: | 1510201 | FUSION SPORT |
| Registration Number: | 2121672 | TENDER SECRETS |
| Registration Number: | 3034062 | TENDER SECRETS |
| Registration Number: | 4007521 | INK NJ65458 |
| Registration Number: | 2956724 | TROVARÉ |
| Registration Number: | 3415417 | TROVARE |
| Registration Number: | 1229811 | ANNIESEZ: |

CORRESPONDENCE DATA

Fax Number: 2127045987

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

Phone: 2127046125

Email: trademarks@troutmansanders.com, christina.russo@troutmansanders.com, karl.zielaznicki@troutmansanders.com

Correspondent Name: Troutman Sanders LLP

Address Line 1: 600 Peachtree St., NE, STE 5200

Address Line 2: c/o TM DKT CLK (KMZ)

Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:

231774.000001

NAME OF SUBMITTER:

Karl M. Zielaznicki, Esq.

/kmz/

Date:

06/10/2013

Total Attachments: 20

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TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT is entered into and dated as of May 28, 2013 (this "Agreement"), by and between, YM LLC USA (f/k/a YM Inc. USA), a Delaware limited liability company ("Purchaser"), and Big M, Inc., a New Jersey corporation ("Seller") (Purchaser and Seller are each a "Party" and collectively the "Parties").

WITNESSETH:¹

WHEREAS, Seller owns and operates a chain of retail stores selling clothing and related goods (the "Business");

WHEREAS, on January 6, 2013, Seller filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of New Jersey (the "Bankruptcy Court"), Case No. 13-10233 (DHS) (the "Bankruptcy Case");

WHEREAS, upon the terms and subject to the conditions set forth therein and as authorized under Sections 105, 363, and 365 of the Bankruptcy Code, Seller and Purchaser are parties to an Asset Purchase Agreement dated as of April 5, 2013, as amended (the "Asset Purchase Agreement"), under which Purchaser has purchased from Seller all right, title and interest in, to and under certain Purchased Assets including, without limitation, the registered and common law trademarks and service marks and applications for registration therefor set forth on Schedule A hereto (the "Assigned Marks"); and

WHEREAS, Purchaser desires to confirm the assignment from the Seller of all of the Seller's right, title and interest in, to and under the Assigned Marks for recordation purposes.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties, covenants and agreements hereinafter contained, and intending to be bound hereby, the Parties hereby agree as follows:

Seller hereby confirms, transfers and assigns to Purchaser all of its right, title and interest in, to and under the Assigned Marks, together with any and all extensions or renewals thereof, any goodwill associated with the Assigned Marks along with that portion of Seller's business in connection with which Seller had a *bona fide* intention to use any of the Assigned Marks and the right to sue both in equity and for damages occurring after the date hereof.

This Agreement is executed pursuant to the Asset Purchase Agreement and is entitled to the benefits and subject to the provisions thereof (including the representations, warranties and

¹ Capitalized terms used but not defined in these recitals have the meanings ascribed thereto in the Asset Purchase Agreement.
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covenants, governing law, etc. contained therein) and shall be binding upon and inure to the benefit of the parties thereto and hereto and their respective successors and assignees. If there is a conflict, or in the event of any ambiguity between the terms of this Agreement and the Asset Purchase Agreement, the Asset Purchase Agreement shall govern.

This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which shall constitute one and the same instrument.

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SCHEDULE A

ASSIGNED MARKS

SCHEDULE A TO TRADEMARK ASSIGNMENT AGREEMENT

AFAZE MARKS - UNITED STATES

| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|-------|-----------|------------|----------|--|--|
| AFAZE | 3,310,481 | 10/16/2007 | SM 35 | Retail stores featuring women's sportswear, lingerie, pajamas, robes, belts, gloves, hats, mufflers, scarves, hosiery, shoes, handbags, hair accessories, jewelry, watches, sunglasses, picture frames and stationery. | Registered Section 8 & 15 due 10/17/12 - 10/16/2013 Renewal due 10/16/2017 |
| AFAZE | 1,623,075 | 11/13/1990 | SM 42 | Retail gift items, picture frames, handbags, jewelry; and ladies' and men's belts, gloves, hats, mufflers, scarves, socks, sunglasses, watches. | Registered Change in registration occurred eliminating certain goods in the store services. Section 8 & 15 filed 1 st and 2 nd Renewals filed Renewal due 11/13/2020 |

AFAZE - FOREIGN

EUROPEAN UNION

| MARK | REG. NO. | REG. DATE | CL | GOODS/SERVICES | STATUS |
|-------|-----------|---|----|---|---|
| AFAZE | 008129744 | as of February 27, 2009 (the application date) | 14 | Precious metals and their alloys and goods in precious metals or coated therewith, not included in other classes; jewelry; costume jewelry; precious stones; semi-precious stones and man-made stones used as jewelry including artificial rubies and diamonds; horological and chronometric instruments; parts and fittings for the aforesaid goods. | Registered Renewal due February 27, 2019 (10 years from application date) |
| | | | 18 | Leather and imitations of leather, and goods made of these materials and not included in other classes; trunks and travelling bags; handbags; tote bags; evening bags; book bags; athletic bags; backpacks; cosmetic bags; parts and fittings for the aforesaid goods. | |
| | | | 25 | Clothing; footwear; headgear; scarves | |
| | | | 35 | Store retail services, mail order retail services and electronic shopping retail services all connected with the sale of precious metals and their alloys and goods in precious metals or coated therewith, jewelry, costume jewelry, precious stones, semi-precious stones and man-made stones used as jewelry including artificial rubies and diamonds, horological and chronometric instruments, leather and imitations of leather, and goods made of these materials; trunks and travelling bags; handbags; tote bags; evening bags; book bags; athletic bags; backpacks; cosmetic bags; clothing; footwear; headgear and scarves; provision of business assistance in the establishment and operation of franchises; administration of the business affairs of franchisees; business management consultancy services; information, advisory and consultancy services in relation to the aforesaid services | |




BRAZIL


| MARK | APP. NO. | APP. DATE | CL | GOODS/SERVICES | STATUS |
|-------|-----------|-----------|----|--|---------|
| AFAZE | 830778578 | 11/3/2010 | 25 | Clothing, footwear and accessories | Pending |
| AFAZE | 830778551 | 11/3/2010 | 35 | retail services, including sales made over the internet, featuring clothing, footwear and accessories, jewelry and jewelry boxes, wallets, purses, handbags and backpacks, hair clips and hair ornaments, cosmetics and cosmetic bags, soaps and perfumes, tattoos, sunglasses, candy, kitchen, bedroom and bath accessories, cameras, stationary items, pens, pencils, calendars, address books, notepads, albums, umbrellas, picture frames, toys, games and sporting goods, key chains, magnets, vases, candles, candle holders | Pending |

AFAZE MARKS - STATE

| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|--------------|---|-----------|---|---|---|
| AFAZE | NY S21231 S17346, S17044, S12042 | 5/3/1990 | SM 42 | Used in connection with retail giftware store services and retail clothing and accessories store services, specifically for the sale of cosmetic bags, cosmetic brushes, decorative perfume bottles, desk accessories, etc. | Registered Assigned to Afaze Operating, Inc. Renewal due 5/3/2020 |
| AFAZE | NY R31608 R29476, R26126 | 5/3/1990 | TM 3 14 16 18 20 25 26 | Handbags, cosmetic bags, sunglasses, watches, jewelry, key chains, stationary, clothing, Lucite gift items, mirrors, picture frames, desk accessories, decorative perfume bottles, hair pieces | Registered Assigned to Afaze Operating, Inc. Renewal due 5/3/2020 |
| AFAZE | NJ 20187 | 6/23/2000 | SM 35 | Advertising and business | Registered Assigned to Afaze Operating, Inc. Renewal due 6/23/2015 |
| AFAZE | PA 2954758 | 7/28/2000 | SM 35 | Advertising and business | Registered Assigned to Afaze Operating, Inc. Renewal due 7/28/2015 |

MANDEE - UNITED STATES

| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|---|-----------|------------|----------|---|---|
|  | 2,554,846 | 4/2/2002 | TM 25 | Women's clothing, namely, blouses, jackets, skirts, shorts, coats, dresses, socks and shoes | Registered Change in registration occurred eliminating other classes. Section 8 & 15 filed 1 st Renewal filed Renewal due 4/2/2022 |
|  | 2,295,956 | 11/30/1999 | SM 35 | Retail store services, featuring various items, namely, cosmetics, namely, nail polish, nail decorating pens, perfume, lipstick, lip pencil, mascara and eye liner pencil, and women's clothing, namely shirts, pants, jackets, vests, tee shirts, sweaters, handbags, scarves, stockings, slippers, shoes, boots, sneakers, belts, socks nightgowns and pajamas. | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 11/30/2019 |
| MANDEE | 3,290,171 | 9/11/2007 | SM 35 | Retail store services featuring cosmetics, namely, nail polish, nail decorating pens, perfume, lipstick, lip pencil, mascara and eyeliner pencil, tattoos, body glitter, bath gels, cleansing body scrub, bath salts, sunglasses, candy, fancy dishes, cameras, videotapes, jewelry, namely, earrings, pins, necklaces, rings and watches, stationery items, namely, pens, pencils, stationery, books calendars, daily planners, diaries, address books, date books, notepads, dictionaries and desk sets, photo albums, cosmetic bags, credit card cases, hat boxes, umbrellas, picture frames, hair clips, headbands, barrettes, towels, plush animals, plush toys, games, back packs, key chains, key cases, change purses, magnets, compact disc holders, vases, jewelry boxes, candles, candle holders Women's tote bags, handbags, wallets | Registered Sec. 8 & 15 due between 9/12/12 - 9/11/13 Renewal due 9/11/2017 |
| MANDEE | 1,484,257 | 4/12/1988 | TM 18 | Retail store services featuring women's apparel and accessories | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 4/12/2018 |
| MANDEE | 1,484,327 | 4/12/1988 | SM 42 | Women's slacks, blouses, jackets, vests, capes, skirts, shorts, jumpers, swimsuits, coats, dresses, brassieres, girdles, slips, panties, gowns, peignoirs, pajamas, pantyhose, socks, scarves, hats and shoes | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 4/12/2018 |
|  | 2,746,260 | 8/5/2003 | SM 35 | Retail store services in the field of women's clothing and related accessories | Registered Section 8 & 15 filed Renewal due 8/5/2013 |

| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|---|-----------|------------|-------|---|--|
| MANDEE SHOP | 1,484,258 | 4/12/1988 | SM 42 | Retail Store Services Featuring Women's Apparel and Accessories | Registered Change in registration occurred eliminating other classes. Section 8 & 15 filed 1 st Renewal filed Renewal due 4/12/2018 |
| MANDEE SHOPS | 1,484,711 | 4/12/1988 | SM 42 | Retail Store Services Featuring Women's Apparel and Accessories | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 4/12/2018 |
| Mandee Shops | 2,301,747 | 12/21/1999 | SM 35 | Retail store services, featuring women's apparel and accessories and plush animals and plush toys | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 12/21/2019 |
|  | 2,631,114 | 10/8/2002 | SM 35 | Retail store services in the field of women's clothing and accessories | Registered Section 8 & 15 Filed 1 st Renewal filed Renewal due 10/8/2022 |
| MANDEE TO THE RESCUE | 3,062,020 | 2/28/2006 | SM 35 | Retail store services, featuring women's clothing and accessories | Registered Section 8 & 15 filed Renewal due 2/28/2016 |
| MUST BE MANDEE | 3,369,997 | 1/15/2008 | SM 35 | Retail store services featuring women's clothing and accessories | Registered Sec. 8 & 15 due between 1/16/2013 - 1/15/2014 Renewal due 1/15/2018 |
| T. H. Mandy | 1,089,933 | 4/18/1978 | SM 42 | Retail store services featuring women's sportswear | Registered Section 8 & 15 filed 1 st and 2 nd Renewals filed Renewal due 4/18/2018 |

MANDEE - FOREIGN

BRAZIL

| MARK | APP. NO. | APP. DATE | CL | GOODS/SERVICES | STATUS |
|--------|-----------|------------|----|--|---------|
| MANDEE | 830774629 | 10/25/2010 | 25 | Clothing, footwear and accessories | Pending |
| MANDEE | 830774637 | 10/25/2010 | 35 | Retail services, including sales made over the internet, featuring clothing, footwear and accessories, jewelry and jewelry boxes, wallets, purses, handbags and backpacks, hair clips and hair ornaments, cosmetics and cosmetic bags, soaps and perfumes, tattoos, sunglasses, candy, kitchen, bedroom and bath accessories, cameras, stationery items, pens, pencils, calendars, address books, notepads, albums, umbrellas, picture frames, toys, games and sporting goods, key chains, magnets, vases, candles, candle holders | Pending |

CHINA

| MARK | REG. NO. | REG. DATE | CL | GOODS/SERVICES | STATUS |
|------------------------------|----------|-----------------|----|---|---|
| MANDEE in Chinese Characters | 7968792 | January 7, 2011 | 25 | Women's slacks, blouses, jackets, vests, capes, skirts, shorts, jumpers, swimsuits, coats, dresses, brassieres, girdles, slips, panties, gowns, peignoirs, pajamas, pantyhose, socks, scarves, hats, shoes, underwear, pants, knickers, and outerwear, anoraks, raincoats, pinafores, sweaters, knit tops, knot bottoms, caps [headwear], leisure headwear, slippers, boots, denim wear, jeans, denim shirts, sweat pants, sweat shirt, fleece tops, fleece bottoms, velour tops, velour bottoms, yoga tops, yoga bottom, hosiery, thigh high hose, tights, pantyhose, gloves, sport suit | Registered Renewal due January 6, 2021 (10 years from application date) |

MANDEE MARKS - STATE



| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|--|--|------------|----------------|--|---|
| MANDEE (written in script in blue lettering) | CT 9746 | 12/7/1995 | SM 42 | Retail store services featuring the sale of clothing, leather goods and women's/juniors accessories | Registered Renewal due 12/7/2015 |
| MANDEE (written in script in blue lettering) | IL 96126 | 6/2/2006 | SM 35 | Retail store services namely sale of women's clothing and accessories | Registered Renewal 6/2/2016 |
| MANDEE | NJ 22287 (replaces 2356) | 8/15/1980 | SM 35 | Advertising and Business | Registered Renewal due 9/26/2015 |
| MANDEE | NJ 4552 | 10/12/1983 | TM 18 | Goods - Leather and imitations of leather goods | Registered Renewal due 10/12/2013 |
| MANDEE | NJ 22288 (replaces 2353) | 8/15/1980 | TM 25 | Goods - Clothing, including boots, shoes | Registered Renewal due 9/26/2015 |
| MANDEE | NY R30151 R27305, R21642 | 6/1/1983 | TM 25 | Used in connection with women's apparel | Registered Renewal due 6/1/2013 TO BE ABANDONED |
| MANDEE | NY S21454 S17163, S12159, S05783 | 9/9/1980 | SM 35 | Women's apparel and accessories including clothing, jewelry, scarves, hats, gloves, shoes, novelties, etc. | Registered Renewal due 9/9/2020 |
| MANDEE | NY R30153 R27424, R21979 | 10/13/1983 | TM 25 | Use in connection with women's totebags, handbags, wallets and accessories | Registered Renewal due 10/13/2013 |
| MANDEE SHOP | NJ 22504 | 8/15/1980 | SM 35 | Advertising and business | Registered Renewal due 5/16/2016 |
| MANDEE SHOP | NJ 2357 | 8/15/1980 | TM 25 TM 39 | Clothing, including boots, shoes Clothing | Registered Renewal due 9/15/2015 |
| MANDEE SHOP | NY S18368 S13548, S7407 | 6/1/1983 | SM 35 | Use in connection with retail store services featuring women's apparel and accessories | Registered Renewal due 6/1/2013 TO BE ABANDONED |
| MANDEE SHOP | NY R30152 R27306, R21643 | 6/1/1983 | TM 25 | Used in connection with women apparel | Registered Renewal due 6/1/2013 TO BE ABANDONED |
| MANDEE SHOPS | NJ 4160 | 5/3/1983 | SM 35 | Advertising and business | Registered Renewal due 5/3/2013 ABANDONED |
| MANDEE SHOPS | NY S18367 | 6/1/1983 | SM 35 | Used in connection with retail store services | Registered Renewal due 6/1/2013 |

TRADEMARK

REEL: 005044 FRAME: 0307




| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS TO BE ABANDONED |
|------|---------------|----------|----|-------------------|---------------------------------------|
| | S13547, S7406 | | | | |

ANNIE SEZ MARKS - UNITED STATES


| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|---|-----------|------------|-------|---|---|
|  | 1,195,420 | 5/11/1982 | SM 42 | Retail Store Services for Women's Clothing, Jewelry, Shoes and Novelties, and Men's Clothing, Jewelry, Shoes and Novelties | Registered Section 8 & 15 filed 1 st and 2 nd Renewals filed |
|  | 1,229,811 | 3/8/1983 | TM 25 | Women's and Men's Clothing-Namely, Slacks, Sweaters, Blouses, Skirts, Shirts, Pant Sets, Swim Wear Coats, Dresses, Brassieres, Girdles, Slips, Panties, Gowns, Pajamas, Robes, Hats, Gloves, Scarves, Hats and Shoes | Renewal due 5/11/22 Registered Change in registration occurred eliminating other classes Section 8 & 15 filed 1 st Renewal filed |
| <i>Annie sez:</i> | 1,560,220 | 10/10/1989 | SM 42 | Retail clothing store services | Renewal due 3/8/13 ABANDONED |
| <i>Annie sez:</i> | 1,497,214 | 7/19/1988 | SM 42 | Retail clothing store services | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 10/19/19 |
| <i>Annie sez:</i> | 1,518,061 | 12/27/1988 | TM 25 | Slacks, sweaters, blouses, skirts, shirts, pant sets, swim wear, coats, dresses, brassieres, girdles, slips, panties, gowns, pajamas, robes, hats, gloves, [scarves, hats,] and shoes | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 7/19/18 |
| Annie sez | 2,246,244 | 5/18/1999 | SM 35 | Retail store services, featuring various items; including women's clothing and accessories; plush stuffed animals and plush toys; biscuits; candy; candles; bath/shower gel; non-metal jewelry boxes; cosmetic bags; hat storage boxes; letter holders, notepads, diaries, datebooks, calendars and other stationery items; decorative stickers; table cloths, beach towels; towels and napkins; picture frames; holiday, decorative and dried/silk flower wreaths; sleeping, beach and decorative pillows; massage implements; pet bowls; sunglasses; metal key chains; suitcases; blankets, sheets, comforters, pillow cases, shams and other bedding products; salt and pepper shakers and other miscellaneous dinnerware products; silicone form pads for women's brassieres; golf club maintenance kits; cookbooks; joke books; satchet; instructional dance/exercise videos; aromatherapy music, holiday music and pop music cassettes and compact discs; paint sets; cameras; birdhouses; wind chimes; swiss army knives; and perfumes | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 5/18/19 |
| Annie sez | 2,036,626 | 2/11/1997 | SM 42 | Retail store services featuring clothing, leather goods, and women's accessories | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 2/11/17 |

TRADEMARK

REEL: 005044 FRAME: 0309

| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|---|-----------|------------|-------|---|---|
| ANNIE SEZ | 2,781,758 | 11/11/2003 | SM 35 | Retail store services, featuring various items, namely-- women's clothing and accessories; plush stuffed animals and plush toys; biscuits; candy; bath / shower gel; non-metal jewelry boxes; cosmetic bags; storage boxes; letters holders, notepads, diaries, datebooks, calendars and other stationery items; decorative stickers; table cloths, beach towels; towels and napkins; picture frames; holiday, decorative and dried / silk flower wreaths; sleeping, beach and decorative pillows; massage implements; pet bowls; sunglasses; metal key chains; suitcases; blankets, sheets, comforters, pillow cases, shams and other bedding products; salt and pepper shakers and other miscellaneous dinnerware products; silicone form pads for women's brassieres; golf club maintenance kits; cookbooks; joke books; sachet; instructional dance / exercise videos; aromatherapy music, holiday music and pop music cassettes and compact discs; paint sets; cameras; birdhouses; wind chimes; swiss army knives; and perfumes | Registered Section 8 & 15 filed Renewal due 11/11/13 |
|  | 2,018,944 | 11/26/1996 | SM 42 | Retail store services featuring clothing, leather goods and women's accessories | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 11/26/16 |
|  | 1,432,542 | 3/10/1987 | SM 42 | Retail store services featuring the sale of clothing and leather goods | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 3/10/17 |
|  | 1,343,602 | 6/18/1985 | SM 42 | Retail store services in the field of clothing and leather goods | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 6/18/15 |
| I LOVE LABELS. I CRAVE SAVINGS. I SHOP ANNIE SEZ. | 3,977,787 | 6/14/2011 | SM 35 | Retail store services featuring various items, namely women's clothing and accessories; handbags; scarves; shoes; jewelry; jewelry boxes; food; plush stuffed animals and plush toys; candles; bath/shower gel; cosmetic bags; storage boxes; stationary items; beach towels; picture frames; holiday and gift items; wreaths; pillows; massage implements; sunglasses; metal key chains; suitcases; miscellaneous dinnerware products; books; sachet; instructional dance/exercise videos; music; and perfumes | Registered Section 8 & 15 due 4/15/16-6/14/17 Renewal due 6/14/2021 |

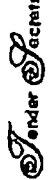
ANNIE SEZ MARKS - STATE

| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|---|---|------------|----------|---|--------------------------------------|
| Annie sez: | NJ 2355 | 8/15/1990 | SM 35 | Advertising and business | Registered Renewal due 9/15/2015 |
| Annie Sez | NJ 2355 | 8/15/1990 | SM 42 | Miscellaneous | Registered Renewal due 9/15/2015 |
| | NJ 2283 | 8/15/1990 | TM 25 | Clothing, including boots, shoes | Registered Renewal due 9/22/2015 |
| Annie sez | NY S21453 S17162, S12153, S05785 | 9/9/1980 | SM 35 | Women's apparel and accessories, including clothing, jewelry, scarves, hats, gloves, shoes, novelties, etc. | Registered Renewal due 9/9/2020 |
| Annie Sez: | MD 1997/00310 | 11/2/1987 | SM 53 | Miscellaneous | Registered Renewal due 11/2/2017 |
| Annie sez | MD 1997-00311 | 10/22/1987 | TM 39 | To be used in connection with retail services for clothing and leather goods Clothing To be used in connection with the manufacture and/or sale of women's clothing | Registered Renewal due 10/22/2017 |
|  | MD 1997-00312 | 10/22/1987 | TM 3 | Baggage, animal equipment, portfolios and pocketbooks To be used in connection with the manufacture and/or sale of leather goods and handbags | Registered Renewal due 10/22/2017 |
| Annie sez: | CT 9747 | 12/12/1995 | SM 40 | Retail store services featuring the sale of clothing, leather goods, and women's accessories | Registered Renewal due 12/7/2015 |
| Annie sez | NJ 13502 | 8/24/1995 | SM 35 | Advertising and business Retail store services featuring the sale of clothing, leather goods, and women's accessories | Registered Renewal due 8/24/2015 |
| Annie sez | NY S 19362 S-14779 | 9/22/1995 | SM 35 | Advertising and business | Registered Renewal due 9/22/2015 |
| Annie sez | CT 9705 | 11/8/1995 | SM 42 | Retail store services featuring the sale of clothing, leather goods, and women's accessories | Registered Renewal due 11/8/2015 |
| Annie sez | DE 2006-0610410 | 4/15/1996 | SM 42 | Retail store services featuring the sale of clothing, leather goods and women's accessories | Registered Renewal due 4/15/2016 |
| Annie sez | MD 1996-00025 | 9/12/1996 | SM 53 | Miscellaneous | Registered Renewal due 9/11/2016 |

| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|---|----------------------------------|------------|-----------|--|--------------------------------------|
| Annie sez | PA 2651979 | 8/16/1995 | SM 35 | Advertising and business | Registered Renewal due 8/16/2015 |
| Annie sez | MI M05887 | 4/8/2005 | SM 101 | Retail store services featuring the sale of women's clothing and accessories | Registered Renewal due 4/8/2015 |
| Annie sez | FL T06000001636 | 12/18/2006 | SM 35 | Advertising and business Retail store services featuring women's clothing and accessories | Registered Renewal due 12/18/2016 |
| Annie sez <small>Specific with the only one with the obligation</small> | NJ 13503 | 8/24/1995 | SM 35 | Advertising and business Retail store services featuring the sale of clothing, leather goods | Registered Renewal due 8/24/2015 |
| Annie sez <small>Specific with the only one with the obligation</small> | NY S-19315 S14778 | 9/22/1995 | SM 35 | Advertising and business Retail store services featuring the sale of clothing, leather goods and women's accessories | Registered Renewal due 9/22/2015 |
| | DE 2006-0648014 | 4/15/1996 | | | Registered Renewal due 9/22/2015 |
| Annie sez <small>Specific with the only one with the obligation</small> | MD 1996-00015 | 9/5/1996 | SM 53 | Miscellaneous To be used in connection with retail store services featuring sale of clothing, leather goods and women's accessories | Registered Renewal due 9/5/2016 |
| Annie sez: <small>IT'S NOT JUST A STORE, IT'S AN OBSESSION.</small> | NY S-19911 S15627, S-10035 | 5/14/1987 | SM 42 | Retail services for clothing and leather goods | Registered Renewal due 5/14/2017 |
| Annie sez: <small>IT'S NOT JUST A STORE, IT'S AN OBSESSION.</small> | CT 9832 | 2/16/1996 | SM 42 | Retail store services featuring the sale of clothing, leather goods and women's accessories | Registered Renewal due 2/16/2016 |
| Annie sez: <small>IT'S NOT JUST A STORE, IT'S AN OBSESSION.</small> | MD 1998-00405 | 2/9/1988 | SM 53 | Miscellaneous Retail service for clothing and leather goods | Registered Renewal due 1/25/2018 |


| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|--|-------------------------|-----------|-----------|--|---|
| Annie Sez. The Right Look - The Right Look - The Right Price | NJ 7643 | 3/7/1986 | SM 35 | Advertising and business Clothing and leather goods | Registered Renewal due 3/7/2016 |
| Annie Sez. The Right Look - The Right Look - The Right Price | NY S-19947 S10114 | 6/10/1987 | SM 42 | Clothing and leather goods retail service | Registered Renewal due 6/10/2017 |
| UPSTAIRS At Annie Sez | NJ 8030 | 6/23/1988 | SM 100 | Miscellaneous | Registered Renewal due 6/23/2013 TO BE ABANDONED |

MISCELLANEOUS MARKS – UNITED STATES

| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|---|-----------|------------|----------|---|--|
| GET YOUR FASHION ON | 4,191,814 | 8/14/2012 | SM 35 | Retail store services featuring various items namely, women's apparel, accessories and related items | Registered Section 8 & 15 due 8/15/17-8/14/18 Renewal due 8/14/22 |
| FUSION | 1,447,629 | 7/14/1987 | TM 25 | Articles of clothing, namely shirts, shorts and pants | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 7/14/2017 |
| FUSION | 3,372,733 | 1/22/2008 | TM 25 | Pants; Jeans; Shorts; Shirts; Blouses; Pullovers; Jackets; Coats; Sweaters; Dresses; Vests; Skirts; Hats; Shoes | Registered Section 8 & 15 due 1/23/2013 – 1/22/2014 Renewal due 1/22/2018 |
| FUSION | 2,876,832 | 8/24/2004 | TM 25 | Retail store services featuring women's clothing and accessories, namely, pants, jeans, shorts, shirts, blouses, pullovers, jackets, coats, sweaters, dresses, vests, skirts, hats and shoes Women's clothing and accessories, namely, bathing suits and sleepwear | Registered Section 8 & 15 filed Renewal due 8/24/2014 |
| FUSION DENIM | 3,277,978 | 8/7/2007 | TM 25 | Coats of denim; denim jackets; denims; jeans; knit shirts; pants; shorts; skirts; sweaters; women's shoes | Registered Section 8 & 15 due 8/8/2012 – 8/7/2013 COMPLETED Renewal due 8/7/2017 |
| FUSION JEANS | 3,252,535 | 6/12/2007 | TM 25 | Denim jackets; Denims; Jeans; Pants; Tops | Registered Section 8 & 15 due 6/13/2012 – 6/12/2013 Renewal due 6/12/2017 WILL BE FILED 5/24/13 |
| FUSION SPORT | 1,510,201 | 10/25/1988 | TM 25 | Articles of clothing, namely shirts, shorts and pants | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 10/25/2018 |
|  | 2,121,672 | 12/16/1997 | TM 25 | Women's lingerie and women's pajamas | Registered Section 8 & 15 filed 1 st Renewal filed Renewal due 1 2/16/2017 |
| TENDER SECRETS | 3,034,062 | 12/27/2005 | TM 25 | Women's lingerie and women's pajamas | Registered Section 8 & 15 filed |

TRADEMARK

REEL: 005044 FRAME: 0314

| MARK | REG NO | REG DATE | CL | GOODS OR SERVICES | STATUS AND REMARKS |
|---|-----------|-----------|----------------------|--|---|
|  | 4,007,521 | 8/2/2011 | TM 25 | Capri pants; Coats; Dress pants; Dress shirts; Dress suits; Dresses; Evening dresses; Evening gowns; Gowns; Jeans; Men's and women's jackets, coats, trousers, vests; Pants; Sandals; Sandals and beach shoes; Scarves; Shirts; Shoes; Skirts; Skirts and dresses; Sport coats; Sport shirts; T-shirts; Ties | Renewal due 12/27/2015 Registered Section 8 & 15 due 8/3/2016 - 8/2/2017 Renewal due 8/2/2021 |
| TROVARÉ | 2,956,724 | 5/31/2005 | TM 14 | Costume jewelry, namely-- rings, toe rings, ear rings, bracelets, necklaces and pins | Registered Section 8 & 15 filed Renewal due 5/31/2015 |
| TROVARE | 3,415,417 | 4/22/2008 | TM 26 TM 25 | Hair accessories, namely-- hair bands, hair wraps, hair scrunchies, hair bows, hair clips, claw clips and barrettes Sweaters; Knit shirts; Blouses; Skirts | Registered Section 8 & 15 due 4/23/2013 - 4/22/2014 Renewal due 4/22/2018 |