

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Robert Talbott, Inc.		08/20/2013	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Salus Capital Partners, LLC
Street Address:	197 First Avenue, Suite 250
City:	Needham
State/Country:	MASSACHUSETTS
Postal Code:	02494
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	2680721	AUDREY TALBOTT
Registration Number:	1780400	ROBERT TALBOTT
Registration Number:	1786829	
Registration Number:	2765403	AUDREY TALBOTT
Registration Number:	3308740	CHELSEA BY ROBERT TALBOTT
Registration Number:	3313874	KALI HART
Registration Number:	1261772	ROBERT TALBOTT
Registration Number:	3644091	ROBERT TALBOTT CARMEL
Registration Number:	1905706	SEVEN FOLD
Registration Number:	3781536	AUDREY TALBOTT CARMEL
Registration Number:	3848816	MONTEREY ROBERT TALBOTT
Registration Number:	2061594	ROBERT TALBOTT STUDIO
Registration Number:	1514678	ROBERT TALBOTT
Registration Number:	1517254	BEST OF CLASS

CH \$415.00 2680721

Registration Number:	2252788	S ROBERT TALBOTT STUDIO
Registration Number:	1214944	BEST OF CLASS

CORRESPONDENCE DATA

Fax Number: 3026365454
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 800-927-9801 x 62348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	773419-005
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	09/27/2013

Total Attachments: 9
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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the “**Agreement**”) made as of this 20th day of August, 2013, by Robert Talbott, Inc., a California corporation (the “**Grantor**”), in favor of Salus Capital Partners, LLC, in its capacity as Agent for the Lenders party to the Credit Agreement (defined below) (herein, “**Grantee**”):

WITNESSETH

WHEREAS, Grantor, one or more of its affiliates, Grantee and the lenders identified therein are parties to that certain Credit Agreement dated as of August 20, 2013 (as the same may be amended, restated, modified or otherwise supplemented from time to time, the “**Credit Agreement**”), providing for a loan to be made to Grantor by Grantee and Lenders; and

WHEREAS, pursuant to the terms of that certain Security Agreement dated as of August 20, 2013 between Grantor and Grantee (as the same may be amended, restated, modified or otherwise supplemented from time to time, the “**Security Agreement**”), the Grantor has granted to Grantee, for the benefit of the Lenders, a security interest in certain assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks, together with the goodwill of the business symbolized by Grantor’s Trademarks, and all products and proceeds thereof, to secure payment and performance of the Secured Obligations;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure payment and performance of the Secured Obligations, Grantor hereby grants to Grantee, for the benefit of the Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor’s entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the “**Trademark Collateral**”), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on **Schedule 1** annexed hereto, together with any reissues, renewals, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the foregoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

IN WITNESS WHEREOF, Grantor has duly executed this Trademark Security Agreement as of the date first written above.

ROBERT TALBOTT, INC.

By: 
Name: Robert J. Corliss
Title: President and CEO

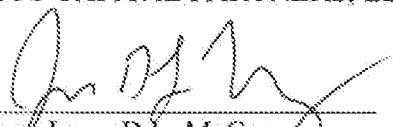
[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 005119 FRAME: 0085

IN WITNESS WHEREOF, Grantor has duly executed this Trademark Security Agreement as of the date first written above.

Agreed and Accepted
As of the Date First Written Above

SALUS CAPITAL PARTNERS, LLC

By: 
Name/ Jonas D.L. McCray
Its: Senior Vice President

{Signature Page to Trademark Security Agreement}

Schedule 1

See Attached

ROBERT TALBOTT



ACTIVE TRADEMARK CASES
APPAREL

Case Ref.	Country	Title	Case Status	Appln. No.	Appln. Date	Reg. No.	Reg. Date	Goods/Services All
01436.008067.K W	Kuwait	ROBERT TALBOTT	Application filed	126752	1/12/12			25 -
01436.008068.K W	Kuwait	BEST OF CLASS	Application filed	126753	1/12/12			25 -
01436.008069.K W	Kuwait	CREST Design	Application filed	126754	1/12/12			25 -
01436.008035.	United States of America	AUDREY TALBOTT	Registered	78/391206	4/3/02	2680721	1/28/03	25 - WOMEN'S CLOTHING, NAMESLY, COATS, SHIRTS, BLOUSES AND TIES, AND CLOTHING ACCESSORIES, NAMESLY SCARVES, MUFFLERS, AND BELTS
01436.8024FR.	France	ROBERT TALBOTT	Registered	93460736	3/23/93	93460736	3/23/93	25 - SHIRTS, TIES, POCKET SQUARES, BRACES, ROBES AND CUMMERBUNDS
01436.8024IT.	Italy	ROBERT TALBOTT	Registered	MI93C00222 B	3/26/93	1010862	2/1/96	25 - SHIRTS, TIES, POCKET SQUARES, BRACES, ROBES AND CUMMERBUNDS
01436.008024.CH	Switzerland	ROBERT TALBOTT	Registered	8072/1993	6/16/93	413659	6/16/93	25 - SHIRTS, TIES, POCKET SQUARES, BRACES, ROBES AND CUMMERBUNDS
01436.008024.	United States of America	ROBERT TALBOTT	Registered	74/330075	11/10/92	1780400	7/6/93	25 - TIES, POCKET SQUARES, BRACES - NAMESLY SUSPENDERS, ROBES AND CUMMERBUNDS
01436.008025.	United States of America	CREST DESIGN	Registered	74/335233	11/27/92	1786829	8/10/93	25 - SHIRTS, TIES, POCKET SQUARES, BRACES, ROBES AND CUMMERBUNDS
01436.008036.	United States of America	AUDREY TALBOTT	Registered	76/391206	4/3/02	2765403	9/16/03	14 - CUFFLINKS
01436.008047.	United States of America	CHELSEA BY ROBERT TALBOTT	Registered	78/668396	7/18/05	3308740	10/9/07	14 - Cuff links 25 - Menswear, namesly, ties, and woven
01436.008048.	United States of America	KALI HART	Registered	78/709866	9/9/05	3313874	10/16/07	25 - Clothing, namesly, women's shirts and sweaters
01436.008002.	United States of America	ROBERT TALBOTT And Design	Registered	73/268909	7/7/80	1261772	12/20/83	25 - NECK TIES

Case Ref.	Country	Title	Case Status	Apph. No.	Apph. Date	Reg. No.	Reg. Date	Goods/Services All
01436.008024.RU	Russian Federation	ROBERT TALBOTT	Registered	3004700447	1/14/04	284884	3/24/05	25 - CLOTHING
01436.008024.AU	Australia	ROBERT TALBOTT	Registered	555935	3/17/95	555935	8/22/96	25 - SHIRTS, TIES, POCKET SQUARES, BRACES, SUSPENDERS, ROBES AND CUMMERBUNDS
01436.008011.	Japan	BEST OF CLASS	Registered	54482/1988	6/5/88	2705002	3/31/95	25 - Clothing
01436.008053.	United States of America	ROBERT TALBOTT CARMEL	Registered	77166506	4/26/07	3844091	6/23/08	14 - Cufflinks 25 - Clothing, namely, jackets, coats, rainwear, vests, shirts, bathing suits, hats, and suits
01436.008027.	United States of America	SEVEN FOLD	Registered	74/472497	12/23/93	1905706	7/18/95	25 - TIES
01436.008018.	Mexico	ROBERT TALBOTT	Registered	243707	9/22/95	554252	7/30/97	25 - NECKTIES
01436.008022.	Mexico	TALBOTT STUDIO	Registered	243708	9/22/95	554253	7/30/97	25 - NECKTIES
01436.008052.	United States of America	AUDREY TALBOTT CARMEL	Registered	77166467	4/26/07	3781536	4/27/10	25 - Clothing, namely, jackets, coats, rainwear, vests, capes, wraps, shirts, gloves, skirts, dresses, bathing suits, hats, caps, shoes, boots, and suits
01436.008060.	United States of America	MONTEREY ROBERT TALBOTT And Design	Registered	771819773	9/3/09	3846816	9/14/10	25 - Clothing, namely, jackets, coats, vests, shirts, ties and suits
01436.008028.	United States of America	ROBERT TALBOTT STUDIO	Registered	75/157806	8/28/96	2061594	5/13/97	25 - SHIRTS, TIES AND CUMMERBUNDS
01436.08024A.CN	China	ROBERT TALBOTT	Registered	4543384	3/16/05	4543384	7/7/08	14 - Cufflinks
01436.008015.	United States of America	ROBERT TALBOTT	Registered	73716168	3/14/68	1514678	11/29/66	25 - SHIRTS
01436.08024B.CN	China	ROBERT TALBOTT	Registered	4543383	3/16/05	4543383	12/7/08	25 - Clothing, shirts, ties, neckties, pocket squares, breast pocket handkerchiefs, envelopes, straps, ceremonial clothing, ceremonial frocks, belts, cummerbunds, belts for tuxedos, braces, dressing gowns, doublets, robes, footwear and headwear

Case Ref.	Country	Title	Case Status	Appln. No.	Appln. Date	Reg. No.	Reg. Date	Goods/Services All
01436.008010.	United States of America	BEST OF CLASS	Registered	73/715170	3/14/88	1517254	12/20/88	25 - SHIRTS
01436.008029.	United States of America	S ROBERT TALBOTT STUDIO And Design	Registered	75/376190	10/20/97	2252798	6/15/99	25 - SHIRTS, TIES AND CUMMERBUNDS
01436.8024TR.	Turkey	ROBERT TALBOTT	Registered	1999/10957	7/8/99	1999/10957	7/8/99	25 - TIES; POCKET SQUARES, BRACES; NAMELY, SUSPENDERS; ROBES AND CUMMERBUNDS
01436.8024UK.	United Kingdom	ROBERT TALBOTT	Registered	1531813	4/7/93	1531813	4/7/93	25 - SHIRTS, TIES, POCKET SQUARES, BRACES, ROBES AND CUMMERBUNDS
01436.008001.	Japan	AUDREY TALBOTT	Registered	644917988	6/6/88	2237824	6/28/90	25 - Clothing in International Class 25
01436.008016.	Japan	ROBERT TALBOTT	Registered	644937988	6/6/88	2237925	6/28/90	25 - Clothing in International Class 25
01436.008017.	Canada	ROBERT TALBOTT	Registered	627267	3/10/89	381525	3/15/91	01 - NECK TIES
01436.008012.	Canada	BEST OF CLASS	Registered	623391	1/17/89	390065	11/15/91	14 - Neck ties 25 - Shirts
01436.008020.	Canada	TALBOTT STUDIO	Registered	623389	1/17/89	391100	12/6/91	01 - WEARING APPAREL, NAMELY SHIRTS & NECKTIES
01436.008024.EU	European Community	ROBERT TALBOTT	Registered	2847879	9/10/02	2847879	1/28/04	14 - CUFFLINKS, CLOTHING, SHIRTS, TIES, NECKTIES, POCKET SQUARES, BREAST POCKET HANKERCHIEFS, ENVELOPES, STRAPS, CEREMONIAL CLOTHING, CEREMONIAL FROCKS, BELTS, CUMMERBANDS, BELTS FOR TUXEDOS, BRACES, DRESSING GOWNS, DOUBLET, ROBES, FOOTWEAR, HEADWEAR 25 -
01436.008035.EU	European Community	AUDREY TALBOTT	Registered	2847994	9/10/02	2847994	11/20/03	25 - CLOTHING AND ACCESSORIES
01436.008005.	United States of America	BEST OF CLASS	Registered	73/317237	7/1/81	1214944	11/2/82	25 - NECK TIES