

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ABG Juicy Couture, LLC		11/20/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	KeyBank National Association
Street Address:	127 Public Square
City:	CLEVELAND
State/Country:	OHIO
Postal Code:	44114
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Registration Number:	3445902	74
Registration Number:	3912360	BIRD BY JUICY COUTURE
Registration Number:	3345738	BORN IN THE GLAMOROUS USA
Registration Number:	3769454	BORN IN THE GLAMOROUS USA
Registration Number:	3510166	BORN IN THE GLAMOROUS USA
Registration Number:	3455823	BORN IN THE GLAMOROUS USA
Registration Number:	2882280	CHOOSE JUICY
Registration Number:	3481417	CHOOSE WATER
Registration Number:	3927112	CLUB COUTURE
Registration Number:	3927113	CLUB COUTURE
Registration Number:	3750786	COUTURE COUTURE
Registration Number:	3354458	COUTURE COUTURE
Registration Number:	4365722	COUTURE LA LA
Registration Number:	3605924	DAYDREAMER

**TRADEMARK**

Registration Number:	3525082	DIRTY ENGLISH
Registration Number:	3510328	DOGGY COUTURE
Registration Number:	3886739	DOWN DOG COUTURE
Registration Number:	3532837	FOR NICE GIRLS WHO LIKE STUFF
Registration Number:	3610509	FOR NICE GIRLS WHO LIKE STUFF
Registration Number:	3539376	J
Registration Number:	4151343	JC
Registration Number:	4144011	JC
Registration Number:	4158800	JC
Registration Number:	4144012	JC
Registration Number:	3698422	JC
Registration Number:	3499543	JM JUICY COUTURE
Registration Number:	3577466	JM JUICY COUTURE
Registration Number:	2285232	JUICY
Registration Number:	2995654	JUICY
Registration Number:	3633187	JUICY
Registration Number:	3381433	JUICY
Registration Number:	3762789	JUICY
Registration Number:	3763190	JUICY
Registration Number:	3233785	JUICY BABY
Registration Number:	3194741	JUICY COUTURE
Registration Number:	2348674	JUICY COUTURE
Registration Number:	2978046	JUICY COUTURE
Registration Number:	2882279	JUICY COUTURE
Registration Number:	3451212	JUICY COUTURE
Registration Number:	3146100	JUICY COUTURE
Registration Number:	3346828	JUICY COUTURE
Registration Number:	3604114	JUICY COUTURE
Registration Number:	3941099	JUICY COUTURE
Registration Number:	3944733	JUICY COUTURE
Registration Number:	4089128	JUICY COUTURE
Registration Number:	3354006	J JUICY COUTURE
Registration Number:	3329779	JUICY GIRL
Registration Number:	3265587	JUICY GIRL
Registration Number:	3733004	J

	2387924	JUICY JEANS
Registration Number:	3720092	LOVE G&P
Registration Number:	4074752	PEACE, LOVE & JUICY COUTURE
Registration Number:	4222257	SAME OLD CHIC
Registration Number:	4415153	ENJOY YOURSELF WEAR JUICY J
Registration Number:	4415152	ENJOY YOURSELF WEAR JUICY J
Registration Number:	3066756	
Registration Number:	3395794	
Registration Number:	3451056	SMELLS LIKE COUTURE
Registration Number:	3818073	SMELLS LIKE COUTURE
Registration Number:	3818217	SMELLS LIKE COUTURE
Registration Number:	4128970	VIVA LA JUICY

**CORRESPONDENCE DATA**

Fax Number: 8322393600  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 832-239-3838  
Email: aliou@jonesday.com, pcyngier@jonesday.com  
Correspondent Name: H. ALBERT LIOU  
Address Line 1: 717 Texas Avenue, Suite 3300  
Address Line 4: HOUSTON, TEXAS 77002

ATTORNEY DOCKET NUMBER:	601755-185043
NAME OF SUBMITTER:	H. Albert liou
Signature:	/H. Albert Liou/
Date:	11/21/2013

**Total Attachments: 7**  
source=TM security agreement#page1.tif  
source=TM security agreement#page2.tif  
source=TM security agreement#page3.tif  
source=TM security agreement#page4.tif  
source=TM security agreement#page5.tif  
source=TM security agreement#page6.tif  
source=TM security agreement#page7.tif

## TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT is entered into as of November 20, 2013 (this “Agreement”), between ABG Juicy Couture, LLC, a Delaware limited liability company (together with its successors and assigns, the “Assignor”), and KeyBank National Association, as administrative agent (together with its successors and assigns in such capacity, the “Administrative Agent”), for the benefit of the Secured Creditors (as defined in the Security Agreement referred to below):

## RECITALS:

The Assignor is a party to a Security Agreement Joinder dated as of November 20, 2013, in relation to that certain Pledge and Security Agreement, dated as of June 28, 2013 as amended and reaffirmed by that certain Acknowledgement and Amendment to Pledge and Security Agreement dated as of October 2, 2013 (as further amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”), among the Assignor, the other grantors named therein and the Administrative Agent, pursuant to which the Assignor has granted to the Administrative Agent, for the benefit of the Secured Creditors, a security interest in substantially all of its assets, whether now owned or existing or hereafter acquired or arising.

NOW, THEREFORE, in consideration of the foregoing, the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby covenants and agrees with the Administrative Agent and the other Secured Creditors as follows:

Section 1. Defined Terms. Terms used herein without definition shall have the respective meanings ascribed thereto in the Security Agreement.

Section 2. Assignment and Grant of Security Interest. As security for the prompt and complete payment and performance when due of all of the Secured Obligations, the Assignor hereby grants to the Administrative Agent, for the benefit of the Secured Creditors, a security interest in all right, title and interest of the Assignor in and to the following, whether now existing or hereafter acquired (collectively, the “Trademark Collateral”):

- (i) any U.S. trademark, trade name, corporate name, business name, domain name, trade style, trade dress, service mark, logo, source identifier, business identifier, or design of like nature now held or hereafter acquired by the Assignor, any registration or recording of the foregoing or any thereof, and any application in connection therewith, including, without limitation, any such registration, recording, or application in the United States Patent and Trademark Office or in any similar office or agency of the United States, or any State thereof (including, without limitation, those listed on Schedule A to this Agreement);
- (ii) all extensions and renewals of any of the foregoing;
- (iii) all rights to sue for past, present or future infringements of any of the foregoing;
- (iv) all good will of the business of the Assignor connected with and symbolized by any of the foregoing; and
- (v) all Proceeds of any and all of the foregoing.

Notwithstanding anything in this Section 2 to the contrary, the term Trademark Collateral shall not include any "intent-to-use" application for registration of a Trademark filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, prior to the filing and acceptance of a "Statement of Use" pursuant to Section 1(d) of the Lanham Act or an "Amendment to Allege Use" pursuant to Section 1(c) of the Lanham Act with respect thereto, solely to the extent, if any, that, and solely during the period, if any, in which, the grant of a security interest therein would impair the validity or enforceability of any registration that issues from such intent-to-use application under applicable federal law.

Section 3. Reference to Separate Security Agreement. This Agreement has been entered into by the Assignor and the Administrative Agent primarily for recording purposes as contemplated by the Security Agreement. In the event of any inconsistency between any of the terms or provisions hereof and the terms and provisions of the Security Agreement, the terms and provisions of the Security Agreement shall govern.

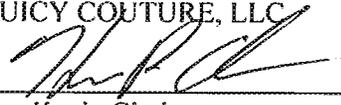
Section 4. Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES.

Section 5. Counterparts. This Agreement may be executed in any number of counterparts and by different parties hereto on separate counterparts, including via facsimile transmission or other electronic transmission capable of authentication, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same agreement.

[Signatures Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their duly authorized officers as of the date first set forth above.

ABG JUICY COUTURE, LLC

By:   
Name: Kevin Clarke  
Title: CFO and Secretary

Accepted and acknowledged by:

KEYBANK NATIONAL ASSOCIATION,  
as Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and delivered by their duly authorized officers as of the date first set forth above.

ABG JUICY COUTURE, LLC

By: \_\_\_\_\_  
Name: Kevin Clarke  
Title: CFO and Secretary

Accepted and acknowledged by:

KEYBANK NATIONAL ASSOCIATION,  
as Administrative Agent

By:   
Name: Ari Oetichman  
Title: Vice President

Schedule A  
to Trademark Security Agreement

Mark	Country	Grantor	Status	Appl. No	Reg. No
74	United States	ABG Juicy Couture, LLC	Registered	77067397	3445902
BIRD BY JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	77980986	3912360
BORN IN THE GLAMOROUS USA	United States	ABG Juicy Couture, LLC	Registered	78806608	3345738
BORN IN THE GLAMOROUS USA	United States	ABG Juicy Couture, LLC	Registered	78959729	3769454
BORN IN THE GLAMOROUS USA	United States	ABG Juicy Couture, LLC	Registered	78959721	3510166
BORN IN THE GLAMOROUS USA	United States	ABG Juicy Couture, LLC	Registered	78959713	3455823
CHOOSE JUICY	United States	ABG Juicy Couture, LLC	Registered	76355074	2882280
CHOOSE WATER	United States	ABG Juicy Couture, LLC	Registered	77121192	3481417
CLUB COUTURE	United States	ABG Juicy Couture, LLC	Registered	77963701	3927112
CLUB COUTURE	United States	ABG Juicy Couture, LLC	Registered	77963735	3927113
COUTURE COUTURE	United States	ABG Juicy Couture, LLC	Registered	78834572	3750786
COUTURE COUTURE	United States	ABG Juicy Couture, LLC	Registered	78978994	3354458
COUTURE LA LA	United States	ABG Juicy Couture, LLC	Registered	85597432	4365722
DAYDREAMER	United States	ABG Juicy Couture, LLC	Registered	77566792	3605924
DIRTY ENGLISH	United States	ABG Juicy Couture, LLC	Registered	77204736	3525082
DOGGY COUTURE	United States	ABG Juicy Couture, LLC	Registered	78972997	3510328
DOWN DOG COUTURE	United States	ABG Juicy Couture, LLC	Registered	77486552	3886739
FOR NICE GIRLS WHO LIKE STUFF	United States	ABG Juicy Couture, LLC	Registered	78979585	3532837
FOR NICE GIRLS WHO	United States	ABG Juicy Couture, LLC	Registered	78959793	3610509

LIKE STUFF					
J ZIPPER PULL	United States	ABG Juicy Couture, LLC	Registered	77184419	3539376
JC Crown Design	United States	ABG Juicy Couture, LLC	Registered	85269271	4151343
JC Crown Design	United States	ABG Juicy Couture, LLC	Registered	85269297	4144011
JC Crown Design	United States	ABG Juicy Couture, LLC	Registered	85269322	4158800
JC Crown Design	United States	ABG Juicy Couture, LLC	Registered	85269380	4144012
JC Design	United States	ABG Juicy Couture, LLC	Registered	77702347	3698422
JM JUICY COUTURE Lion Crest Design	United States	ABG Juicy Couture, LLC	Registered	77032126	3499543
JM JUICY COUTURE Lion Crest Design	United States	ABG Juicy Couture, LLC	Registered	77310768	3577466
JUICY	United States	ABG Juicy Couture, LLC	Registered	75538291	2285232
JUICY	United States	ABG Juicy Couture, LLC	Registered	76977221	2995654
JUICY	United States	ABG Juicy Couture, LLC	Registered	78720344	3633187
JUICY	United States	ABG Juicy Couture, LLC	Registered	77210732	3381433
JUICY	United States	ABG Juicy Couture, LLC	Registered	77793043	3762789
JUICY	United States	ABG Juicy Couture, LLC	Registered	77812116	3763190
JUICY BABY	United States	ABG Juicy Couture, LLC	Registered	76376647	3233785
JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	76376638	3194741
JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	75743731	2348674
JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	76977226	2978046
JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	76355073	2882279
JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	78879503	3451212
JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	76978162	3146100
JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	77033935	3346828
JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	77470227	3604114
JUICY	United States	ABG Juicy	Registered	77509864	3941099

COUTURE		Couture, LLC			
JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	77531305	3944733
JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	85298389	4089128
J JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	78844676	3354006
JUICY GIRL	United States	ABG Juicy Couture, LLC	Registered	75718579	3329779
JUICY GIRL	United States	ABG Juicy Couture, LLC	Registered	76978523	3265587
J	United States	ABG Juicy Couture, LLC	Registered	77746290	3733004
JUICY JEANS	United States	ABG Juicy Couture, LLC	Registered	75853613	2387924
LOVE G&P	United States	ABG Juicy Couture, LLC	Registered	78680187	3720092
PEACE LOVE & JUICY COUTURE	United States	ABG Juicy Couture, LLC	Registered	85016984	4074752
SAME OLD CHIC	United States	ABG Juicy Couture, LLC	Registered	77925839	4222257
ENJOY YOURSELF WEAR JUICY J	United States	ABG Juicy Couture, LLC	Filed	85101964	4415153
ENJOY YOURSELF WEAR JUICY J	United States	ABG Juicy Couture, LLC	Filed	85101925	4415152
Scotty Dog Logo	United States	ABG Juicy Couture, LLC	Registered	78418542	3066756
Scotty Dog Logo	United States	ABG Juicy Couture, LLC	Registered	78515407	3395794
SMELLS LIKE COUTURE	United States	ABG Juicy Couture, LLC	Registered	78786416	3451056
SMELLS LIKE COUTURE	United States	ABG Juicy Couture, LLC	Registered	77885332	3818073
SMELLS LIKE COUTURE	United States	ABG Juicy Couture, LLC	Registered	77888830	3818217
VIVA LA JUICY	United States	ABG Juicy Couture, LLC	Registered	77426195	4128970