

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM298351

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aeropostale Procurement Company, Inc.		02/21/2014	CORPORATION: DELAWARE
Aeropostale, Inc.		02/21/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	100 Federal Street, 9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	4460948	LIVE LOVE DREAM
Registration Number:	4460949	LIVE LOVE DREAM AERO
Serial Number:	85729531	BDRM
Serial Number:	85772770	AERO NYC
Serial Number:	85772819	AERONYC
Registration Number:	4328454	AEROPOSTALE 87
Registration Number:	4324559	A87
Registration Number:	4395142	AEROPOSTALE NYC
Registration Number:	4328455	AEROPOSTALE A87
Registration Number:	4324601	LIVE LOVE DREAM AEROPOSTALE
Serial Number:	85794212	LIVE LOVE DREAM AEROPOSTALE
Serial Number:	85794301	LIVE LOVE DREAM
Serial Number:	85794355	LIVE LOVE DREAM
Serial Number:	85794956	LIVE LOVE DREAM AERO
Serial Number:	85794991	LIVE LOVE DREAM AERO
Serial Number:	86019535	LLD
Serial Number:	86020274	LLD
Serial Number:	86041750	PS ACTIVATE

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86041859	PS ACTIVATE
Serial Number:	86127083	LORIMER
Serial Number:	86127129	MAP TO MARS
Serial Number:	86132645	FREE STATE
Serial Number:	86135920	TOKYO DARLING
Serial Number:	86164801	AÉROPOSTALE DESIGNED IN NYC
Serial Number:	86171612	AÉROPOSTALE DESIGNED IN NYC
Registration Number:	4482218	LIVE LOVE DREAM
Serial Number:	86163683	PS COUTURE ESTABLISHED MMIX NEW YORK
Registration Number:	3837976	GOJANE
Registration Number:	3864266	GOJANE
Registration Number:	4040079	GOJANE.COM
Registration Number:	4043645	GOJANE
Registration Number:	4047333	GOJANE

CORRESPONDENCE DATA

Fax Number: 8004947512

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

Phone: 2023704761

Email: ipteam@nationalcorp.com

Correspondent Name: Thomas Fahey

Address Line 1: 1025 Vermont Avenue NW, Suite 1130

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F148919
NAME OF SUBMITTER:	Laura A. Kenerson
SIGNATURE:	/Laura A. Kenerson/
DATE SIGNED:	03/17/2014

Total Attachments: 6

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

February 21, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of AEROPOSTALE PROCUREMENT COMPANY, INC., a Delaware corporation ("Procurement"), and AEROPOSTALE, INC., a Delaware corporation ("Aero"), (Procurement and Aero are hereinafter referred to, individually, as a "Grantor" and, collectively, as the "Grantors"), each with offices at 112 West 34th Street, 22nd Floor, New York, NY 10120, hereby grants to BANK OF AMERICA, N.A., as agent for its own benefit and the benefit of the other Credit Parties referred to in the Loan Agreement described below, with offices at 100 Federal Street, 9th Floor, Boston, Massachusetts 02110 (the "Grantee"), a continuing security interest in (i) all of such Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are or may be associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of (i) all the Obligations of the Grantors, as such term is defined in the Second Amended and Restated Trademark and Trademark Applications Security Agreement by, among others, the Grantors and the Grantee, dated as of even date (as amended, modified, restated and/or supplemented from time to time, the "TM Security Agreement"), and (ii) all the Liabilities, as such term is defined in the Third Amended and Restated Loan and Security Agreement dated as of September 22, 2011 (as amended (including pursuant to that certain Joinder and First Amendment to Third Amended and Restated Loan and Security Agreement and Amendment to

Certain Other Loan Documents dated as of even date), modified, restated and/or supplemented from time to time, the "Loan Agreement").

This Grant has been granted in conjunction with the security interests granted by the Grantors to the Grantee under the Loan Agreement and the TM Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Loan Agreement and the TM Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Loan Agreement or the TM Security Agreement, the provisions of the Loan Agreement and the TM Security Agreement shall govern.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

AEROPOSTALE PROCUREMENT COMPANY,
INC., as a Grantor

By: MP. Miller
Name: Marc D. Miller
Title: CEO

AEROPOSTALE, INC., as a Grantor

By: MP. Miller
Name: Marc D. Miller
Title: CEO

BANK OF AMERICA, N.A., as Agent,
as Grantee

By: Christine Hutchinson
Name: Christine Hutchinson
Title: Director

Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 005238 FRAME: 0517

SCHEDULE A

Trademark Name	Registration Number	Application Number	Application/Registration Date	Owner Name
LIVE LOVE DREAM	4460948	85710446	1/7/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM AERO	4460949	85710464	1/7/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
BDRM	n/a	85729531	9/14/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
AERO NYC	n/a	85772770	11/6/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
AERONYC	n/a	85772819	11/6/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE 87	4328454	85773018	4/30/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
A87	4324559	85773041	4/23/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE NYC	4395142	85773124	9/3/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE A87	4328455	85773154	4/30/213	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM AEROPOSTALE	4324601	85794134	4/23/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM AEROPOSTALE	n/a	85794212	12/4/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM	n/a	85794301	12/4/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM	n/a	85794355	12/4/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM AERO	n/a	85794956	12/5/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM AERO	n/a	85794991	12/5/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.

Schedule A to Grant of Security Interest in United States Trademarks

**TRADEMARK
REEL: 005238 FRAME: 0518**

SCHEDULE A

LLD	n/a	86019535	7/25/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
LLC	n/a	86020274	7/25/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS ACTIVATE	n/a	86041750	8/19/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS ACTIVATE	n/a	86041859	8/19/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
LORIMER	n/a	86127083	11/22/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
MAP TO MARS	n/a	86127129	11/26/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
FREE STATE	n/a	86132645	12/2/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
TOKYO DARLING	n/a	86135920	12/5/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE DESIGNED IN NYC	n/a	86164801	1/14/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE DESIGNED IN NYC	n/a	86171612	1/2/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM	4482218	85755971	2/11/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS COUTURE ESTABLISHED MMIX NEW YORK	n/a	86163683	1/13/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
GOJANE	3837976	77978186	8/24/2010	AEROPOSTALE, INC.
GOJANE	3864266	77978507	10/19/2010	AEROPOSTALE, INC.
GOJANE.COM	4040079	77537503	10/18/2011	AEROPOSTALE, INC.
GOJANE	4043645	77557269	10/25/2011	AEROPOSTALE, INC.
GOJANE	4047333	77557253	11/1/2013	AEROPOSTALE, INC.

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Schedule A to Grant of Security Interest in United States Trademarks

RECORDED: 03/17/2014

**TRADEMARK
REEL: 005238 FRAME: 0519**