TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM304509

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Color Image Apparel, Inc.		05/14/2014	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Comerica Bank
Street Address:	39200 Six Mile Road
Internal Address:	MC 7578
City:	Livonia
State/Country:	MICHIGAN
Postal Code:	48152
Entity Type:	a Texas banking association: TEXAS

PROPERTY NUMBERS Total: 40

Property Type	Number	Word Mark
Serial Number:	86197688	CRIMINAL CANVAS
Registration Number:	4519311	ALO SPORT
Serial Number:	85825575	BELLA SPORT
Serial Number:	85825566	BELLA COUTURE
Serial Number:	85825550	BELLA FASHION
Serial Number:	85825536	BELLA CLASSIC
Serial Number:	85825516	BELLA LUXE
Serial Number:	85177260	BELLA BAGS
Serial Number:	85575863	100% COMBED AND RING-SPUN NO C.O.E. NO C
Serial Number:	85557978	ALO SPORT
Serial Number:	85575095	NOT ALL TEES ARE CREATED EQUAL
Registration Number:	4360652	BELLA + CANVAS
Registration Number:	4360651	BELLA + CANVAS LOS ANGELES
Registration Number:	4360649	CANVAS
Registration Number:	4360648	BELLA + CANVAS
Registration Number:	4259038	BELLA GIRL
Registration Number:	4353773	BELLA
Registration Number:	4255236	BELLABABY
Registration Number:	4259037	BELLA MISSY

CH $1015.00 86197688

Property Type	Number	Word Mark
Registration Number:	4163125	BELLA
Registration Number:	4262459	BELLA MISSY
Registration Number:	4254778	BELLA + CANVAS
Registration Number:	4116227	BELLA LUXX
Registration Number:	3967706	BELLA LUXX
Registration Number:	3293659	BELLA BABY
Registration Number:	3250727	BELLA BABY
Registration Number:	3158111	BELLA GIRL
Registration Number:	2895709	BELLA
Registration Number:	2806739	BELLA-CHIC TEASE
Registration Number:	2803696	BELLA CHIC
Serial Number:	77882072	ECO BELLA
Serial Number:	77683559	BELLA LINGERIE
Registration Number:	4126001	LITTLE BELLA
Registration Number:	3884550	CANVAS
Registration Number:	3875869	ALO
Registration Number:	3519794	BELLA
Registration Number:	3310551	ALO
Registration Number:	2902611	BELLA MATERNA
Registration Number:	2668441	BELLA
Registration Number:	2936562	BELLA MATERNA

CORRESPONDENCE DATA

Fax Number: 3134968454

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

Phone: 3134967912

Email: berger@millercanfield.com

Correspondent Name: Kimberly A. Berger

Address Line 1: 150 West Jefferson

Address Line 2: Suite 2500

Address Line 4: Detroit, MICHIGAN 48226

ATTORNEY DOCKET NUMBER:	125055-00153
NAME OF SUBMITTER:	Kimberly A. Berger
SIGNATURE:	/Kimberly A. Berger/
DATE SIGNED:	05/14/2014

Total Attachments: 4

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GRANT OF SECURITY INTEREST IN TRADEMARKS

FOR VALUABLE CONSIDERATION, the receipt and adequacy of which is acknowledged, **Color Image Apparel, Inc.**, a California corporation ("Grantor"), grants to **Comerica Bank**, a Texas banking association, as the Agent for the benefit of the Lenders party to that Revolving Credit and Term Loan Agreement dated as of May 14, 2014 (as amended, supplemented, amended and restated or otherwise modified from time to time the "Credit Agreement") among Grantor, Agent and the Lenders, a security interest and all of Grantor's right, title and interest in and to the following whether existing now or later or on which Grantor now has or later acquires an interest, and wherever the same may be located ("Trademark Collateral"):

1. All rights, title and interest (including rights acquired pursuant to a license or otherwise, but only to the extent permitted by the agreements governing such license or other use and without resulting in the abandonment, invalidation or unenforceability of any right, title or interest of Grantor therein) in and to the following trademarks (collectively, the "Trademarks") described on Exhibit "A".

2. All Proceeds, products, rents and profits of or from any and all the foregoing Trademark Collateral and, to the extent not otherwise included, all payments under insurance (whether or not Agent is the loss payee), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise in respect of any of the foregoing Trademark Collateral. For these purposes, the term "Proceeds" includes whatever is received or receivable when any Trademark Collateral or other proceeds are sold, exchanged, collected or otherwise disposed of, whether such disposition is voluntary or involuntary.

Grantor has granted the security interest under this instrument pursuant to the terms of the Security Agreement dated as of May 14, 2014 (the "Security Agreement") made by Grantor to Agent for the purposes of security as provided in the Security Agreement. Grantor acknowledges and affirms that the rights, privileges and remedies of Agent with respect to the security interest in the Trademark Collateral granted in this instrument are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated in this instrument by this reference.

[end of grant; signature page follows]

Grantor has executed and delivered this Grant of Security Interest in Trademarks as of ____, _____.

GRANTOR:

Color Image Apparel, Inc.,
a California corporation

By:_____
Marco DeGeorge
Its: Co-President

Address of Grantor:

Color Image Apparel, Inc.
6670 Flotilla Street
City of Commerce, California 90040
Attention: Daniel Harris

[*Signature Page – Grant of Security Interest in Trademarks*]

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EXHIBIT A TO GRANT OF SECURITY INTEREST IN TRADEMARKS

U.S. Trademarks

Trademark	Serial/Reg. No.	Ownership of Record	Security Interest
CRIMINAL CANVAS	**86197688**	**Color Image Apparel, Inc.**	**None Recorded**
ALO SPORT	**4519311**	**Color Image Apparel, Inc.**	**None Recorded**
BELLA SPORT	85825575	Color Image Apparel, Inc.	None Recorded
BELLA COUTURE	85825566	Color Image Apparel, Inc.	None Recorded
BELLA FASHION	85825550	Color Image Apparel, Inc.	None Recorded
BELLA CLASSIC	85825536	Color Image Apparel, Inc.	None Recorded
BELLA LUXE	85825516	Color Image Apparel, Inc.	None Recorded
BELLA BAGS	85177260	Color Image Apparel, Inc.	None Recorded
100% COMBED AND RING-SPUN NO C.O.E. NO CARDED OPEN END	85575863	Color Image Apparel, Inc.	None Recorded
ALO SPORT	85557978	Color Image Apparel, Inc.	None Recorded
NOT ALL TEES ARE CREATED EQUAL	85575095	Color Image Apparel, Inc.	None Recorded
BELLA + CANVAS	4360652	Color Image Apparel, Inc.	None Recorded
BELLA + CANVAS LOS ANGELES	4360651	Color Image Apparel, Inc.	None Recorded
CANVAS	4360649	Color Image Apparel, Inc.	None Recorded
BELLA + CANVAS	4360648	Color Image Apparel, Inc.	None Recorded
BELLA GIRL	4259038	Color Image Apparel, Inc.	None Recorded
BELLA	4353773	Color Image Apparel, Inc.	None Recorded
BELLABABY	4255236	Color Image Apparel, Inc.	None Recorded
BELLA MISSY	4259037	Color Image Apparel, Inc.	None Recorded
BELLA	4163125	Color Image Apparel, Inc.	None Recorded
BELLA MISSY	4262459	Color Image Apparel, Inc.	None Recorded

BELLA + CANVAS	4254778	Color Image Apparel, Inc.	None Recorded
BELLA LUXX	4116227	Color Image Apparel, Inc.	None Recorded
BELLA LUXX	3967706	Color Image Apparel, Inc.	None Recorded
BELLA BABY	3293659	Color Image Apparel, Inc.	None Recorded
BELLA BABY	3250727	Color Image Apparel, Inc.	None Recorded
BELLA GIRL	3158111	Color Image Apparel, Inc.	None Recorded
BELLA	2895709	Color Image Apparel, Inc.	None Recorded
BELLA-CHIC TEASE	2806739	Color Image Apparel, Inc.	None Recorded
BELLA CHIC	2803696	Color Image Apparel, Inc.	None Recorded
ECO BELLA	77882072	Color Image Apparel, Inc.	None Recorded
BELLA LINGERIE	77683559	Color Image Apparel, Inc.	None Recorded
LITTLE BELLA	4126001	Color Image Apparel, Inc.	None Recorded
CANVAS	3884550	Color Image Apparel, Inc.	None Recorded
ALO	3875869	Color Image Apparel, Inc.	None Recorded
BELLA	3519794	Color Image Apparel, Inc.	None Recorded
ALO	3310551	Color Image Apparel, Inc.	None Recorded
BELLA MATERNA	2902611	Color Image Apparel, Inc.	None Recorded
BELLA	2668441	Color Image Apparel, Inc.	None Recorded
BELLA MATERNA	2936562	Color Image Apparel, Inc.	None Recorded