

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM305653

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Aeropostale Procurement Company, Inc.		05/23/2014	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: 5			
Property Type	Number	Word Mark	
Serial Number:	86198852	AERO NOW	
Serial Number:	86212703	#BESTBOOTYEVEVER	
Serial Number:	86197516	BROOKLYN CALLING	
Serial Number:	86200066	INVITE ONLY	
Serial Number:	86197697	LOCKERSTOCK	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202-370-4750		
Email:	ipteam@nationalcorp.com		
Correspondent Name:	Joanna McCall		
Address Line 1:	1025 Vermont Ave NW, Suite 1130		
Address Line 2:	National Corporate Research, Ltd.		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	F149969		
NAME OF SUBMITTER:	Laura A. Kenerson		
SIGNATURE:	/Laura A. Kenerson/		
DATE SIGNED:	05/27/2014		

OP \$140.00 86198852

Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

May 23, 2014

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, AEROPOSTALE PROCUREMENT COMPANY, INC., a Delaware corporation (the "Grantor"), 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 the 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 Grantor, as such term is defined in the Second Amended and Restated Trademark and Trademark Applications Security Agreement dated as of February 21, 2014 by, among others, the Grantor and the Grantee, (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 (a) 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 February 21, 2014, and (b) that certain Second Amendment to Third Amended and Restated Loan and Security Agreement and Amendment to

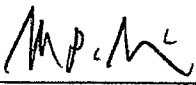
Certain Other Loan Documents dated as of even date), modified, restated and/or supplemented from time to time, the "Loan Agreement").

This Grant has been granted in conjunction with the security interests granted by the Grantor 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 Grantor

By: 
Name: Marc D. Miller
Title: Executive Vice President and Chief
Financial Officer

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: 005286 FRAME: 0821

SCHEDULE A

Trademark Name	Registration Number	Application Number	Application/Registration Date	Owner Name
AERO NOW	n/a	86198852	2/20/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
#BESTBOOTYEVER	n/a	86212703	3/6/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
BROOKLYN CALLING	n/a	86197516	2/19/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
INVITE ONLY	n/a	86200066	2/21/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
LOCKERSTOCK	n/a	86197697	2/19/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.

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Schedule A to Grant of Security Interest in United States Trademarks