

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM319365

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
By Design L.L.C.		10/07/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank Hapoalim BM		
Doing Business As:	Bank Hapoalim BM		
Street Address:	1177 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	Israeli Banking Corporation: ISRAEL		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	1980293	DEBBIE MORGAN	
Registration Number:	2097980	CAROLYN TAYLOR	
Registration Number:	2026648	BY DESIGN	
Registration Number:	2122127	BY DESIGN	
Registration Number:	2909933	CAROLYN TAYLOR	
Registration Number:	3336296	LOVE BY DESIGN	
Registration Number:	3331223	LOVE BY DESIGN	
Registration Number:	3703599	SO IT IS	
Registration Number:	3862170	BYDESIGN	
Registration Number:	3694248	LOVE & DREAMS	
Registration Number:	3694252	MADISON LILLY	
Registration Number:	4143288	RIVET & BLUES	
Registration Number:	4187388	CAROLYN TAYLOR	
Serial Number:	85418981	TRICOTAGE	
Serial Number:	85670414		
Serial Number:	85670452	DRYAD	
Serial Number:	76978230	RUBBER DOLL	
Serial Number:	76481748	RUBBER DOLL	
TRADEMARK			

OP \$515.00 1980293

Property Type	Number	Word Mark
Registration Number:	2671557	DAVID KAHN
Registration Number:	2731784	DAVID KAHN JEANSWEAR

CORRESPONDENCE DATA

Fax Number:

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.

Phone: 212-508-0427
Email: cdorman@phillipslytle.com
Correspondent Name: Christopher G. Dorman
Address Line 1: 620 8th Avenue
Address Line 2: 23rd Floor
Address Line 4: New York, NEW YORK 10018

NAME OF SUBMITTER:	Christopher G. Dorman
SIGNATURE:	/Christopher G. Dorman/
DATE SIGNED:	10/07/2014

Total Attachments: 4
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NOTICE OF SECURITY INTEREST

Notice is hereby given that BY DESIGN L.L.C., a Delaware limited liability company, having an address at 1441 Broadway, New York, NY 10018 ("Debtor") has granted a security interest to Bank Hapoalim BM ("Lender") having an office at 1177 Avenue of the Americas, New York, NY 10036 in and to all of Debtor's trademarks, including, without limitation, the trademarks listed on Exhibit A and the applications and registrations associated therewith, pursuant to an agreement between Debtor and Lender dated April 24, 2013 and as the same may be amended or supplemented from time to time.

Dated: as of ^{October 7} ~~September~~ 2, 2014
VBN

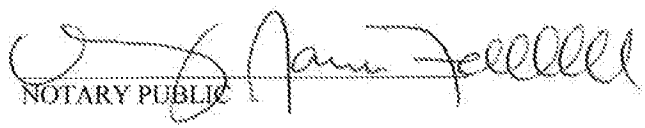
BY DESIGN L.L.C.

By:  CFO
(title)

STATE OF NEW YORK
COUNTY OF NY

:
SS.
:

On the 7 day of ~~September~~ ^{Oct} in the year 2014, before me, the undersigned, a Notary Public in and for said State, personally appeared, Pham J. Nam, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


NOTARY PUBLIC



TYPE OR PRINT NAME

MARY JANE FARRELL
Notary Public, State of New York
Qualified in New York County
Reg. No. 01FA6307534
My Commission Expires 07-07-2018

EXHIBIT A

TRADEMARKS

<u>REGISTRANT</u>	<u>Regist./Applic. No.</u>	<u>TRADEMARK</u>	<u>NEXT ACTION</u>	<u>COUNTRY REGISTERED</u>	<u>GOODS</u>
BY DESIGN L.L.C	1980293	DEBBIE MORGAN	RENEWAL DUE 06/11/2016	USA	Sweaters, vests, tops
BY DESIGN L.L.C	2097980	CAROLYN TAYLOR	RENEWAL DUE 09/16/2017	USA	Sweaters, vests, tops
BY DESIGN L.L.C	2026648	BY DESIGN	RENEWAL DUE 12/31/2016	USA	Sweaters, vests, tops
BY DESIGN L.L.C	2122127	BY DESIGN	RENEWAL DUE 12/16/2017	USA	Dresses, pants, blouses,
BY DESIGN L.L.C	2909933	CAROLYN TAYLOR	RENEWAL DUE 12/14/2014	USA	T-shirts, sweatshirts, jackets
BY DESIGN L.L.C	3336296	love by design	Statem. Of Use Due 11/2012 - 11/2013	USA	Tops, tank tops, T-shirts, jackets
BY DESIGN L.L.C	3331223	love by design	Statem. Of Use Due 11/2012 - 11/2013	USA	Tops, tank tops, T-shirts, jackets
BY DESIGN L.L.C	3703599	SO IT IS	Statem. Of Use Due 10/2014 - 10/2015	USA	Sweaters
BY DESIGN L.L.C	3862170	by design	Statem. Of Use Due 10/2015 - 10/2016	USA	Sweaters, vests, tops
BY DESIGN L.L.C	3694248		Statem. Of Use Due 10/2014 - 10/2015	USA	Sweaters
BY DESIGN L.L.C	3694252	MADISON LILLY	Statem. Of Use Due 10/2014 - 10/2015	USA	Womens sweaters
BY DESIGN L.L.C	4143288	RIVET & BLUES	Statem. Of Use Due 5/2017 - 5/2018	USA	Clothing namely, jeans, bottoms
BY DESIGN L.L.C	4187388	CAROLYN TAYLOR	Statem. Of Use Due 8/2017 - 8/2018	USA	Sweaters, tops, knit tops, sweater
BY DESIGN L.L.C	85418981		Statem. Of Use Due 4/2013	USA	Sweaters, shirts, tops, sweatshirts, etc.

<u>REGISTRANT</u>	<u>Regisrl./Applic. No.</u>	<u>TRADEMARK</u>	<u>NEXT ACTION</u>	<u>COUNTRY REGISTERED</u>	<u>GOODS</u>
BY DESIGN L.L.C	85670414		Awaiting response from USPTMO Statem. Of Use Due 03/05/2013	USA	Jeans, tops, bottoms, shirts, etc.
BY DESIGN L.L.C	85670452	(Design is used with RIVET & BLUES) 	Statem. Of Use Due 6/2013	USA	Jeans, tops, bottoms, shirts, etc.
BY DESIGN L.L.C	8581273	RUBBER DOLL	TM PENDING	USA	Blouses, bottoms, coats, dresses, jackets, etc.
BY DESIGN L.L.C	76978230	RUBBER DOLL	Awaiting assignment	USA	Beachwear, loungewear, tenniswear, tank tops, etc.
BY DESIGN L.L.C	76481748	RUBBER DOLL	Awaiting assignment	USA	Underwear, footwear, skiwear, sleepwear, caps, etc.
BY DESIGN L.L.C	Under Examination	Gang Nam G & Q	TM PENDING	USA	Denim jackets, denim jeans, denim skirts, etc.
BY DESIGN L.L.C	Under Examination	POISON IVY	TM PENDING	USA	Sweaters, skirts, tops, T-shirts, jeans, etc.
BY DESIGN L.L.C	Under Examination	Heaven and Earth	TM PENDING	USA	Sweaters, shirts, tops, T-shirts, jeans, etc.
BY DESIGN L.L.C	2671557	David Kahn		USA	Mens Womens Clothing, etc.
BY DESIGN L.L.C	2731784	David Kahn Jeanswear		USA	Mens Womens Clothing, etc.