

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM325225

| | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|-----------------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Security Agreement | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| MAMIYE BROTHERS, INC. | | 10/22/2014 | CORPORATION: NEW JERSEY |
| RECEIVING PARTY DATA | | | |
| Name: | The CIT Group/Commercial Services, Inc., as Agent | | |
| Street Address: | 11 West 42nd Street | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10036 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 5 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2269586 | ANGELS SO SWEET | |
| Registration Number: | 2938418 | SWEET JEANS | |
| Registration Number: | 3168707 | SO SWEET | |
| Registration Number: | 3881761 | ANGELS SO SWEET | |
| Registration Number: | 3327859 | HISSYFIT BLUES | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | | | |
| <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> | | | |
| Email: | michael.barys@thomsonreuters.com | | |
| Correspondent Name: | James Murray | | |
| Address Line 1: | 4400 Easton Commons Way Suite 125 | | |
| Address Line 2: | CT Lien Solutions | | |
| Address Line 4: | Columbus, OHIO 43219 | | |
| NAME OF SUBMITTER: | James Murray | | |
| SIGNATURE: | /Michael Barys TR/ | | |
| DATE SIGNED: | 12/05/2014 | | |
| Total Attachments: 5 | | | |
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TRADEMARK ASSIGNMENT OF SECURITY

Dated: October 22, 2014

WHEREAS, MAMIYE BROTHERS, INC., a New Jersey corporation, ("**Borrower**"), has adopted, used and is using the marks shown in the attached Schedule A (the "**Marks**"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to THE CIT GROUP/COMMERCIAL SERVICES, INC., as agent for the Lenders (as defined below) ("**Agent**") pursuant to (i) a certain Amended and Restated Financing Agreement, dated as of December 29, 2003 (as amended, modified, restated or supplemented from time to time, the "**Financing Agreement**") with the financial institutions named therein or which hereafter become a party thereto (each a "**Lender**" and collectively, the "**Lenders**") (ii) a certain Amended and Restated Security Agreement dated as of December 29, 2003, made by Borrower in favor of Agent for the benefit of the Lenders, and (iii) a certain Trademark Collateral Security Agreement, dated as of July 16, 2007, made by Borrower in favor of Agent for the benefit of the Lenders (as each may be amended, modified, restated or supplemented from time to time, collectively, the "**Agreements**"); and


WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for the benefit of the Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent and grant to Agent for the benefit of the Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

[Signature page follows this page]

MAMIYE BROTHERS INC.,
as a Borrower

By: 
Name: Mamiye Brothers Inc.
Title: VP

[Signature page to Trademark Assignment of Security]

THE CIT GROUP/COMMERCIAL
SERVICES, INC., as Agent

By: 

Name:

Title: **Edward J Ahearn**

Director

[Signature page to Trademark Assignment of Security]

TRADEMARK
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SCHEDULE A

Schedule A to a Trademark Assignment of Security dated October 22, 2014, by and between
Mamiye Brothers, Inc. and The CIT Group/Commercial Services, Inc.

| FILE | MARK | ISSUE DATE | REG. NO. | DECLARATION OF USE/RENEWAL | GOODS |
|------------|-----------------|------------|-----------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| BLUE0010US | ANGELS SO SWEET | 8/10/1999 | 2,269,586 | 8/10/2019 | Class 25 – women's, girls' and children's, jeans, pants skirts, shorts, shirts, knit tops, jackets, jumpers and dresses |
| BLUE0040US | SWEET JEANS | 4/5/2005 | 2,938,418 | 4/5/2015 | Class 25 - wearing apparel, namely, jeans |
| SOSW0090US | SO SWEET | 11/7/2006 | 3,168,707 | 11/7/2016 | Class 25 – women's, girls' and children's jeans, pants, skirts, shorts, shirts, knit tops, jackets, jumpers and dresses |
| SOSW0100US | ANGELS SO SWEET | 11/23/2010 | 3,881,761 | 11/23/2016 | Class 18 – backpacks, luggage, and tote bags; Class 25 – pants, jeans, shirts, jackets, dresses, skirts, shorts, tops, tank tops, bottoms, shorts, loungewear, sleepwear, pajamas, night shirts, underwear, lingerie, bras, foundation garments, panties, boxer shorts, briefs, footwear, boots and shoes |
| SOSW0110US | HISSYFIT BLUES | 10/30/2007 | 3,327,859 | 10/30/2017 | Class 25 - women's, girls' and children's jeans, pants, skirts, shorts, jackets |

[Schedule A to Trademark Assignment of Security]