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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:

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.

Email: michael.barys@thomsonreuters.com

Correspondent Name: James Murray

Address Line 1: 4400 Easton Commons Way Suite 125

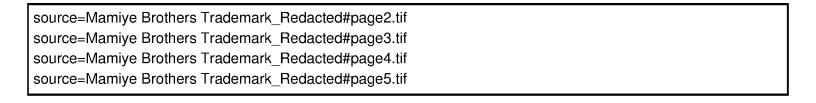
Address Line 2: CT Lien Solutions

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 <u>Schedule A</u> (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached <u>Schedule A</u>; 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]

115350/066-4713770.3

MAMIYE BROTHERS INC., as a Borrower

Name:

Title:

Spinner Ramph

[Signature page to Trademark Assignment of Security]

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

Ву:

Name:

Title: Edward J Ahearn

Director

[Signature page to Trademark Assignment of Security]

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]

TRADEMARK REEL: 005414 FRAME: 0140

RECORDED: 12/05/2014