

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM341444

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
3.1 PHILLIP LIM		05/12/2015	LIMITED LIABILITY COMPANY: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	ROSENTHAL & ROSENTHAL, INC.		
<b>Street Address:</b>	1370 BROADWAY		
<b>City:</b>	NEW YORK		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10018		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 15</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3305862	3.1 PHILLIP LIM	
<b>Registration Number:</b>	4190875	3.1 PHILLIP LIM	
<b>Registration Number:</b>	4399221	3.1 PHILLIP LIM	
<b>Registration Number:</b>	4708458	3.1 PHILLIP LIM	
<b>Registration Number:</b>	4067451	3.1 PHILLIP LIM	
<b>Registration Number:</b>	3769717	KID BY PHILLIP LIM	
<b>Registration Number:</b>	3305859	PHILLIP LIM	
<b>Registration Number:</b>	4026344	PHILLIP LIM	
<b>Registration Number:</b>	4578467	31 HOUR BAG	
<b>Serial Number:</b>	86361431	3.1 PHILLIP LIM	
<b>Serial Number:</b>	86371767	KID BY 3.1 PHILLIP LIM	
<b>Serial Number:</b>	85860497	P	
<b>Serial Number:</b>	86376440	PASHLI	
<b>Serial Number:</b>	86395294	SOLEIL	
<b>Serial Number:</b>	86384512	RYDER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

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*using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 212-356-1755  
**Email:** JSHARMA@ROSENTHALINC.COM  
**Correspondent Name:** JEHAN SHARMA  
**Address Line 1:** 1370 BROADWAY, 2ND FL  
**Address Line 2:** ROSENTHAL & ROSENTHAL, INC.  
**Address Line 4:** NEW YORK, NEW YORK 10018

<b>ATTORNEY DOCKET NUMBER:</b>	F155802
<b>NAME OF SUBMITTER:</b>	JEHAN SHARMA
<b>SIGNATURE:</b>	/JEHAN SHARMA/
<b>DATE SIGNED:</b>	05/15/2015

**Total Attachments: 3**  
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source=3.1 Phillip Lim PTO Trademark filing#page4.tif

## SECURITY INTEREST

WHEREAS, 3.1 PHILLIP LIM , LLC, a limited liability company formed under the laws of New York located at 304 Hudson Street, Suite 800, New York, NY 10013 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"), and

WHEREAS, the Company is obligated to Rosenthal & Rosenthal, Inc. (the "Lender") located at 1370 Broadway, New York, New York 10018, pursuant to a Financing Agreement dated May 12, 2015, as amended and/or supplemented (the "Financing Agreement"); and

WHEREAS, the Company is seeking an extension of credit pursuant to the Financing Agreement, and the Company is now granting to the Lender a security interest in the Marks, together with the good will of the business symbolized by the Marks;

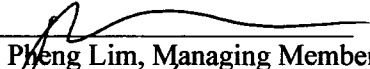
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Lender a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which security interest shall secure all the Obligations as defined in the Financing Agreement and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Lender with respect to the security interest granted hereby are more fully set forth in the Financing Agreement.

Dated: MAY 12, 2015

3.1 PHILLIP LIM, LLC

BY: 3.1 PHILLIP LIM HOLDING LLC, Manager

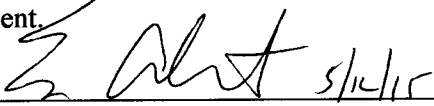
By:   
Phillip Pheng Lim, Managing Member

By:   
Xuan Wen Zhou, Managing Member

State of New York                    )  
  )  
County of New York            )

ss.:

On May 12, 2015 before me, the undersigned, personally appeared Phillip Pheng Lim to me known, who being by me duly sworn, did depose and say that he is the CCO of 3.1 PHILLIP LIM, LLC which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the company duly executed the instrument.

  
\_\_\_\_\_  
(Signature and Office of Individual taking acknowledgment)

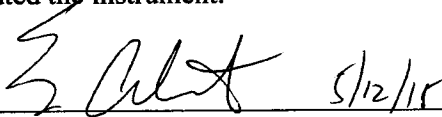
[NOTARY STAMP]

ERIC ALCANTARA  
Notary Public, State of New York  
No. 01AL5053215  
Qualified in Nassau County  
Commission Expires Dec. 11, 2017

State of New York                    )  
  )  
County of New York            )

ss.:

On May 12, 2015 before me, the undersigned, personally appeared Xuan Wen Zhou to me known, who being by me duly sworn, did depose and say that he is the CEO/President of 3.1 PHILLIP LIM, LLC which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the company duly executed the instrument.

  
\_\_\_\_\_  
(Signature and Office of Individual taking acknowledgment)

[NOTARY STAMP]

ERIC ALCANTARA  
Notary Public, State of New York  
No. 01AL5053215  
Qualified in Nassau County  
Commission Expires Dec. 11, 2017

**SCHEDULE A**

**MARK**

**SERIAL/REG. NO.**

**FILING DATE**

<u>Trademark</u>	<u>Serial/Reg. No.</u>	<u>Filing Date</u>
3.1 phillip lim	77072892/3305862	December 28, 2006
3.1 phillip lim	77186179/4190875	May 21, 2007
3.1 PHILLIP LIM	85821408/4399221	January 11, 2013
3.1 PHILLIP LIM	86361431	August 8, 2014
3.1 PHILLIP LIM	86975809/4708458	August 8, 2014
3.1 PHILLIP LIM (stylized)	77412929/4067451	March 4, 2008
KID BY 3.1 PHILLIP LIM	86371767	August 20, 2014
KID BY 3.1 PHILLIP LIM (stylized)	77355367/3769717	December 19, 2007
P Logo	85860497	February 26, 2013
phillip lim	77072788/3305859	December 28, 2006
phillip lim	77186152/4026344	May 21, 2007
PASHLI	86376440	August 24, 2014
SOLEIL	86395294	September 15, 2014
RYDER	86384512	September 3, 2014
31 HOUR BAG	85922996/4578467	May 3, 2013