

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM351950

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AEROPOSTALE PROCUREMENT COMPANY, INC.		08/18/2015	CORPORATION: DELAWARE
AEROPOSTALE WEST, INC.		08/18/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A., as Agent		
Street Address:	100 FEDERAL STREET		
Internal Address:	9th FLOOR		
City:	BOSTON		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	4697284	LLD	
Registration Number:	4721541	PRIME AEROPOSTALE	
Registration Number:	4697285	PIER 62	
Registration Number:	4697287	LEAGUE 87	
Registration Number:	4609927	AEROPOSTALE MAXIMUM	
Registration Number:	4721546	SOHO NIGHTS AEROPOSTALE	
Registration Number:	4609931		
Registration Number:	4733147	JUNIE AND JADE	
Registration Number:	4594167	JIMMY'Z	
Serial Number:	86272597	AEROPOSTALE CLOUD 9	
Serial Number:	86486763	AERO	
Serial Number:	86511499	BROOKLYN CALLING	
Serial Number:	86511509	TOKYO DARLING	
Serial Number:	86511518	BROOKLYN CALLING	
Serial Number:	86511521	TOKYO DARLING	
Serial Number:	86525390	INVITE ONLY	

OP \$515.00 4697284

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86531091	AERO
Serial Number:	86564920	LOVE3
Serial Number:	86706886	TWIN FARMS TRADING COMPANY
Serial Number:	86706831	TWIN FARMS GENERAL STORE

CORRESPONDENCE DATA

Fax Number: 8004947512

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: 2023704750

Email: ipteam@nationalcorp.com

Correspondent Name: Darlena Bari Stark

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:	F157701
NAME OF SUBMITTER:	ANDREW NASH
SIGNATURE:	/ANDREW NASH/
DATE SIGNED:	08/19/2015

Total Attachments: 5
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

August 18, 2015

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of AEROPOSTALE PROCUREMENT COMPANY, INC. and AEROPOSTALE WEST, INC., each a Delaware corporation with offices at 112 West 34th Street, 22nd Floor, New York, NY 10120 (individually, a “Grantor”, and collectively, the “Grantors”), 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 such 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 each 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 Grantors 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 Grantors 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.

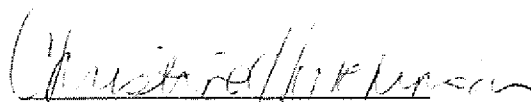
AEROPOSTALE PROCUREMENT COMPANY,
INC., as a Grantor

By: 
Name: David J. Dick
Title: Senior Vice President and
Chief Financial Officer

AEROPOSTALE WEST, INC., as a Grantor

By: 
Name: David J. Dick
Title: Senior Vice President and
Chief Financial Officer

BANK OF AMERICA, N.A., as Agent,
as Grantee

By: 
Name: Christine Hutchinson
Title: Director

Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 005602 FRAME: 0806

SCHEDULE A

Trademark Name	Registration Number	Application Number	Application/Registration Date	Owner Name
LLD	4697284	86271696	3/3/2015	Aeropostale Procurement Company, Inc.
PRIME AEROPOSTALE	4721541	86271762	4/14/2015	Aeropostale Procurement Company, Inc.
PIER 62	4697285	86271794	3/3/2015	Aeropostale Procurement Company, Inc.
LEAGUE 87	4697287	86271836	3/3/2015	Aeropostale Procurement Company, Inc.
AEROPOSTALE MAXIMUM	4609927	86272042	9/23/2014	Aeropostale Procurement Company, Inc.
SOHO NIGHTS AEROPOSTALE	4721546	86272570	4/14/2015	Aeropostale Procurement Company, Inc.
AEROPOSTALE CLOUD 9	n/a	86272597	5/6/2014	Aeropostale Procurement Company, Inc.
HEARTS logo	4609931	86275816	9/23/2014	Aeropostale Procurement Company, Inc.
JUNIE AND JADE	4733147	86290114	5/5/2015	Aeropostale Procurement Company, Inc.
AERO	n/a	86486763	12/19/2014	Aeropostale Procurement Company, Inc.
BROOKLYN CALLING	n/a	86511499	1/22/2015	Aeropostale Procurement Company, Inc.
TOKYO DARLING	n/a	86511509	1/22/2015	Aeropostale Procurement Company, Inc.
BROOKLYN CALLING	n/a	86511518	1/22/2015	Aeropostale Procurement Company, Inc.
TOKYO DARLING	n/a	86511521	1/22/2015	Aeropostale Procurement Company, Inc.
INVITE ONLY	n/a	86525390	2/5/2015	Aeropostale Procurement Company, Inc.
AERO	n/a	86531091	2/11/2015	Aeropostale Procurement Company, Inc.
LOVE ³	n/a	86564920	3/16/2015	Aeropostale Procurement Company, Inc.
TWIN FARMS TRADING COMPANY	n/a	86706886	7/28/2015	Aeropostale Procurement Company, Inc.
TWIN FARMS GENERAL STORE	n/a	86706831	7/28/2015	Aeropostale Procurement Company, Inc.
JIMMY'Z	4594167	85982067	4/29/2011	Aeropostale West, Inc.

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Schedule A to Grant of Security Interest in United States Trademarks

TRADEMARK

RECORDED: 08/19/2015

REEL: 005602 FRAME: 0807