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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM355306

| SUBMISSION TYPE: | NEW ASSIGNMENT |
|-----------------------|--|
| NATURE OF CONVEYANCE: | TERMINATION & RELEASE OF SECURITY INTEREST IN TRADEMARKS Recorded at Reel 5122, Frame 0264 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|-----------------------|
| THE CIT GROUP/COMMERCIAL SERVICES, INC., as Administrative and Collateral Agent | | 09/11/2015 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| Name: | JOE'S JEANS SUBSIDIARY, INC. |
|--------------------------------------|--|
| Street Address: | 2340 South Eastern Avenue |
| City: | Commerce |
| State/Country: | CALIFORNIA |
| Postal Code: | 90040 |
| Entity Type: | CORPORATION: DELAWARE |
| | |
| Name: | HUDSON CLOTHING, LLC |
| Name: Street Address: | HUDSON CLOTHING, LLC 1231 S. Gerhart Avenue |
| | · |
| Street Address: | 1231 S. Gerhart Avenue |
| Street Address: City: | 1231 S. Gerhart Avenue Commerce |
| Street Address: City: State/Country: | 1231 S. Gerhart Avenue Commerce CALIFORNIA |

PROPERTY NUMBERS Total: 17

| 76225411 | JD |
|----------|--|
| | 100 |
| 77421197 | JOE'S JD |
| 77476190 | |
| 77476191 | |
| 77476192 | |
| 77476195 | |
| 77476196 | |
| 77523997 | JOE'S |
| 77524002 | JOE'S JD |
| 77524004 | JD |
| | 77476190 77476191 77476192 77476195 77476196 77523997 77524002 |

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| Property Type | Number | Word Mark |
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| Serial Number: | 77796819 | THE SHIRT BY JOE'S |
| Serial Number: | 77980310 | JD |
| Serial Number: | 78308448 | JOE'S JD |
| Serial Number: | 78308471 | JOE'S |
| Serial Number: | 78683266 | THE LOVER |
| Serial Number: | 85259445 | ELSE |
| Serial Number: | 85259450 | JOE'S WILD |

CORRESPONDENCE DATA

Fax Number: 2123548113

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: 212-819-8437

Email: iprecordations@whitecase.com

Correspondent Name: Andrew Fessak / White & Case LLP

Address Line 1: 1155 Avenue of the Americas

Address Line 2: Patent and Trademark Department
Address Line 4: New York, NEW YORK 10036

| ATTORNEY DOCKET NUMBER: | 1141381-0022-L181 |
|-------------------------|-------------------|
| NAME OF SUBMITTER: | Andrew Fessak |
| SIGNATURE: | /Andrew Fessak/ |
| DATE SIGNED: | 09/16/2015 |

Total Attachments: 18

source=CIT-Joes - Executed Release of Trademark Security Agreement#page1.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page2.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page3.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page4.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page5.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page6.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page7.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page8.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page9.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page10.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page11.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page12.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page13.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page14.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page15.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page16.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page17.tif source=CIT-Joes - Executed Release of Trademark Security Agreement#page18.tif

TERMINATION & RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION & RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of September 11, 2015 (this "<u>Termination</u>"), is made by THE CIT GROUP/COMMERCIAL SERVICES, INC., as administrative and collateral agent for the Lenders (in such capacity, the "<u>Agent</u>"), in favor of JOE'S JEANS SUBSIDIARY, INC., a Delaware corporation (the "<u>Grantor</u>"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Credit Agreement (as defined below).

WHEREAS, pursuant to the terms of that certain Revolving Credit Agreement dated as of September 30, 2013 (as the same has been amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and among, the Grantor, the other Persons named therein as Loan Parties, the persons signatory from time to time thereto as Lenders, and the Agent, the Lenders provided certain Loans for the benefit of the Grantor and the other Loan Parties:

WHEREAS, in connection with the Credit Agreement and pursuant to that certain Trademark Security Agreement, dated as of September 30, 2013, among the Grantor, HUDSON CLOTHING, LLC, a California limited liability company ("Hudson"), and the Agent (the "Trademark Security Agreement"), each of Grantor and Hudson granted to the Agent for the benefit of itself and the Lenders a continuing security interest in all of Grantor's and Hudson's right, title and interest in and to the Trademark Collateral (as defined in the Trademark Security Agreement), including the Trademark Collateral identified on Schedule I hereto.

WHEREAS, the Trademark Security Agreement was recorded at the United States Patent and Trademark Office on October 1, 2013, at Reel 5122, Frame No. 0264; and

WHEREAS, the Agent has agreed to terminate and release its security interest in that certain Trademark Collateral of Grantor identified on Schedule I attached hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

- 1. Release of Lien. The Agent hereby terminates, cancels and releases any and all right, title, interest, mortgages, liens, and security interests that it has in, to and under the Trademark Collateral of Grantor identified on Schedule I attached hereto, the right to sue for past, present and future infringement or dilution thereof or for any injury to goodwill, and the proceeds thereof, and hereby reassigns (without any representation, recourse or undertaking by the Agent) such right, title and interest in such Trademark Collateral of the Grantor to the Grantor.
- 2. <u>Authorization to Record</u>. The Agent authorizes and requests that the United States Patent and Trademark Office and any applicable government officer record this Termination.

- 3. <u>Further Assurances</u>. The Agent shall take all further actions, and provide to the Grantor, its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Grantor to more fully and effectively effectuate the purposes of this Termination, all at the sole expense of the Grantor.
- 4. <u>Governing Law</u>. This Termination shall be governed by, and construed and enforced in accordance with, the law of the State of New York.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Agent has caused this Termination & Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

THE CIT GROUP/COMMERCIAL SERVICES, INC.,

as Agent

Name: Kulwant Kaur

Title: Vice President

SCHEDULE I

See attached

| Tuesday | / Nont | ember | 27.0 | 1 3 8 8 8 8 |
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Trademark List by Country

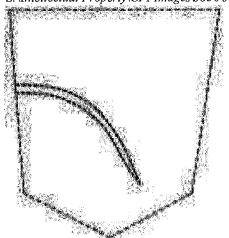
Country: United States of America

| Trademark | Docket Number/SubCase Owner Name | Application Number/Date | Publication Number/Date |
|--------------------------------------|-------------------------------------|----------------------------|---|
| Design (Joe's Jeans Pocket Design I) | 9623/ | 77/476191 | OCCIACIO _{N PROPERTO PROPERTO ANTICO PROPERTO A CONTRACTOR PROPERTO ANTICO ANTICO ANTICO ANTICO ANTICO ANTICO C} |
| | Joe's Jeans Subsidiary, Inc. | 16-May-2008 | |
| | Class(es): 25 Int. | | Attorney(s): |
| 7 | Agent Name: | | Agent Ref: |
| | Client: Joe's Jeans | | Client Ref: |

Available Images:

Design (Joe's Jeans Pocket Design I)

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Tuesday, September 24, 2013

Trademark List by Country

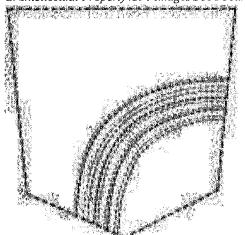
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| Trademark | Docket Number/SubCase Owner Name | Application Number/Date | Publication Number/Date |
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| Design (Joe's Jeans Pocket Design II) | 9624/ | 77/476195 | Martin magagay yang dipercentak di Dispan perkanganah dispandah diap penjan pertak keti dibibah PK (Dispace, a panak 1923) |
| | Joe's Jeans Subsidiary, Inc. | 16-May-2008 | |
| | Class(es): 25 Int. | | Attorney(s): |
| A | gent Name: | | Agent Ref: |
| | Client: Joe's Jeans | | Client Ref: |

Available Images:

Design (Joe's Jeans Pocket Design II)

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Tuesday, September 24, 2013 Country: United States of America

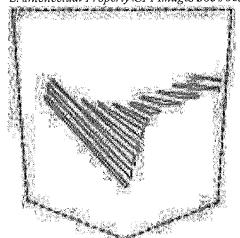
Trademark List by Country

| Trademark | Docket Number/SubCase Owner Name | Application Number/Date | Publication Number/Date |
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| Design (Joe's Jeans Pocket Design III) | 9625/ | 77/476190 | |
| | Joe's Jeans Subsidiary, Inc. | 16-May-2008 | |
| Class | (es): 25 Int. | • | Attorney(s): |
| Agent No | ame: | | Agent Ref: |
| CI | ient: Joe's Jeans | | Client Ref: |

Available Images:

Design (Joe's Jeans Pocket Design III)

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Tuesday, September 24, 2013. Trademark List by Country
Country: United States of America

| Trademark | Docket Number/SubCase Owner Name | Application Number/Date | Publication Number/Date |
|---------------------------------------|-------------------------------------|----------------------------|-------------------------|
| Design (Joe's Jeans Pocket Design IV) | 9631/ | 77/476196 | |
| | Joe's Jeans Subsidiary, Inc. | 16-May-2008 | |
| | Class(es): 25 Int. | | Attorney(s): |
| A | gent Name: | | Agent Ref: |

Available Images:

Client: Joe's Jeans

Design (Joe's Jeans Pocket Design IV)

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Client Ref:

Tuesday, September 24, 2013

Country: United States of America

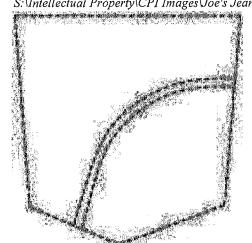
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| | Joe's Jeans Subsidiary, Inc. | 16-May-2008 | |
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| A | igent Name: | | Agent Ref: |
| | Client: Joe's Jeans | | Client Ref: |

Available Images:

Design (Joe's Jeans Pocket Design V)

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Joe's Jeans Subsidiary, Inc.

85/259445

07-Mar-2011

26-Jul-2011

Attorney(s):

Agent Ref:

Agent Name:

Class(es): 25 Int.

Client: Joe's Jeans

Client Ref:

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| | | Joe's Jeans Subsidiary, Inc. | 12-Jun-2009 | 03-Nov-2009 |
| | Class(es): | 14 Int. | | Attorney(s): |
| | Agent Name: | | | Agent Ref: |
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| JD (Stylized) | 9626/ | 76/225411 | · · · · · · · · · · · · · · · · · · · |
| | Joe's Jeans Subsidiary, Inc. | 16-Mar-2001 | |
| Clas | s(es): 18 Int., 25 Int. | | Attorney(s): |
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| c | Client: Joe's Jeans | | Client Ref: |

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| | | Joe's Jeans Subsidiary, Inc. | 16-Jul-2008 | |
| | Class(es): | 25 Int. | | Attorney(s): |
| | Agent Name: | | | Agent Ref: |
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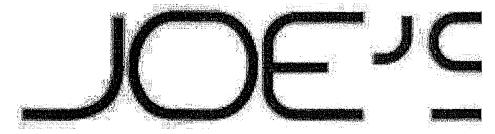


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| | Joe's Jeans Subsidiary, Inc. | 02-Oct-2003 | |
| | Class(es): 18 Int., 25 Int. | | Attorney(s): |
| | Agent Name: | • | Agent Ref: |
| | Client: Joe's Jeans | | Client Ref: |

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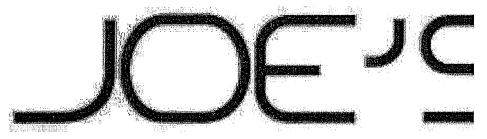


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| Trademark | Docket Number/SubCase Owner Name | Application Number/Date | Publication Number/Date |
| JOE'S (Stylized I) | 9636/ | 77/523997 | |
| | Joe's Jeans Subsidiary, Inc. | 16-Jul-2008 | |
| Class | (es): 25 Int. | | Attorney(s): |
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Client: Joe's Jeans

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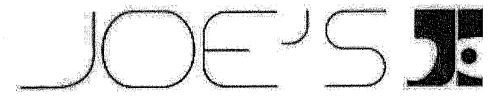
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| JOE'S JD (Stylized) | 9630/ | 77/421197 | JANG COMBANING AND |
| | Joe's Jeans Subsidiary, Inc. | 13-Mar-2008 | |
| | Class(es): 35 Int. | | Attorney(s, |
| | Agent Name: | | Agent Re |
| | Client: Joe's Jeans | | Client Re |

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Trademark List by Country



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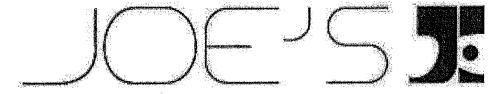
Country: United States of America

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| JOE'S JD (Stylized) | 9635/ | 77/524002 | usastan pelentinakan persikan superi adi tatur katan keta kestan pelakika ^{se} dekan berusi 1964 |
| | Joe's Jeans Subsidiary, Inc. | 16-Jul-2008 | |
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| | Client: Joe's Jeans | | Client Ref: |
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Tuesday, September 24, 2013. Trademark List by Country Country: United States of America

Publication Application Docket Number/SubCase Number/Date Number/Date Owner Name Trademark 78/308448 9629/ JOE'S JD (Stylized) 02-Oct-2003 Joe's Jeans Subsidiary, Inc. Attorney(s): Class(es): 18 Int., 25 Int. Agent Ref: Agent Name: Client Ref: Client: Joe's Jeans

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JOE'S WILD 11192/ 85/259450 23-Aug-2011 07-Mar-2011 Joe's Jeans Subsidiary, Inc.

> Class(es): 25 Int. Agent Name:

Client: Joe's Jeans

Attorney(s):

Agent Ref:

Client Ref:

| Tuesday, September 24, 2013 | | Trademark List by Country | | | |
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| THE LOVER | AND | 9633/ | 78/683266 | | |
| | | Joe's Jeans Subsidiary, Inc. | 02-Aug-2005 | | |
| | Class(es): | 25 Int. | | Attorney(s) | |
| | Agent Name: | • | | Agent Ref | |
| | Client: | Joe's Jeans | | Client Ref | |
| THE SHIRT BY JOE'S | | 9921/ | 77/796819 | | |
| | | Joe's Jeans Subsidiary, Inc. | 04-Aug-2009 | 25-May-2010 | |
| | Class(es): | 25 Int. | | Attorney(s): | |
| | Agent Name: | | | Agent Ref. | |
| | Client: | Joe's Jeans | | Client Ref. | |

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RECORDED: 09/16/2015