

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM378119

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Interest Assignment		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Ally Bank		12/15/2015	Bank: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank Hapoalim, B.M.		
<b>Street Address:</b>	1177 Avenue of the Americas		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	Bank: ISRAEL		
<b>PROPERTY NUMBERS Total: 19</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3883708	DY AMANTE	
<b>Registration Number:</b>	3883709	DY AMANTE	
<b>Registration Number:</b>	3871343	EVA BY EVA LONGORIA	
<b>Registration Number:</b>	4238326	EVAMOUR BY EVA LONGORIA	
<b>Serial Number:</b>	86029583	BOARDING TIME	
<b>Serial Number:</b>	86029582	SUN, SOL SOLEIL	
<b>Serial Number:</b>	86049902	SUNGLASSES DUTY FREE	
<b>Registration Number:</b>	3407021	BUY THEN FLY	
<b>Registration Number:</b>	3305013	DUTY FREE EXPRESS	
<b>Serial Number:</b>	86058985	FROM WEB TO GATE	
<b>Registration Number:</b>	3176948	DFA	
<b>Registration Number:</b>	2940956	DUTY FREE AMERICAS	
<b>Registration Number:</b>	2984726	DFA DUTY FREE AMERICAS	
<b>Serial Number:</b>	85019229	DFI DUTY FREE INTERNATIONAL	
<b>Serial Number:</b>	85250434	GLAMOUR WALKWAY	
<b>Serial Number:</b>	85960028	DFI	
<b>Serial Number:</b>	86029584	DUTY FREE INTERNATIONAL	
<b>Serial Number:</b>	85694901	WORLD NEWS	
<b>Serial Number:</b>	85694905	WORLD NEWS & GIFTS	

OP \$490.00 3883708

**CORRESPONDENCE DATA****Fax Number:** 6175743518

*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:** 6175743518**Email:** smordas@goulstonstorrs.com**Correspondent Name:** Stacey A. Mordas**Address Line 1:** 400 Atlantic Avenue**Address Line 4:** Boston, MASSACHUSETTS 02110

<b>NAME OF SUBMITTER:</b>	Stacey A Mordas
<b>SIGNATURE:</b>	/s/ Stacey A Mordas
<b>DATE SIGNED:</b>	03/28/2016

**Total Attachments: 6**

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**NOTICE OF ASSIGNMENT OF  
GRANT OF SECURITY INTEREST IN TRADEMARKS**

This NOTICE OF ASSIGNMENT OF GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Notice of Assignment") is made this 15<sup>th</sup> day of December, 2015, by ALLY BANK, as existing Agent ("Assignor") in favor of BANK HAPOALIM, B.M., as successor Agent ("Assignee").

WHEREAS, Assignor holds security interests in the trademarks identified in **Exhibit A** attached hereto in connection with certain loans and other financial accommodations made pursuant to that certain Amended and Restated Loan and Security Agreement, dated as of December 28, 2009, among Duty Free Americas, Inc., the other Borrowers, the Lenders and the Agent (as amended by that certain First Amendment to Amended and Restated Loan and Security Agreement dated as of July 28, 2011 and by that certain Second Amendment to Amended and Restated Loan and Security Agreement dated as of October 26, 2013 and as it may be amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement"). Unless otherwise defined herein, capitalized terms which are defined in the Loan Agreement are used herein as defined therein; and

WHEREAS, effective as of the date hereof, Assignee has been appointed successor Agent under the Loan Documents and Assignee has accepted and assumed all of Assignor's right, title and interest in, to and under the Loan Documents.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, this will confirm that Assignor has assigned and transferred to Assignee, as successor to Assignor, all right, title and interest of Assignor, pursuant to the Loan Documents, in and to the trademarks identified in Exhibit A attached hereto.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Assignor has caused this Notice of Assignment to be duly executed by its officer thereunto duly authorized as of the day and year first written above.

ALLY BANK, as Assignor

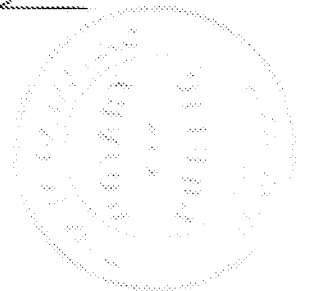
By: *Steven J. Brown*  
Name: Steven J. Brown  
Title: Authorized Signatory  
*ALLY Corporate Finance*

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF NEW YORK    )

On this *15th* day of *December*, 2015, before me personally appeared *Steven Brown*, to me known, who, being by me duly sworn, did depose and say that (s)he is a *Director* of Ally Bank, the Assignor described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto pursuant to the authorization of said Assignor.

*Tina M. Catapano*  
Notary Public

TINA M. CATAPANO  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 01CA6259862  
Qualified in Queens County  
Commission Expires April 16, 20 *16*



ACKNOWLEDGED AND AGREED:

BANK HAPOALIM, B.M. as Assignee

By: 

Name:

Title:

**Marline Alexander**  
**First Vice President**

and

By: 

Name:

Title:

Address:

**Martin Greenberg**  
Senior Vice President  
Deputy Chief Credit Officer  
Head of Asset Based Lending  
1177 Avenue of the Americas  
New York, NY 10036

## **EXHIBIT A**

### **Trademarks**

#### **A. Owner: Falic Fashion Group, LLC**

<b>Country</b>	<b>Trademark</b>	<b>Appl. No.</b>	<b>Appl. Date</b>	<b>Reg. No.</b>
United States of America	DYAMANTE	77/742,737	22-May-09	3,883,708
United States of America	DYAMANTE (stylized)	77/742,738	22-May-09	3,883,709
United States of America	EVA BY EVA LONGORIA	77/807,705	19-Aug-09	3,871,343
United States of America	EVAMOUR BY EVA LONGORIA	85/236,341	08-Feb-11	4,238,326
United States of America	BOARDING TIME	86/029,583	6-Aug-13	Pending.
United States of America	SUN, SOL SOLEIL	86/029,582	6-Aug-13	Pending.
United States of America	EVAMOUR BY EVA LONGORIA	85/236,341	8-Feb-11	4,238,326
United States of America	SUNGLASSES DUTY FREE	86/049,902	28-Aug-13	Pending
European Union	EVA BY EVA LONGORIA	9642315	06-Jan-11	9642315
Indonesia	EVA BY EVA LONGORIA	D00-2011-00492	09-Feb-11	Pending
Malaysia	EVA BY EVA LONGORIA	2011/03207	18-Feb-11	Pending
Paraguay	DYAMANTE	44619	22-Oct-10	Pending
Paraguay	DYAMANTE (stylized)	44618	22-Oct-10	Pending
Philippines	EVA	4-2010-012473	18-Nov-10	4-2010-012473
Philippines	EVA BY EVA LONGORIA	4-2010-012474	18-Nov-10	4-2010-012474
Singapore	EVA BY EVA LONGORIA	T1101480J	9-Feb-11	T1101480J

#### **B. Owner: DFA Holdings, Inc.**

<b>Country</b>	<b>Trademark</b>	<b>Appl. No.</b>	<b>Appl Date</b>	<b>Reg. No.</b>
United States of America	BUY THEN FLY	78/818,044	17-Feb-06	3,407,021
United States of America	DUTY FREE EXPRESS	78/879,152	08-May-06	3,305,013
United States of America	FROM WEB TO GATE	86/058,985	9-Sep-13	Pending

C. Owner: Duty Free Americas, Inc.

Country	Trademark	Appl. No.	Appl Date	Reg. No.
United States of America	DFA	78/789,281	11-Jan-06	3,176,948
United States of America	DUTY FREE AMERICAS	76/327,021	12-Jun-02	2,940,956
United States of America	DFA DUTY FREE AMERICAS LOGO (stylized)	76/590,849	6-May-04	2,984,726
United States of America	DFI DUTY FREE INTERNATIONAL (and Design)	85/019,229	21-Apr-10	Pending
United States of America	GLAMOUR WALKWAY	85/250,434	24-Feb-11	Pending
United States of America	DFI	85/960,028	14-Jun-13	Pending
United States of America	DUTY FREE INTERNATIONAL	86/029,584	6-Aug-13	Pending
United States of America	WORLD NEWS	85/694,901	3-Aug-12	Pending
United States of America	WORLD NEWS & GIFTS	85/694,905	3-Aug-12	Pending
Belize	DUTY FREE BELIZE	Pending	6-Jun-13	Pending
China	DFA DUTY FREE AMERICAS (stylized)	10527950	24-Feb-12	Pending
China	DUTY FREE AMERICAS	10527949	24-Feb-12	Pending
Curacao	DUTY FREE AMERICAS	11183	1-Oct-05	Pending
Mexico	DUTY FREE AMERICAS	1315442	8-Oct-12	Pending
St. Maarten	DUTY FREE AMERICAS	09715	8-Apr-03	Pending
Argentina	DUTY FREE AMERICAS	2,373,850	2-May-02	1,992,538
Aruba	DUTY FREE AMERICAS	IM-02053126	31-May-02	21942
Bahamas	DUTY FREE AMERICAS	24981	31-May-02	24981
Belize	DUTY FREE AMERICAS		9-Jan-03	1360.03
Bolivia	DUTY FREE AMERICAS	SM-1388-02	29-Apr-02	92503-C
Brazil	DUTY FREE AMERICAS	824877675	10-Jul-02	824877675
Canada	DUTY FREE AMERICAS	1138521	23-Apr-02	660,788
Chile	DUTY FREE AMERICAS	568.595	23-May-02	774.409
Colombia	DUTY FREE AMERICAS	02.050.156	12-Jun-02	273329
Costa Rica	DUTY FREE AMERICAS	2002-0003418	17-May-02	146654
Dominican Republic	DUTY FREE AMERICAS		7-May-02	129430

Country	Trademark	Appl. No.	Appl Date	Reg. No.
Ecuador	DUTY FREE AMERICAS	123306	25-Apr-02	8172-03
El Salvador	DUTY FREE AMERICAS	12002024524	23-Apr-02	
European Union	DUTY FREE AMERICAS	3027737	29-Jan-03	3027737
Guatemala	DUTY FREE AMERICAS	3077	8-May-02	122,559
Haiti	DUTY FREE AMERICAS	646-X	17-May-02	52/138
Honduras	DUTY FREE AMERICAS	5891/2002	23-Apr-02	9520
Jamaica	DFA DUTY FREE AMERICAS LOGO (stylized)	n/a	23-Sep-03	
Mexico	DUTY FREE AMERICAS	568890	2-Oct-02	881908
Netherlands Antilles	DUTY FREE AMERICAS	n/a	8-Apr-03	
Nicaragua	DUTY FREE AMERICAS	2002/01009	25-Apr-02	55603 LM
Panama	DUTY FREE AMERICAS	122027	10-Jul-02	122027
Paraguay	DUTY FREE AMERICAS	9324	24-Apr-02	253368
Peru	DUTY FREE AMERICAS	152780-2002	23-May-02	31168
Trinidad & Tobago	DFA DUTY FREE AMERICAS LOGO (stylized)	N/A	23-Sep-03	
Turks & Caicos	DUTY FREE AMERICAS			13,029
United Kingdom	DFA DUTY FREE AMERICAS LOGO (stylized)	2342094	29-Aug-03	2342094
Uruguay	DUTY FREE AMERICAS	341.319	27-May-02	341.319
Venezuela	DUTY FREE AMERICAS	2002-008029	30-May-02	