

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM379305

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AEROPOSTALE PROCUREMENT COMPANY, INC.		04/01/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A.		
Street Address:	100 Federal Street, 9th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	86926314	PRINCE & FOX	
Serial Number:	86919892		
Serial Number:	86920011	CAPE JUBY	
Serial Number:	86919805	PRINCE & FOX	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<i>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.</i>			
Phone:	202-370-4750		
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:	F162294		
NAME OF SUBMITTER:	Janet S. Wamsley		
SIGNATURE:	/Janet S. Wamsley/		
DATE SIGNED:	04/04/2016		

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Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

April 1, 2016

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, AEROPOSTALE PROCUREMENT COMPANY, INC., a Delaware corporation with offices at 112 West 34th Street, 22nd Floor, New York, NY 10120 (the "Grantor"), 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 the 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 the 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 Grantor 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, modified, restated and/or supplemented from time to time, the "Loan Agreement").

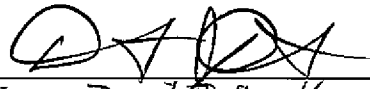
This Grant has been granted in conjunction with the security interests granted by the Grantor to the Grantee under the Loan Agreement and the TM Security Agreement. The

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 Grantor

By: 
Name: David S. Dick
Title: CFO

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

By: Christine Hutchinson
Name: Christine Hutchinson
Title: Director

Schedule A

Trademark Name	Registration Number	Application Number	Application/Registration Date	Owner Name
 PRINCE&FOX	n/a	86926314	March 2, 2016	AEROPOSTALE PROCUREMENT COMPANY, INC.
 Design Only	n/a	86919892	February 25, 2016	AEROPOSTALE PROCUREMENT COMPANY, INC.
CAPE ▷ JUBY	n/a	86920011	February 25, 2016	AEROPOSTALE PROCUREMENT COMPANY, INC.
PRINCE & FOX	n/a	86919805	February 25, 2016	AEROPOSTALE PROCUREMENT COMPANY, INC.

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