

<b>TRADEMARK ASSIGNMENT COVER SHEET</b>
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Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM382213

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL
<b>RESUBMIT DOCUMENT ID:</b>	900360233

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
RFR MANAGEMENT LLC		01/31/2014	Corporation: NEW YORK <i>Limited Liability Company</i>

**RECEIVING PARTY DATA**

<b>Name:</b>	Alex Apparel Group, Inc.
<b>Street Address:</b>	1400 Broadway, 34th Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10018
<b>Entity Type:</b>	Corporation: NEW YORK

*HH*  
*4/29/16*

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
<b>Serial Number:</b>	74705845	KAY UNGER
<b>Serial Number:</b>	77381749	KAY UNGER
<b>Serial Number:</b>	77402920	UNGER

**CORRESPONDENCE DATA**

**Fax Number:** 9175229573  
*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:** 212 735-8683  
**Email:** msegui@morrisoncohen.com  
**Correspondent Name:** Jessica L. Lipson  
**Address Line 1:** 909 Third Avenue  
**Address Line 2:** c/o Morrison Cohen LLP  
**Address Line 4:** New York, NEW YORK 10022

<b>ATTORNEY DOCKET NUMBER:</b>	022649-0015(ETABAK)
<b>NAME OF SUBMITTER:</b>	Jessica L. Lipson
<b>SIGNATURE:</b>	/Jessica L. Lipson/
<b>DATE SIGNED:</b>	04/28/2016

Total Attachments: 8

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**INTELLECTUAL PROPERTY ASSIGNMENT**

**THIS INTELLECTUAL PROPERTY ASSIGNMENT** (this "Assignment"), dated as of January 31, 2014, is made by Phoebe Company LLC, a New York limited liability company ("Phoebe") and by RFR Management, LLC, a New York limited liability Company ("RFR" and collectively with Phoebe, "Assignors"), in favor of Alex Apparel Group, Inc., a New York corporation ("Assignee").

**WHEREAS**, the parties have entered into that certain Asset Purchase Agreement dated as of the date hereof by which Assignee acquires certain assets of each Assignor, as set forth in such agreement, including trademarks, service marks, slogans, trade names and the like and all goodwill associated with the foregoing listed in Schedule A attached hereto (collectively, the "Marks");

**WHEREAS**, each Assignor is the sole and exclusive owner of all right, title and interest in and to those Marks listed as owned by such party in Schedule A attached hereto; and

**WHEREAS**, each Assignor has registered and owns all right, title and interest in and to the domain name registrations listed as owned by such party in Schedule B attached hereto (collectively, the "Domain Names"),

**NOW, THEREFORE**, for good and valuable consideration paid by Assignee, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

Each assignor hereby irrevocably assigns to Assignee, its successors and assigns, all of such Assignor's right, title and interest in and to (a) the Marks, together with the goodwill of the business in connection with which the Marks are used, and all registrations and trademark applications therefor, in the United States, its territories and possessions, and throughout the world, as well as renewals and extensions of the registrations that are or may be secured under the laws of the United States, its territories and possessions, and throughout the world, and (b) the Domain Names.

Assignors hereby authorize Assignee and its attorney of record to insert on this Assignment, including any Schedules attached hereto, any further identification that may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office or any foreign trademark office for recordation of this document, and Assignors hereby authorize and request the United States Patent and Trademark Office to issue said Marks and modify any records associated with such Marks in accordance with this instrument.

Assignors hereby convey to Assignee the right to make application on its own behalf for protection of the Marks and the Domain Names in the United States and countries foreign to the United States and to claim under international arrangements for any such application the date of any earlier United States application to gain priority with respect to other applications.

Assignors hereby authorize Assignee to modify any registration agreements or other arrangements with the applicable domain name registrars of the Domain Names, including, if applicable, the Internet Corporation for Assignment Names and Numbers, and direct such

internet domain name registrars to modify any agreements or contractual arrangements pertaining to the Domain Names to show the Assignee as the new administrative contact, technical contact and registrant of all such Domain Names, and to remove Assignees from all current records pertaining to each of the Domain Names.

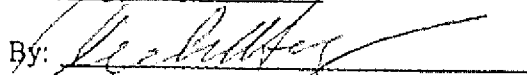
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IN WITNESS WHEREOF, Assignors and Assignee have caused this Intellectual Property Assignment to be duly executed as of the date first above written.

**ASSIGNORS**

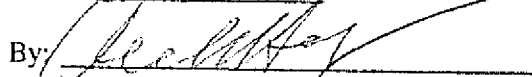
PHOEBE COMPANY LLC  
a New York limited liability company

34 Roxton Road  
Plainview, NY 11803  
(212) 841-0557  
(212) 262-5152  
[atunick@phillipsnizer.com](mailto:atunick@phillipsnizer.com)

By:   
Name: Richard Honig  
Title: Chief Financial Officer

RFR MANAGEMENT, LLC  
a New York limited liability company

34 Roxton Road  
Plainview, NY 11803  
(212) 841-0557  
(212) 262-5152  
[atunick@phillipsnizer.com](mailto:atunick@phillipsnizer.com)

By:   
Name: Richard Honig  
Title: Chief Financial Officer

**ASSIGNEE**

ALEX APPAREL GROUP, INC.  
a New York corporation

1400 Broadway, 34<sup>th</sup> Floor  
New York, NY 10018  
Phone: 212-549-8546  
Fax: 212-658-9416  
Email: [jlewis@alexevenings.com](mailto:jlewis@alexevenings.com)

By: \_\_\_\_\_  
Name: Dean Brizel  
Title: Chief Executive Officer

[Signature Page to Intellectual Property Assignment]

**TRADEMARK**

**REEL: 005779 FRAME: 0021**

IN WITNESS WHEREOF, Assignors and Assignee have caused this Intellectual Property Assignment to be duly executed as of the date first above written.

**ASSIGNORS**

PHOEBE COMPANY LLC  
a New York limited liability company

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By: \_\_\_\_\_  
Name: Richard Honig  
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**ASSIGNEE**

ALEX APPAREL GROUP, INC.  
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1400 Broadway, 34<sup>th</sup> Floor  
New York, NY 10018  
Phone: 212-549-8546  
Fax: 212-658-9416  
Email: [jlewis@alexevenings.com](mailto:jlewis@alexevenings.com)

By: \_\_\_\_\_  
Name: Dean Brizel  
Title: Chief Executive Officer

[Signature Page to Intellectual Property Assignment]

Schedule A

**MARKS**

See Attached.

Marks owned and assigned by RFR Management, LLC:

Country	Mark	Registrant/ Owner	App. No.	Reg. No.	Status	Int'l Class/Goods
China	KAY UNGER	RFR Management LLC	4281731	4281731	Registered	25 - women's clothing, namely suits, dresses, sportswear, sport-dresses, evening wear, blazers, jackets, pants, blouses, suits, coats, jackets, gloves, hats, footwear, and scarves.
China	UNGER	RFR Management LLC	4281712	4281712	Registered	24 - Bedding sheets, comforters, linens, towels, duvet covers, pillow shams, quilts, coverlets, dust ruffles, blankets, blanket throws.
China	UNGER	RFR Management LLC	4281730	4281730	Registered	25 - Women's clothing, namely suits, dresses, sportswear, sport-dresses, evening wear, blazers, jackets, pants, blouses, skirts, coats, jackets, gloves, hats, footwear, scarves.
European Union	KAY UNGER	RFR Management LLC		590398	Registered	18 - hand bags  25 - Women's clothing, bathing suits, bathrobes, belts, blazers, blouses, coats, dresses, hosiery, jackets, sportswear, lingerie, loungewear, pants, scarves, sleepwear, suits, sweaters and undergarments, women's footwear
US	KAY UNGER	RFR Management LLC	74/705,845	1,984,160	Registered	25 - women's clothing, namely suits, dresses, sportswear, sport-dresses, blazers, jackets, pants, blouses, skirts, coats and scarves
US	KAY UNGER	RFR Management LLC	77/381,749	3,731,999	Registered	9 - Eye glasses, cases for spectacles and sunglasses, frames for spectacles and sunglasses, spectacles and sunglasses
US	UNGER	RFR Management LLC	77/402,920	3,526,923	Registered	25 - blazers, blouses, dresses, pants, suits, gowns, tops, sweaters, coats, jackets, sleepwear, ladies' suits, skirt suits, and karate suits



Marks owned and assigned by Phoebe Company, LLC:

Country	Mark	Registrant/ Owner	App. No.	Reg. No.	Status	Int'l Class/Goods
US	PHOEBE	Phoebe Company, LLC	73/721,447	1,511,075	Registered	25 - women's apparel, namely dresses
US	PHOEBE	Phoebe Company, LLC	78/370,426	2,930,798	Registered	25 (Woman's clothing, namely, suits, dresses, sport-dresses, sportswear, namely, blazers, jackets, pants, blouses, skirts, coats and scarves
US	PHOEBE	Phoebe Company, LLC	77/381,748	3,706,047	Registered	9 - Eye glasses, cases for spectacles and sunglasses, frames for spectacles and sunglasses, spectacles and sunglasses

**Schedule B**

**DOMAIN NAMES**

**Domain Names owned and assigned by RFR Management, LLC:**

Kayunger.org  
Kayunger.net  
Kayunger.co.uk  
Kayunger.com  
kayunger.biz  
kayunger.info  
kayunger.us  
kayunger.tv  
kayunger.cc  
kayunger.bz  
kayunger.net.cn

**Domain Name owned and assigned by Phoebe Company, LLC:**

Phobecouture.com