

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM383995

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BANK OF AMERICA, N.A.		05/09/2016	National Banking Association:
RECEIVING PARTY DATA			
Name:	AEROPOSTALE PROCUREMENT COMPANY, INC.		
Street Address:	112 West 34th Street		
Internal Address:	22nd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10120		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4661019	BROOKLYN CALLING	
Registration Number:	4661020	LOCKERSTOCK	
Registration Number:	4661024	AERO NOW	
Registration Number:	4697157	INVITE ONLY	
Registration Number:	4658719	#BESTBOOTYEVEER	
CORRESPONDENCE DATA			
Fax Number:	2123108007		
<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:	212.310.8728		
Email:	juan.arias@weil.com		
Correspondent Name:	Emi Suzuki		
Address Line 1:	Weil, Gotshal & Manges LLP		
Address Line 2:	767 Fifth Avenue		
Address Line 4:	New York, NEW YORK 10153		
NAME OF SUBMITTER:	Emi Suzuki		
SIGNATURE:	/Emi Suzuki/		
DATE SIGNED:	05/11/2016		

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Total Attachments: 12

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION AND RELEASE OF SECURITY INTERESTS IN TRADEMARKS** (this "*Termination and Release*") is granted as of May 9, 2016, by **BANK OF AMERICA, N.A.**, as Agent (the "*Grantee*"), in favor of **AEROPOSTALE, INC.** (f/k/a MSS-Delaware, Inc.), a Delaware corporation ("*Aeropostale*"), **AEROPOSTALE WEST, INC.**, a Delaware corporation ("*West*"), **JIMMY'Z SURF CO., LLC** (f/k/a Jimmy'z Surf Co., Inc.), a Delaware limited liability company ("*Jimmy'z*"), **AERO GC MANAGEMENT, LLC**, a Virginia limited liability company ("*Management*"), **AEROPOSTALE PROCUREMENT COMPANY, INC.**, a Delaware corporation ("*Procurement*", together with Aeropostale, West, Jimmy'z, and Management, individually, a "*Grantor*", and collectively, the "*Grantors*").

WHEREAS, Aeropostale, West, Jimmy'z and Management executed and delivered an Amended and Restated Trademark and Trademark Application Security Agreement dated March 21, 2008 (as amended, modified or supplemented prior to the date hereof, the "*2008 Trademark Agreement*"), granting the Grantee a security interest in and lien on certain trademarks and trademark applications described therein;

WHEREAS, the 2008 Trademark Agreement was recorded in the Assignment Division of the United States Patent and Trademark Office on May 22, 2008, at Reel 3782, Frame 0011;

WHEREAS, Procurement and West executed and delivered a Grant of Security Interest in United States Trademarks dated September 22, 2011 (as amended, modified or supplemented prior to the date hereof, the "*2011 Trademark Agreement*"), granting the Grantee a security interest in and lien on certain trademarks and trademark applications described therein;

WHEREAS, the 2011 Trademark Agreement was recorded in the Assignment Division of the United States Patent and Trademark Office on September 22, 2011, at Reel 4627, Frame 0861;

WHEREAS, Procurement and Aeropostale executed and delivered a Grant of Security Interest in United States Trademarks dated February 21, 2014 (as amended, modified or supplemented prior to the date hereof, the "*February 2014 Trademark Agreement*"), granting the Grantee a security interest in and lien on certain trademarks and trademark applications described therein;

WHEREAS, the February 2014 Trademark Agreement was recorded in the Assignment Division of the United States Patent and Trademark Office on March 17, 2014, at Reel 5238, Frame 0512;

WHEREAS, Procurement executed and delivered a Grant of Security Interest in United States Trademarks dated May 23, 2014 (as amended, modified or supplemented prior to the date hereof, the "*May 2014 Trademark Agreement*"), granting the Grantee a security interest in and lien on certain trademarks and trademark applications described therein;

WHEREAS, the May 2014 Trademark Agreement was recorded in the Assignment Division of the United States Patent and Trademark Office on May 27, 2014, at Reel 5286, Frame 0816;

WHEREAS, Procurement and West executed and delivered a Grant of Security Interest in United States Trademarks dated August 18, 2015 (as amended, modified or supplemented prior to the date hereof, the “*August 2015 Trademark Agreement*”), granting the Grantee a security interest in and lien on certain trademarks and trademark applications described therein;

WHEREAS, the August 2015 Trademark Agreement was recorded in the Assignment Division of the United States Patent and Trademark Office on August 19, 2015, at Reel 5602, Frame 0801;

WHEREAS, Procurement executed and delivered a Grant of Security Interest in United States Trademarks dated March 26, 2016 (as amended, modified or supplemented prior to the date hereof, the “*March 2016 Trademark Agreement*”), granting the Grantee a security interest in and lien on certain trademarks and trademark applications described therein;

WHEREAS, the March 2016 Trademark Agreement was recorded in the Assignment Division of the United States Patent and Trademark Office on March 28, 2016, at Reel 5759, Frame 0005;

WHEREAS, Procurement executed and delivered a Grant of Security Interest in United States Trademarks dated April 1, 2016 (as amended, modified or supplemented prior to the date hereof, the “*April 2016 Trademark Agreement*”, together with 2008 Trademark Agreement, 2011 Trademark Agreement, February 2014 Trademark Agreement, May 2014 Trademark Agreement, August 2015 Trademark Agreement, and March 2016 Trademark Agreement, collectively, the “*Grant*”), granting the Grantee a security interest in and lien on certain trademarks and trademark applications described therein;

WHEREAS, the April 2016 Trademark Agreement was recorded in the Assignment Division of the United States Patent and Trademark Office on April 4, 2016, at Reel 5764, Frame 0963;

WHEREAS, the Grantors have requested that the Grantee hereby terminate, release and discharge fully its security interests in and liens on all right, title and interest of the Grantors in, to and under all of the trademarks and trademark applications described in the Grants (collectively, the “*Marks*”) as herein provided; and

WHEREAS, the Grantors have requested that the Grantee provide a document suitable for recording in the United States Patent and Trademark Office to evidence the release of its security interests in and liens on the Marks as herein provided.

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

1. terminates the Grants and releases, terminates and discharges all liens and security interests in each Grantor's right, title and interest in, to and under the Marks, and all goodwill associated therewith, including those Marks identified in Schedule A hereto;
2. authorizes and requests that this Termination and Release be recorded at the USPTO; and
3. agrees that it shall, and at any Grantor's, or its respective successor's or assign's, reasonable request, execute, acknowledge and deliver to such Grantor all further releases and other documents, and take all other actions necessary or reasonably desirable for the release of such security interest.

THIS TERMINATION AND RELEASE AND ANY CLAIM, CONTROVERSY, DISPUTE OR CAUSE OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS TERMINATION AND RELEASE AND THE TRANSACTIONS CONTEMPLATED HEREBY SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE COMMONWEALTH OF MASSACHUSETTS.

[Signature page follows this page.]

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

GRANTEE:

BANK OF AMERICA, N.A., as Agent

By: Christine Hutchinson
Name: Christine Hutchinson
Title: Director

[Signature Page to Termination and Release of Security Interest in Trademarks]

SCHEDULE A

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

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	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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Trademark Name	Reg Number	Reg Date	Owner Name
87	3669841	18-Aug-2009	AEROPOSTALE PROCUREMENT COMPANY, INC.
A87	3477550	29-Jul-2008	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS FROM AEROPOSTALE	3693636	06-Oct-2009	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS FROM AEROPOSTALE	3709721	10-Nov-2009	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS FROM AEROPOSTALE	3716916	24-Nov-2009	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS FROM AEROPOSTALE	3794934	25-May-2010	AEROPOSTALE PROCUREMENT COMPANY, INC.
A87	85/325,662	20-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC.
AERO	85/310,708	03-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE PS 09 ORIGINAL BRAND	77/488,912	02-Jun-2008	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE PS 09 ORIGINAL BRAND	77/488,916	02-Jun-2008	AEROPOSTALE PROCUREMENT COMPANY, INC.
JIMMY'Z	85/308,320	29-Apr-2011	AEROPOSTALE WEST, INC.
PS FROM AEROPOSTALE	77/976,066	02-Jun-2008	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS09	85/311,863	04-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS09	85/314,169	06-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS09 ATHLETIC DEPT. AERO	77/488,922	02-Jun-2008	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS4U	85/311,949	04-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS4U	85/314,287	06-May-2011	AEROPOSTALE PROCUREMENT COMPANY, INC.
WOODY CAR DESIGN	85/308,597	29-Apr-2011	AEROPOSTALE WEST, INC.

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Trademark Name	Reg Number	Application Number	Application/Reg 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.
AEROPOSTALE	4895881	86727210	17-AUG-2015/ 02-FEB-2016	AEROPOSTALE PROCUREMENT COMPANY,
PRINCE & FOX	n/a	86866961	06-JAN-2016	AEROPOSTALE PROCUREMENT COMPANY,
 Design Only	n/a	86867021	06-JAN-2016	AEROPOSTALE PROCUREMENT COMPANY, INC.
CAPE > JUBY	n/a	86867232	06-JAN-2016	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM	4460948	85710446	1/7/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM AERO	4460949	85710464	1/7/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
BDRM	n/a	85729531	9/14/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
AERO NYC	n/a	85772770	11/6/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
AERONYC	n/a	85772819	11/6/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE 87	4328454	85773018	4/30/2013	AEROPOSTALE PROCUREMENT COMPANY,

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				INC.
A87	4324559	85773041	4/23/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE NYC	4395142	85773124	9/3/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE A87	4328455	85773154	4/30/213	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM AEROPOSTALE	4324601	85794134	4/23/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM AEROPOSTALE	n/a	85794212	12/4/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM	n/a	85794301	12/4/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM	n/a	85794355	12/4/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM AERO	n/a	85794956	12/5/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM AERO	n/a	85794991	12/5/2012	AEROPOSTALE PROCUREMENT COMPANY, INC.
LLD	n/a	86019535	7/25/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
LLC	n/a	86020274	7/25/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS ACTIVATE	n/a	86041750	8/19/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS ACTIVATE	n/a	86041859	8/19/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
LORIMER	n/a	86127083	11/22/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
MAP TO MARS	n/a	86127129	11/26/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
FREE STATE	n/a	86132645	12/2/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.

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TOKYO DARLING	n/a	86135920	12/5/2013	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE DESIGNED IN NYC	n/a	86164801	1/14/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
AEROPOSTALE DESIGNED IN NYC	n/a	86171612	1/2/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
LIVE LOVE DREAM	4482218	85755971	2/11/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
PS COUTURE ESTABLISHED MMIX NEW YORK	n/a	86163683	1/13/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
GOJANE	3837976	77978186	8/24/2010	AEROPOSTALE, INC.
GOJANE	3864266	77978507	10/19/2010	AEROPOSTALE, INC.
GOJANE.COM	4040079	77537503	10/18/2011	AEROPOSTALE, INC.
GOJANE	4043645	77557269	10/25/2011	AEROPOSTALE, INC.
GOJANE	4047333	77557253	11/1/2013	AEROPOSTALE, INC.
AERO NOW	n/a	86198852	2/20/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
#BESTBOOTYEVER	n/a	86212703	3/6/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
BROOKLYN CALLING	n/a	86197516	2/19/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
INVITE ONLY	n/a	86200066	2/21/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.
LOCKERSTOCK	n/a	86197697	2/19/2014	AEROPOSTALE PROCUREMENT COMPANY, INC.

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Trademark Name	Reg Number	Reg Date
AEROPOSTALE	1354292	8/13/1985
AEROPOSTALE COMPAGNIE GENERAL FAISANT L'IMPOSSIBLE!: SERVICE QUOTIDIEN POUR L'ESPAGNE, LE MARCO & L'ALEGERIE (STYLIZED)	1441289	3/10/1987
AEROPOSTALE	1485368	4/19/1988
AEROPOSTALE	1487211	5/3/1988
AEROPOSTALE	1525345	2/21/1989
AEROPOSTALE	1548372	7/18/1989
AEROPOSTALE A (STYLIZED)	2680387	1/28/2003
A (STYLIZED)	2680386	1/28/2003
AERO (STYLIZED - RECTANGLE)	2911335	12/14/2004
AERO ATHLETICS	2927817	2/22/2005
AERO (STYLIZED - EXPLOSION)	2937762	4/5/2005
AERO HOUSE	2994295	9/13/2005
87	3000665	9/27/2005
TURTLE CHARACTER	3041426	1/10/2006
WHALE CHARACTER	3095135	5/23/2006
A87 (STYLIZED)	3151023	10/3/2006
AEROPOSTALE	3233142	4/24/2007
AEROPOSTALE	3285335	8/28/2007
AEROPOSTALE	3285272	8/28/2007
AEROPOSTALE	3287647	9/4/2007
AERO DUO CAP	3289070	9/4/2007
AEROPOSTALE WITH SILHOUETTE BUTTERFLY DESIGN 1	3293234	9/18/2007
AEROPOSTALE WITH SILHOUETTE BUTTERFLY DESIGN 2	3381679	2/12/2008
AEROPOSTALE WITH SILHOUETTE BUTTERFLY DESIGN	3384078	2/19/2008

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BACKPOCKET DESIGN	3336202	11/13/2007
AEROPOSTALE SINCE 1987 WITH BUTTERFLY DESIGN	3361429	1/1/2008
AEROPOSTALE	3361416	1/1/2008
AEROPOSTALE	3361415	1/1/2008
JIMMY'Z	1411390	9/30/1986
JIMMY'Z	1490256	5/31/1988
WOODY CAR DESIGN	1508252	10/11/1988
JIMMY'Z	3160988	10/17/2006
WOODY CAR DESIGN	3166556	10/31/2006
JIMMY'Z	3170961	11/14/2006
JIMMY'Z	3170960	11/14/2006
JIMMY'Z	3240506	5/8/2007
WOODY CAR DESIGN	3262442	7/10/2007
JIMMY'Z	3299252	9/25/2007
WOODY CAR DESIGN	3357218	12/18/2007
WOODY CAR DESIGN	3146955	9/19/2006
AEROPOSTALE	77187554	5/30/2007
87	77149848	4/10/2007
87	77149661	4/10/2007
87	77149643	4/10/2007
A87	77149505	4/10/2007
AERO	77149479	4/10/2007
AEROPOSTALE	77149377	4/10/2007
87	77149825	4/10/2007
87	77149679	4/10/2007
AEROPOSTALE	77149296	4/9/2007

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AERO (STYLIZED – FANCIFUL LEAVES)	77074477	1/5/2007
AERO (STYLIZED – HEARTS)	77074489	1/5/2007
AERO SAND SPEAKERS	78890648	5/31/2006
FASHION BAR	78818688	2/28/2006
AEROPOSTALE A ATHLETIC DEPT. VARSITY CHAMPS (STYLIZED)	78643166	6/3/2005
EIGHTY 7	78445275	7/12/2004
EIGHTY SEVEN	78445273	7/12/2004
JIMMY'Z	77123172	3/9/2007
JIMMY'Z	78690084	8/17/2005
JIMMY'Z	78690081	8/17/2005
JIMMY'Z	78690069	8/17/2005
WOODY CAR DESIGN	78605108	4/8/2005
JIMMY'Z	78297659	9/9/2003