

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM394751

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT SUPPLEMENT (TERM)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NINE WEST DEVELOPMENT LLC		07/27/2016	Limited Liability Company: DELAWARE
ONE JEANSWEAR GROUP INC.		07/27/2016	Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	MORGAN STANLEY SENIOR FUNDING, INC.		
Street Address:	1585 BROADWAY		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 44			
Property Type	Number	Word Mark	
Serial Number:	86693883	PAPPAGALLO	
Serial Number:	86694673	PAPPAGALLO	
Serial Number:	86817704	TREZA	
Serial Number:	86517120	REFLECTIONS BY JUDITH JACK	
Serial Number:	86694676	PAPPAGALLO	
Serial Number:	86693886	PAPPAGALLO	
Serial Number:	86651256	JOAN & DAVID	
Serial Number:	86657536	JOAN & DAVID	
Serial Number:	86537849	JJ	
Serial Number:	86573857	PUMPROCKERS	
Serial Number:	86573886	PUMPROCKERS	
Serial Number:	86700660	PUMPROCKERS	
Serial Number:	86654504	BANDOLINO BLACK LABEL	
Serial Number:	86752956	PET FRIENDS	
Serial Number:	86760787	PAPPAGALLO ESTD. 1952	
Serial Number:	86306806	9	
Serial Number:	86398932		

CH \$1115.00 86693883

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86399001	
Serial Number:	86428526	NAPIER N EST. 1922
Serial Number:	86719588	GLORIA VANDERBILT
Serial Number:	86719613	GLORIA VANDERBILT
Serial Number:	86719600	GLORIA VANDERBILT
Serial Number:	86820975	
Serial Number:	86714142	L.E.I.
Serial Number:	86800878	L.E.I.
Serial Number:	86785970	L.E.I.
Serial Number:	86695186	SUEDE
Serial Number:	86531482	HARPER & RILEY
Serial Number:	86669692	GV
Serial Number:	86685445	STRAIGHT CURVE
Serial Number:	86685479	STRAIGHT CURVE
Serial Number:	86685541	ABOVE AVERAGE
Serial Number:	86705128	THE ORIGINAL SLIMMING JEAN
Serial Number:	86741924	PRIDES CROSSING
Serial Number:	86766881	RIVET SUPPLY CO.
Serial Number:	86801609	RIVET SUPPLY CO.
Serial Number:	86767351	INDIGO RIVER BLUES
Serial Number:	86773173	AMANDA
Serial Number:	86773270	B.E.T.
Serial Number:	86844900	DENIM NATION
Serial Number:	86000614	TINT
Serial Number:	86191341	GLO BY GLORIA VANDERBILT
Serial Number:	86398528	GVS
Serial Number:	86407346	LIFE ENERGY INTELLIGENCE

CORRESPONDENCE DATA

Fax Number: 6508385109

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: 650-838-3743

Email: JLIK@SHEARMAN.COM

Correspondent Name: BENJAMIN PETERSEN

Address Line 1: 1460 EL CAMINO REAL, 2ND FLOOR

Address Line 2: SHEARMAN & STERLING LLP

Address Line 4: MENLO PARK, CALIFORNIA 94025

ATTORNEY DOCKET NUMBER:	35613/65
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NAME OF SUBMITTER:	BENJAMIN PETERSEN
SIGNATURE:	/BENJAMIN PETERSEN/
DATE SIGNED:	08/11/2016
Total Attachments: 9 source=0 - Nine West Supplemental Trademark Security Agreement (Term Loan)#page1.tif source=0 - Nine West Supplemental Trademark Security Agreement (Term Loan)#page2.tif source=0 - Nine West Supplemental Trademark Security Agreement (Term Loan)#page3.tif source=0 - Nine West Supplemental Trademark Security Agreement (Term Loan)#page4.tif source=0 - Nine West Supplemental Trademark Security Agreement (Term Loan)#page5.tif source=0 - Nine West Supplemental Trademark Security Agreement (Term Loan)#page6.tif source=0 - Nine West Supplemental Trademark Security Agreement (Term Loan)#page7.tif source=0 - Nine West Supplemental Trademark Security Agreement (Term Loan)#page8.tif source=0 - Nine West Supplemental Trademark Security Agreement (Term Loan)#page9.tif	

TRADEMARK SECURITY AGREEMENT SUPPLEMENT

This TRADEMARK SECURITY AGREEMENT SUPPLEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Trademark Security Agreement**”) dated July 27, 2016, is made by the Persons listed on the signature pages hereof (collectively, the “**Grantors**”) in favor of Morgan Stanley Senior Funding, Inc., as collateral agent (the “**Collateral Agent**”) for the Secured Parties (as defined in the Credit Agreement referred to below).

Reference is made to (i) the Credit Agreement, dated as of April 8, 2014 (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the “**Credit Agreement**”), among Jasper Merger Sub, Inc., Nine West Holdings, Inc., Jasper Parent LLC, the Lenders party thereto from time to time and Morgan Stanley Senior Funding, Inc., as Administrative Agent and Collateral Agent, (ii) each Secured Hedge Agreement and (iii) each agreement relating to Cash Management Services. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement, the Hedge Banks have agreed to enter into and/or maintain one or more Secured Hedge Agreements and the Cash Management Banks have agreed to enter into and/or maintain Cash Management Services, on the terms and conditions set forth in the Credit Agreement, in such Secured Hedge Agreements or agreements relating to Cash Management Services, as applicable.

Whereas, as a condition precedent to the Lenders extension of such credit, the obligation of the Hedge Banks to enter into and/or maintain such Secured Hedge Agreements and the obligation of the Cash Management Banks to enter into and/or maintain such Cash Management Services, each Grantor has executed and delivered that certain Security Agreement dated April 8, 2014, made by the Grantors to the Collateral Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”).

Whereas, under the terms of the Security Agreement, the Grantors have granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors, and have agreed as a condition thereof to execute this Trademark Security Agreement for recording with the U.S. Patent and Trademark Office and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Terms. Terms defined in the Credit Agreement and Security Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement and Security Agreement.

SECTION 2. Grant of Security. Each Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties a continuing security interest in all of the Grantor’s right, title and interest in, to and under the Trademarks, including the Trademarks set forth on Schedule A attached hereto.

SECTION 3. Security for Obligations. The grant of a security interest in the Trademarks by each Grantor under this Trademark Security Agreement is made to secure the payment or performance, as the case may be, in full of the Secured Obligations.

SECTION 4. Recordation. Each Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Trademark Security Agreement.

SECTION 5. Execution in Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 6. Security Agreement. This Trademark Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have executed this Patent Security Agreement as of the date first above written.

NINE WEST DEVELOPMENT LLC, Grantor

By: _____

Name: Ralph A. Schipani

Title: Vice President

ONE JEANSWEAR GROUP INC.,
Grantor

By: _____

Name: Ralph A. Schipani

Title: Vice President

MORGAN STANLEY SENIOR
FUNDING, INC., as Collateral Agent and
Grantee

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Patent Security Agreement as of the date first above written.

NINE WEST DEVELOPMENT LLC, Grantor

By: _____

Name: Ralph A. Schipani
Title: Vice President

ONE JEANSWEAR GROUP INC.,
Grantor

By: _____

Name: Ralph A. Schipani
Title: Vice President

MORGAN STANLEY SENIOR
FUNDING, INC., as Collateral Agent and
Grantee

By: _____

Name: Lisa Hansen
Title: Authorized Signatory

SCHEDULE A

NINE WEST DEVELOPMENT LLC

1. New U.S. Applications –

TMARK	APPNO	REGNO	STATUS	ALLOWDT	FILE	REG
PAPPAGALLO (Script)	86/693,883		PENDING	1/19/2016	7/15/2015	
PAPPAGALLO (Script)	86/694,673		PENDING	12/22/2015	7/16/2015	
TREZA	86/817,704		PENDING		11/12/2015	
REFLECTIONS BY JUDITH JACK	86/517,120		PENDING	9/1/2015	1/28/2015	
PAPPAGALLO (Word Mark)	86/694,676		PENDING	12/22/2015	7/16/2015	
PAPPAGALLO (Word Mark)	86/693,886		PENDING	12/22/2015	7/15/2015	
JOAN & DAVID	86/651,256		PENDING	12/15/2015	6/8/2015	
JOAN & DAVID	86/657,536		PENDING	12/15/2015	6/10/2015	
JJ crossed design	86/537,849	4,817,603	REGISTERED		2/18/2015	9/22/2015
PUMPROCKERS	86/573,857		PENDING	8/4/2015	3/24/2015	
PUMPROCKERS	86/573,886		PENDING	9/8/2015	3/24/2015	
PUMPROCKERS	86/700,660		PENDING	12/15/2015	7/22/2015	
BANDOLINO BLACK LABEL	86/654,504		PENDING		6/8/2015	
PET FRIENDS	86/752,956		PENDING		9/10/2015	
PAPPAGALLO and PARROT Design	86/760,787		PENDING		9/18/2015	

2. New Foreign Applications

COUNTRYID	TMARK	APPNO	REGNO	STATUS	ALLOWDT	FILE	REG
AE	PUMPROCKERS	237614		PENDING		7 /27/2015	
AE	PUMPROCKERS	237615		PENDING		7 /27/2015	
AE	PUMPROCKERS	237616		PENDING		7 /27/2015	
AU	PUMPROCKERS	1708785		PENDING		7 /22/2015	
BZ	ANNE KLEIN and Lion Head Design	NA		PENDING		4 /10/2015	
CN	PUMPROCKERS	TBD		PENDING		7 /22/2015	
CN	PUMPROCKERS	TBD		PENDING		7 /22/2015	
CN	PUMPROCKERS	TBD		PENDING		7 /22/2015	
CN	BANDOLINO BLACK LABEL	17203088		PENDING		6 /15/2015	
CN	WESTIES (Stylized)	17494406		PENDING		7 /23/2015	
EU	PUMPROCKERS	014400031		PENDING		7 /21/2015	
GB	NINE WEST (Word Mark)	3120460		PENDING		7 /31/2015	
GB	ANNE KLEIN	3120466		PENDING		7 /31/2015	
GB	NINE WEST VINTAGE AMERICA COLLECTION	3120464		PENDING		7 /31/2015	
HK	NINE WEST (Word Mark)	303496898		PENDING		8 /6 /2015	
HK	NINE WEST VINTAGE AMERICA COLLECTION	303496906		PENDING		8 /6 /2015	
HK	LONNA & LILLY	303496933		PENDING		8 /6 /2015	
IN	NAPIER	2964395		PENDING		5 /15/2015	
KR	PAPPAGALLO (Script)	0-2015-74015		PENDING		10/7 /2015	
KR	PAPPAGALLO and PARROT Design	0-2015-74016		PENDING		10/7 /2015	
MX	NAPIER	1603592	1567671	REGISTERED		4 /27/2015	8 /28/2015

MX	VINTAGE AMERICA BLUES	1689169		PENDING		12/7/2015	
PA	JUDITH JACK	23981301	23981301	REGISTERED		4/8/2015	4/8/2015
PH	EASY SPIRIT (Word Mark)	013046		PENDING		11/11/2015	
PH	ENZO ANGIOLINI (Word Mark)	4-2015-009913		ALLOWED	11/23/2015	8/28/2015	
PH	ANNE KLEIN	009422		PENDING		8/14/2015	
SA	ANNE KLEIN & Lion Head Design	143016901	143016901	REGISTERED		5/26/2015	10/14/2015
SA	Lion Head Design	143016898	143016898	REGISTERED		5/26/2015	10/14/2015
SA	Lion Head Design	143016899	143016899	REGISTERED		5/26/2015	10/14/2015
SA	Lion Head Design	143016900		PENDING		5/26/2015	
SR	ANNE KLEIN and Lion Head Design	26156	26156	REGISTERED		6/30/2015	
TR	NINE WEST (Word Mark)	2015/43404		PENDING		5/20/2015	
UY	ANNE KLEIN and Lion Head Design	463312		PENDING		3/25/2015	

3. New U.S. Registrations

TMARK	APPNO	REGNO	STATUS	FILE	REG
9 HEXAGON & Design	86/306,806	4,733,447	REGISTERED	6/11/2014	2/26/2015
Mandie back pocket design	86/398,932	4,810,391	REGISTERED	9/18/2014	9/8/2015
Mandie slim back pocket design	86/399,001	4,745,420	REGISTERED	9/18/2014	5/26/2015
NAPIER N Est. 1922 and Design	86/428,526	4,780,714	REGISTERED	10/20/2014	7/28/2015
JJ crossed design	86/537,849	4,817,603	REGISTERED	2/18/2015	9/22/2015

4. New Foreign Registrations

COUNTRYID	TMARK	APPNO	REGNO	STATUS	FILE	REG
AR	ANNE KLEIN	3243356	2708214	REGISTERED	7/31/2014	1/27/2015
BA	9W	BAZ1317526A	BAZ1317526	REGISTERED	11/26/2013	8/25/2015
CA	NINE & CO.	1,428,082	TMA903,324	REGISTERED	2/17/2009	5/11/2015
CN	LONNA & LILLY	14739990	14739990	REGISTERED	7/16/2014	8/28/2015
CN	LONNA & LILLY	1473991	1473991	REGISTERED	7/16/2014	8/28/2015
CN	LONNA & LILLY	142084	142084	REGISTERED	7/16/2014	8/28/2015
CN	VINTAGE AMERICA BLUES	13297602	13297602	REGISTERED	9/27/2013	1/28/2015
CN	VINTAGE AMERICA BLUES	13297601	13297601	REGISTERED	9/27/2013	1/28/2015
CN	VINTAGE AMERICA BLUES	13297600	13297600	REGISTERED	9/27/2013	1/28/2015
EU	LOVE FURY	009758277	009758277	OPPOSED	2/23/2011	2/3/2015
EU	LONNA & LILLY	013195219	013195219	REGISTERED	8/22/2014	2/14/2015
GE	VINTAGE AMERICA BLUES	74051/03	25564	REGISTERED	9/25/2013	1/13/2015
IL	9W	260421	260421	REGISTERED	11/10/2013	10/11/2015
MK	9W	2013/1129	21570	REGISTERED	11/26/2013	5/13/2015
MX	NAPIER	1603592	1567671	REGISTERED	4/27/2015	8/28/2015
MY	ENZO ANGIOLINI (Word Mark)	MA/9135/94	94009135	REGISTERED	10/7/1994	2/13/2015
PA	JUDITH JACK	23981301	23981301	REGISTERED	4/8/2015	4/8/2015
PH	ANNE KLEIN NEW YORK	4-2014-010032	4-2014/00010032	REGISTERED	8/11/2014	2/20/2015
RU	LONNA & LILLY	2014728563	559958	REGISTERED	8/25/2014	12/16/2015
RU	VINTAGE AMERICA BLUES	2013733222	543135	REGISTERED	9/26/2013	5/21/2015
RU	NINE WEST 9 W	2014716137	553218	REGISTERED	5/15/2014	10/30/2015
SA	ANNE KLEIN & Lion Head Design	143016901	143016901	REGISTERED	5/26/2015	10/14/2015

SA	Lion Head Design	143016898	143016898	REGISTERED	5 /26/2015	10/14/2015
SA	Lion Head Design	143016899	143016899	REGISTERED	5 /26/2015	10/14/2015
SG	9W	T1318215H	T1318215H	REGISTERED	11/11/2013	5 /20/2015
SV	VINTAGE AMERICA BLUES	2013130362	153BK245PG315	REGISTERED	9 /25/2013	1 /15/2015
TH	CIRCA JOAN & DAVID	612218	Bor32243	REGISTERED	12/9 /2005	12/9 /2015
ZA	9W	2013/31486	2013/31486	REGISTERED	11/11/2013	8 /27/2015
ZA	9W	2013/31487	2013/31487	REGISTERED	11/11/2013	8 /27/2015
ZA	9W	2013/31488	2013/31488	REGISTERED	11/11/2013	8 /27/2015
ZA	9W	2013/31489	2013/31489	REGISTERED	11/11/2013	8 /27/2015
ZA	9W	2013/31490	2013/31490	REGISTERED	11/11/2013	8 /27/2015
ZA	VINTAGE AMERICA BLUES	2013/27568	2013/27568	REGISTERED	10/4 /2013	7 /3 /2015
ZA	VINTAGE AMERICA BLUES	2013/27569	2013/27569	REGISTERED	10/4 /2013	7 /3 /2015
ZA	VINTAGE AMERICA BLUES	2013/27570	2013/27570	REGISTERED	10/4 /2013	7 /3 /2015

ONE JEANSWEAR GROUP INC.

1. New U.S. Applications

TMARK	APPNO	REGNO	STATUS	ALLOWDT	FILE
GLORIA VANDERBILT	86/719,588		PENDING		8/10/2015
GLORIA VANDERBILT	86/719,613		PENDING	1/5/2016	8/10/2015
GLORIA VANDERBILT	86/719,600		PENDING	1/5/2015	8/10/2015
Swan Design Floating	86/820,975		PENDING		11/16/2015
L.E.I.	86/714,142		PENDING		8/4/2015
L.E.I.	86/800,878		PENDING		10/29/2015
L.E.I.	86/785,970		PENDING		10/13/2015
SUEDE (Stylized Op.2)	86/695,186		PENDING		7/16/2015
HARPER & RILEY	86/531,482		PENDING	8/25/2015	2/11/2015
GV (wordmark) Suspended	86/669,692		PENDING		6/22/2015
STRAIGHT CURVE	86/685,445		PENDING	1/5/2016	7/7/2015
STRAIGHT CURVE	86/685,479		PENDING	1/5/2016	7/7/2015
ABOVE AVERAGE	86/685,541		PENDING		7/7/2015
THE ORIGINAL SLIMMING JEAN	86/705,128	4,876,289	REGISTERED		7/27/2015
PRIDES CROSSING	86/741,924		PENDING		8/31/2015
RIVET SUPPLY CO.	86/766,881		PENDING		9/24/2015
RIVET SUPPLY CO.	86/801,609		PENDING		10/28/2015
INDIGO RIVER BLUES	86/767,351		PENDING		9/24/2015
AMANDA	86/773,173		PENDING		9/30/2015
B.E.T.	86/773,270		PENDING		9/30/2015
DENIM NATION	86/844,900		PENDING		12/10/2015

2. New Foreign Applications

COUNTRYID	TMARK	APPNO	REGNO	STATUS	ALLOWDT	FILE
CN	Hummingbird design	17202703		PENDING		6 /15/2015
CN	LOCK STITCH CONTROL	16623334		PENDING		4 /2 /2015
CN	TINT	166623332		PENDING		4 /2 /2015
CN	HARPER & RILEY	16668719		PENDING		4 /9 /2015
CN	L.E.I. [365] LIFE ENERGY INTELLIGENCE (Stylized)	16623335		PENDING		4 /2 /2015
CN	Humming Bird Design	17202703		PENDING		6 /15/2015
MX	CODE BLEU	1617132		PENDING		6 /3 /2015

3. New U.S. Registrations

TMARK	APPNO	REGNO	STATUS	ALLOWDT	FILE	REG
TINT	86/000,614	4,724,451	REGISTERED	12/3/2013	7/2/2013	4/21/2015
GLO BY GLORIA VANDERBILT	86/191,341	4,809,441	REGISTERED	7/15/2014	2/12/2014	9/8/2015
GVS (Stylized)	86/398,528	4,688,856	REGISTERED		9/18/2014	2/17/2015
LIFE ENERGY INTELLIGENCE and Design 2014	86/407,346	4,688,862	REGISTERED		9/26/2014	2/17/2015
THE ORIGINAL SLIMMING JEAN	86/705,128	4,876,289	REGISTERED		7/27/2015	12/22/2015

4. New Foreign Registrations

COUNTRYID	TMARK	APPNO	REGNO	STATUS	ALLOWDT	FILE	REG
CN	L.E.I.	14601589	14601589	REGISTERE		6 /12/2014	7 /21/2015
CN	GRANE and Design	10527721	10527721	REGISTERE		2 /24/2012	5 /7 /2015
CN	KIIND OF	12552816	12552816	REGISTERE		5 /9 /2013	10/7 /2015