

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM494843

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amended and Restated Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PARAMOUNT APPAREL INTERNATIONAL, INC.		10/19/2018	Corporation: MISSOURI
RECEIVING PARTY DATA			
Name:	CIT BANK, N.A.		
Street Address:	11 West 42nd Street		
Internal Address:	12th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 24			
Property Type	Number	Word Mark	
Registration Number:	2392371	COLLEGE CLASSICS	
Registration Number:	3572123	IMPERIAL	
Registration Number:	0919433	IMPERIAL	
Registration Number:	3052239	KID N' ME	
Registration Number:	4372223	WATERSHIP BY IMPERIAL	
Registration Number:	4387341	WATERSHIP BY IMPERIAL SINCE 1916	
Registration Number:	5105447	9	
Registration Number:	4703840	9	
Registration Number:	5328452	9	
Registration Number:	2942160	913	
Registration Number:	3348933	BACK NINE	
Registration Number:	4342895	FASHION IS PARAMOUNT	
Registration Number:	2942159	OARSMAN	
Registration Number:	2490248	OARSMAN 913 RUGGED DURABLE	
Registration Number:	1495198	P	
Registration Number:	4342893	PAI INC	
Registration Number:	4342894	PAI INC PARAMOUNT APPAREL INTERNATIONAL,	
Registration Number:	3026353	PARAMOUNT APPAREL INTERNATIONAL INC.	
TRADEMARK			

OP \$615.00 2392371

Property Type	Number	Word Mark
Registration Number:	2786282	PARAMOUNT APPAREL INTERNATIONAL INC.
Registration Number:	1843706	PARAMOUNT HEADWEAR
Registration Number:	3231703	PARAMOUNT OUTDOORS
Registration Number:	2096131	THE BACK NINE
Registration Number:	5216336	WELL PLAYED
Serial Number:	87392019	9

CORRESPONDENCE DATA

Fax Number:

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.

Email: laura.o'brien@hklaw.com
Correspondent Name: Holland & Knight LLP
Address Line 1: 10 St. James Ave.
Address Line 2: 11th Floor
Address Line 4: Boston, MASSACHUSETTS 02116

ATTORNEY DOCKET NUMBER:	136140.01012
NAME OF SUBMITTER:	Laura O'Brien
SIGNATURE:	/Laura O'Brien/
DATE SIGNED:	10/22/2018

Total Attachments: 10

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**AMENDED AND RESTATED
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This **AMENDED AND RESTATED INTELLECTUAL PROPERTY AGREEMENT** (this “IP Security Agreement”) is made and entered into as of October 19, 2018 by PARAMOUNT APPAREL INTERNATIONAL, INC., a Missouri corporation (the “Grantor”), to and in favor of CIT BANK, N.A. (together with its successors and assigns, the “Secured Party”); and

WHEREAS, the Grantor and the Secured Party entered into that certain Intellectual Property Security Agreement dated as of October 1, 2012 and recorded with the United States Patent and Trademark Office on October 26, 2012 at Reel 004893, Frame 0554 (the “Existing IP Security Agreement”), pursuant to that certain Amended and Restated Loan and Security Agreement dated as of August 23, 2008 (as the same may be amended, restated, supplemented or otherwise modified from time to time) by and among, among others, the Secured Party as lender and the Grantor as borrower; and

WHEREAS, Grantor and the Secured Party now wish to amend and restate the Existing IP Security Agreement in its entirety as set forth herein; and

WHEREAS, pursuant to that certain Amended and Restated Borrower Security Agreement dated as of the date hereof between Grantor and the Secured Party (the “Security Agreement”), Grantor has granted a security interest in its Collateral (as defined therein) to the Secured Party, which Collateral includes the Trademarks (as defined therein) identified herein; and

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Grantor and Secured Party agree as follows:

Section 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this IP Security Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Security Agreement.

Section 2. Grant of Security Interest. As security for the full and timely payment, observance and performance of the obligations pursuant to the Security Agreement, Grantor hereby grants to Secured Party a continuing security interest in and a right of setoff against, all of Grantor’s right, title and interest in the Trademarks (including, without limitation, those items listed on Schedule A hereto).

Section 3. Purpose. This IP Security Agreement has been executed and delivered by Grantor for the purpose of recording with the United States Patent and Trademark Office (“USPTO”) the grant of a security interest in the Trademarks pursuant to the Security Agreement. The Security Agreement (and all rights and remedies of Secured Party thereunder) shall remain in full force and effect in accordance with its respective terms. In the event of any conflict between this IP Security Agreement and the Security Agreement, the Security Agreement shall prevail.

Section 4. Acknowledgment. Grantor hereby further acknowledges and affirms that the rights and remedies of Secured Party with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

Section 5. Filing this Security Interest. The party that files this IP Security Agreement with the USPTO shall (i) complete accurately, and include as part of such filing, the USPTO’s “Recordation”

Form Cover Sheet' for trademarks and shall indicate on such cover sheet that the nature of the conveyance is a security interest, and (ii) provide the other party hereto with copies of such filings.

Section 6. Counterparts. This IP Security Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.


Section 7. Amendment and Restatement. This IP Security Agreement amends and restates in its entirety the Existing IP Security Agreement.

[Remainder of page intentionally left blank; signature pages follow.]

IN TESTIMONY WHEREOF, Grantor and the Secured Party have caused this IP Agreement to be signed and executed by the undersigned officers thereunto duly authorized as of the date first referenced above.

GRANTOR:


PARAMOUNT APPAREL INTERNATIONAL,
INC.

By: 
Name: MARK RUBENSTEIN
Title: Co-CEO

[Signature page to Amended and Restated Intellectual Property Security Agreement]

SECURED PARTY:

CIT BANK, N.A.

By: 
Name: Anthony Masci
Title: Director

[Signature page to Amended and Restated Intellectual Property Security Agreement]

SCHEDULE A
TRADEMARKS

See attached.

PARAMOUNT APPAREL INTERNATIONAL, INC.

Trademark Report By Title

COUNTRY	REFERENCE #	FILED APPLICATION #	REGISTERED REGISTRATION #	STATUS
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COLLEGE CLASSICS

UNITED STATES	0828820-0032	12 Oct 1999 85/800,383	03 Oct 2000 2,392,371	REGISTERED 25
Actions (Current): 03 Oct 2020 RENEWAL Goods: 25 - neckties Date of first use 04/15/2000 Date of first use in commerce 04/24/2000				

IMPERIAL

UNITED STATES	0828820-0025	26 Jun 2008 77/508,411	10 Feb 2009 3,572,123	REGISTERED
Actions (Current): 10 Feb 2019 RENEWAL Goods: 25 - headwear, namely, caps, hats, visors Date of first use 03/01/1918 Date of first use in commerce 03/01/1918				
UNITED STATES	0828820-0026	22 Jan 1971 72/381,673	31 Aug 1971 0,919,433	REGISTERED
Actions (Current): 31 Aug 2021 RENEWAL Goods: 25 - headwear, namely, men's hats and caps Date of first use 03/01/1918 Date of first use in commerce 03/01/1918				

COUNTRY	REFERENCE #	FILED APPLICATION #	REGISTERED REGISTRATION #	STATUS
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KID N' ME

UNITED STATES	0828820-0002	19 Mar 2004 76/582,551	31 Jan 2006 3,052,239	REGISTERED 25
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Actions (Current): 31 Jan 2026 RENEWAL

Goods: 25 - clothing, namely t-shirts, bodysuits, rompers, stocking caps, cloth baby bibs, sweatshirts, shorts, jerseys, baseball shirts, pants and baseball caps
 Date of first use 03/08/1999
 Date of first use in commerce 03/08/1999

WATERSHIP BY IMPERIAL

UNITED STATES	0828820-0046	11 Dec 2012 85/799,758	23 Jul 2013 4,372,223	REGISTERED
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Actions (Current): 23 Jul 2023 RENEWAL

Goods: 25 - headwear
 Date of first use 00/00/2008
 Date of first use in commerce 00/00/2008



WATERSHIP BY IMPERIAL SINCE 1916 and Design (Red Star)

UNITED STATES	0828820-0047	11 Dec 2012 85/799,772	20 Aug 2013 4,387,341	REGISTERED 25
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Actions (Current): 20 Aug 2023 RENEWAL

Goods: 25 - headwear
 Date of first use 00/00/2008
 Date of first use in commerce 00/00/2008

END OF REPORT

TOTAL ITEMS SELECTED =

14

Paramount Apparel International, Inc.

COUNTRY	REFERENCE #	FILED APPLICATION #	REGISTERED REGISTRATION #	STATUS
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9 (stylized with stars)

UNITED STATES	PAI.025.US (0217592)	30 Mar 2017 87/392,019		ALLOWED
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Goods: 025 - headwear; caps being headwear; hats; visors; sports caps; tops; shirts; t-shirts; belts
 025 - coats; jackets; jerseys; socks; rain wear; gloves; wrist bands; golf shoe bags, namely, bags specially adapted for golf shoes; headbands



9 (stylized)

UNITED STATES	PAI.021.US (0217592)	16 Jul 2014 86/339,404	20 Dec 2016 5,105,447	REGISTERED
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Goods: 025 - Clothing, namely, tops, coats, jackets, jerseys, shirts, T-shirts, socks, belts, rain wear, gloves and wrist bands; golf shoe bags
 028 - Golf bags; head covers for golf clubs; golf valuables pouches

UNITED STATES	PAI.022.US (0217592)	25 Aug 2014 86/376,305	17 Mar 2015 4,703,840	REGISTERED
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Goods: 028 - head covers for golf clubs

UNITED STATES	PAI.024.US (0217592)	30 Mar 2017 87/391,991	07 Nov 2017 5,328,452	REGISTERED
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Goods: 025 - headwear; caps being headwear; hats; visors; sports caps

913

UNITED STATES	PAI.003.US (0217592)	21 Apr 2004 78/405,996	19 Apr 2005 2,942,160	REGISTERED
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Goods: 025 - clothing, namely, t-shirts, sweatshirts, jackets, fleece shirts, crew shirts, polo shirts, pullovers, windshirts, hats, and caps

BACK NINE

UNITED STATES	PAI.019.US (0217592)	26 Mar 1997 75/264,431	04 Dec 2007 3,348,933	REGISTERED
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Goods: 025 - Clothing, namely, caps, coats, jackets, jerseys, hats, shirts, T-shirts, tops, vests

FASHION IS PARAMOUNT

UNITED STATES	PAI.017.US (0217592)	02 Mar 2010 77/948,139	28 May 2013 4,342,895	REGISTERED
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Goods: 018 - tote bags; sport bags; messenger bags; luggage; wallets; purses; umbrellas; backpacks
 025 - headwear; caps; hats; visors; knit hats; straw hats; headbands; hat bands; scarves; shirts; t-shirts; sweatshirts; polo shirts; tank tops; sweaters; pullovers; vests; jackets; coats; shorts; pants; sweat pants; gloves; beach cover-ups; belts; socks; stockings; hosiery

COUNTRY	REFERENCE #	FILED APPLICATION #	REGISTERED REGISTRATION #	STATUS
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FASHION IS PARAMOUNT continued.....

PAI.017.US (0217592) continued.....

040 - custom embroidering; embroidery services; apparel embroidery services; silk screen printing; direct-to-garment printing services; imprinting images on headwear and apparel; sewing services; leather working; manufacture of custom headwear and apparel
042 - custom design of apparel and headwear based on the personal selections made by customers; fashion design consulting services; custom design of wearable apparel and headwear for customers

KID N' ME

UNITED STATES	PAI.018.US (0217592)	19 Mar 2004 76/582,551	31 Jan 2006 3,052,239	REGISTERED
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Goods: 025 - Clothing, namely, t-shirts, bodysuits, rompers, stocking caps, cloth baby bibs, sweatshirts, shorts, jerseys, [baseball shirts,] and pants [and baseball caps]

OARSMAN

UNITED STATES	PAI.005.US (0217592)	21 Apr 2004 78/405,973	19 Apr 2005 2,942,159	REGISTERED
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Goods: 025 - clothing, namely, t-shirts, sweatshirts, jackets, fleece shirts, crew shirts, polo shirts, pullovers, windshirts, hats, and caps



OARSMAN 913 RUGGED DURABLE and Design

UNITED STATES	PAI.008.US (0217592)	14 Feb 2000 75/917,837	18 Sep 2001 2,490,248	REGISTERED
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Goods: 018 - Tote bags
024 - Towels
025 - Clothing, namely, t-shirts, sweatshirts, jackets, fleece shirts, crew shirts, polo shirts, pullovers, windshirts, hats, and caps



P and Cap Design

UNITED STATES	PAI.009.US (0217592)	30 Oct 1987 73/692,641	05 Jul 1988 1,495,198	REGISTERED
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Goods: 25 - headwear

PAI INC

UNITED STATES	PAI.015.US (0217592)	02 Mar 2010 77/948,129	28 May 2013 4,342,893	REGISTERED
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Goods: 018 - tote bags; sport bags; messenger bags; luggage; wallets; purses; umbrellas; backpacks
025 - headwear; caps; hats; visors; knit hats; straw hats; headbands; hat bands; scarves; shirts; t-shirts; sweatshirts; polo shirts; tank tops; sweaters; pullovers; vests; jackets; coats; shorts; pants; sweat pants; gloves; beach cover-ups; belts; socks; stockings; hosiery
040 - custom embroidering; embroidery services; apparel embroidery services; silk screen printing; direct-to-garment printing services; imprinting images on headwear and apparel; sewing services; leather working; manufacture of custom headwear and apparel
042 - custom design of apparel and headwear based on the personal selections made by customers; fashion design consulting services; custom design of wearable apparel and headwear for customers

COUNTRY	REFERENCE #	FILED APPLICATION #	REGISTERED REGISTRATION #	STATUS
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PAI INC PARAMOUNT APPAREL INTERNATIONAL, INC FASHION IS PARAMOUNT

UNITED STATES	PAI.016.US (0217592)	02 Mar 2010 77/948,135	28 May 2013 4,342,894	REGISTERED
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Goods: 018 - tote bags; sport bags; messenger bags; luggage; wallets; purses; umbrellas; backpacks
025 - headwear; caps; hats; visors; knit hats; straw hats; headbands; hat bands; scarves; shirts; t-shirts; sweatshirts; polo shirts; tank tops; sweaters; pullovers; vests; jackets; coats; shorts; pants; sweat pants; gloves; beach cover-ups; belts; socks; stockings; hosiery
040 - custom embroidering; embroidery services; apparel embroidery services; silk screen printing; direct-to-garment printing services; imprinting images on headwear and apparel; sewing services; leather working; manufacture of custom headwear and apparel
042 - custom design of apparel and headwear based on the personal selections made by customers; fashion design consulting services; custom design of wearable apparel and headwear for customers

PARAMOUNT APPAREL INTERNATIONAL INC.

UNITED STATES	PAI.010.US (0217592)	03 Jun 2002 78/132,797	13 Dec 2005 3,026,353	REGISTERED
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Goods: 025 - Caps, hats, visors, knit hats, straw hats, scarves, t-shirts, sweatshirts and gloves



PARAMOUNT APPAREL INTERNATIONAL INC. and Design

UNITED STATES	PAI.011.US (0217592)	03 Jun 2002 78/132,802	25 Nov 2003 2,786,282	REGISTERED
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Goods: 025 - Caps, hats, visors, knit hats, straw hats, scarves, t-shirts, sweatshirts and gloves

PARAMOUNT HEADWEAR

UNITED STATES	PAI.012.US (0217592)	06 Aug 1992 74/302,442	05 Jul 1994 1,843,706	REGISTERED
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Goods: 025 - headwear and scarves

PARAMOUNT OUTDOORS

UNITED STATES	PAI.002.US (0217592)	28 Oct 2004 78/977,982	17 Apr 2007 3,231,703	REGISTERED
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Goods: 025 - Hunting, fishing, camping and camouflage apparel, namely, headwear, caps and hats, shirts

THE BACK NINE

UNITED STATES	PAI.020.US (0217592)	31 May 1995 75/976,213	09 Sep 1997 2,096,131	REGISTERED
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Goods: 025 - clothing, namely hat, caps and visors

WELL PLAYED

UNITED STATES	PAI.023.US (0217592)	01 Apr 2016 86/961,441	06 Jun 2017 5,216,336	REGISTERED
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Goods: 025 - Apparel, namely, shirts, t-shirts, headwear, sweatshirts, hoodies, polo-shirts, jackets, pants, shorts, socks, tank tops, belts, swimwear, gloves, footwear, underwear, and pajamas

END OF REPORT

TOTAL ITEMS SELECTED = 19