

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM497402

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cortland Capital Market Services LLC, as Successor Agent to Morgan Stanley Senior Funding, Inc.		11/05/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Nine West Development LLC
Street Address:	1411 Broadway
Internal Address:	20th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	Limited Liability Company: DELAWARE
Name:	Rachel Roy IP Company LLC
Street Address:	148 West 37th Street
Internal Address:	2nd floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 76

Property Type	Number	Word Mark
Serial Number:	85480018	RACHEL ROY LABEL
Serial Number:	85481138	L A B E L RACHEL ROY
Serial Number:	85481140	LABEL RACHEL ROY
Serial Number:	85960153	MIXED MEDIA
Serial Number:	85960171	MIXED MEDIA
Serial Number:	85967897	MIXED MEDIA
Serial Number:	85960188	MIXED MEDIA
Serial Number:	85960191	MIXED MEDIA
Serial Number:	77839879	RACHEL RACHEL ROY

CH \$1915.00 85480018

Property Type	Number	Word Mark
Serial Number:	77839127	RACHEL RACHEL ROY
Serial Number:	85664069	RACHEL RACHEL ROY
Serial Number:	85940664	RACHEL RACHEL ROY
Serial Number:	85940684	RACHEL RACHEL ROY
Serial Number:	85940589	RACHEL RACHEL ROY
Serial Number:	85940689	RACHEL RACHEL ROY
Serial Number:	85940730	RACHEL RACHEL ROY
Serial Number:	85940768	RACHEL RACHEL ROY
Serial Number:	85940775	RACHEL RACHEL ROY
Serial Number:	86109546	RACHEL RACHEL ROY
Serial Number:	76615233	RACHEL ROY
Serial Number:	85940801	RACHEL ROY
Serial Number:	85940880	RACHEL ROY
Serial Number:	85940618	RACHEL ROY
Serial Number:	85940913	RACHEL ROY
Serial Number:	85940954	RACHEL ROY
Serial Number:	85940961	RACHEL ROY
Serial Number:	85940978	RACHEL ROY
Serial Number:	76623007	RACHEL ROY NEW YORK
Serial Number:	86099660	RR RACHEL ROY
Serial Number:	86099669	RR RACHEL ROY
Serial Number:	86099677	RR RACHEL ROY
Serial Number:	86099685	RR RACHEL ROY
Serial Number:	86099695	RR RACHEL ROY
Serial Number:	86100413	RR RACHEL ROY
Serial Number:	86100426	RR RACHEL ROY
Serial Number:	86100431	RR RACHEL ROY
Serial Number:	86100440	RR RACHEL ROY
Serial Number:	86099724	RACHEL ROY
Serial Number:	86099735	RACHEL ROY
Serial Number:	86099743	RACHEL ROY
Serial Number:	86099749	RACHEL ROY
Serial Number:	86099763	RACHEL ROY
Serial Number:	86100448	RACHEL ROY
Serial Number:	86100494	RACHEL ROY
Serial Number:	86100502	RACHEL ROY
Serial Number:	86100524	RACHEL ROY
Serial Number:	86046134	RR

Property Type	Number	Word Mark
Serial Number:	86046138	RR
Serial Number:	86046154	RR
Serial Number:	86046163	RR
Serial Number:	86046172	RR
Serial Number:	86046182	RR
Serial Number:	86046129	RR
Serial Number:	85725031	RR
Serial Number:	85725547	R
Serial Number:	85725551	R
Serial Number:	85725572	R
Serial Number:	85725579	R
Serial Number:	86119110	RRR
Serial Number:	86119190	RRR
Serial Number:	86119198	RRR
Serial Number:	86119221	RRR
Serial Number:	86119235	RRR
Serial Number:	86119243	RRR
Serial Number:	86119250	RRR
Serial Number:	86119266	RRR
Serial Number:	86119278	RRR
Serial Number:	86118752	RRR RACHEL RACHEL ROY
Serial Number:	86118864	RRR RACHEL RACHEL ROY
Serial Number:	86118870	RRR RACHEL RACHEL ROY
Serial Number:	86118881	RRR RACHEL RACHEL ROY
Serial Number:	86118972	RRR RACHEL RACHEL ROY
Serial Number:	86119036	RRR RACHEL RACHEL ROY
Serial Number:	86118954	RRR RACHEL RACHEL ROY
Serial Number:	86119048	RRR RACHEL RACHEL ROY
Serial Number:	86119053	RRR RACHEL RACHEL ROY

CORRESPONDENCE DATA

Fax Number: 3128622200

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: 3128628738

Email: michelle.nowicki@kirkland.com

Correspondent Name: Michelle Nowicki

Address Line 1: 300 N. LaSalle

Address Line 2: Kirkland & Ellis LLP

Address Line 4: Chicago, ILLINOIS 60654

TRADEMARK

REEL: 006478 FRAME: 0259

ATTORNEY DOCKET NUMBER:	24466-17
NAME OF SUBMITTER:	Michelle Nowicki
SIGNATURE:	/Michelle Nowicki/
DATE SIGNED:	11/08/2018

Total Attachments: 7

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RELEASE OF SECURITY INTEREST

This **RELEASE OF SECURITY INTEREST** (this "Release"), dated as of November 5, 2018, is made by **CORTLAND CAPITAL MARKET SERVICES LLC**, in its capacity as Successor Agent (the "Successor Agent"), to **MORGAN STANLEY SENIOR FUNDING, INC.** (the "Resigning Agent") in favor of Nine West Development LLC, as prior owner of the trademarks identified on Schedule A hereto, and Rachel Roy IP Company LLC, as successor thereto.

Reference is made to 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., Jasper Parent LLC, the Lenders party thereto from time to time and Morgan Stanley Senior Funding, Inc., as Collateral Agent.

Whereas, in connection with the Credit Agreement, and pursuant to a Trademark Security Agreement dated as of April 8, 2014 (the "Security Agreement"), the Grantors (as defined in the Security Agreement) granted a security interest in certain intellectual property owned by the Grantors, including the Trademarks identified on Schedule A to the Security Agreement;

Whereas, the Trademarks identified in the Security Agreement erroneously included the Trademarks listed on Schedule A attached hereto which are the property of Rachel Roy IP Company LLC and in which no Grantor had any interest at the time of filing (collectively, the "Rachel Roy Trademarks");

Whereas, the Security Agreement was recorded in the U.S. Patent and Trademark Office on April 11, 2014 at Reel 5259, Frame 0096;

Whereas, a Release of Security Interest to correct the erroneous filing of the Security Agreement was recorded in the U.S. Patent and Trademark Office on June 12, 2014 at Reel 5301 Frame 0733;

Whereas, an Intellectual Property Security Interest Assignment Agreement (the "IP Assignment Agreement") was recorded in the U.S. Patent and Trademark Office on July 5, 2018 at Reel 6403, Frame 0056 assigning, inter alia, the Security Agreement to the Successor Agent;

Whereas, the trademarks identified on Schedule 2 to the IP Assignment Agreement erroneously included the Rachel Roy Trademarks listed on Schedule A hereto which are the property of Rachel Roy IP Company LLC and in which neither Grantors nor Resigning Agent have any interest; and

Whereas, this Release is being executed to remedy the obvious error of including the Rachel Roy Trademarks on Schedule 2 to the IP Assignment Agreement.

NOW, THEREFORE, the Successor Agent hereby releases, without representation, recourse or warranty whatsoever, the security interest (if any) that the Successor Agent may have in the Rachel Roy Trademarks listed on Schedule A attached hereto, whether granted pursuant to the IP Assignment Agreement or any other agreement or document delivered in connection with the Credit Agreement.

The Successor Agent agrees, at the expense of the Borrower, to cooperate with the Borrower and to provide the Borrower with the information and additional authorization reasonably required to effect and record the release of the Successor Agent's security interests (if any) in such Rachel Roy Trademarks listed on Schedule A attached hereto. All of the Successor Agent's rights under the Credit Agreement and Security Agreement in other intellectual property owned by the Borrower shall remain in full force and effect.

By its execution hereof, the Successor Agent and each of the Grantors acknowledges and agrees that the Rachel Roy Trademarks shall be deemed deleted from Schedule 2 to the IP Assignment Agreement with the same effect as if they were never included thereon.

[Signature Page Follows]

IN WITNESS WHEREOF, the Lienholder has executed this Release as of the date first above written.

**CORTLAND CAPITAL MARKET
SERVICES LLC**

By:  _____

Name: Matthew Trybula
Associate Counsel

Title: _____
Authorized Signatory

ACKNOWLEDGED AND AGREED AS OF THE DATE FIRST ABOVE WRITTEN.

NINE WEST DEVELOPMENT LLC

By: 

Name: Ralph A. Schipani

Title: President

Schedule A

Trademark	Serial No.	Registration No.
LABEL RACHEL ROY (Stylized)	85480018	4265614
LABEL RACHEL ROY (Stylized)	85481138	4265619
LABEL RACHEL ROY (Stylized)	85481140	4265620
MIXED MEDIA	85960153	
MIXED MEDIA	85960171	
MIXED MEDIA	85967897	
MIXED MEDIA	85960188	
MIXED MEDIA	85960191	
RACHEL RACHEL ROY	77839879	4219833
RACHEL RACHEL ROY	77839127	4219831
RACHEL RACHEL ROY	85664069	
RACHEL RACHEL ROY	85940664	
RACHEL RACHEL ROY	85940684	
RACHEL RACHEL ROY	85940589	
RACHEL RACHEL ROY	85940689	
RACHEL RACHEL ROY	85940730	
RACHEL RACHEL ROY	85940768	
RACHEL RACHEL ROY	85940775	
RACHEL RACHEL ROY	86109546	
RACHEL ROY	76615233	3066466
RACHEL ROY	85940801	
RACHEL ROY	85940880	
RACHEL ROY	85940618	
RACHEL ROY	85940913	
RACHEL ROY	85940954	
RACHEL ROY	85940961	
RACHEL ROY	85940978	

Trademark	Serial No.	Registration No.
RACHEL ROY NEW YORK and Design	76623007	3044114
RACHEL ROY RR Wings Design 2013	86099660	
RACHEL ROY RR Wings Design 2013	86099669	
RACHEL ROY RR Wings Design 2013	86099677	
RACHEL ROY RR Wings Design 2013	86099685	
RACHEL ROY RR Wings Design 2013	86099695	
RACHEL ROY RR Wings Design 2013	86100413	
RACHEL ROY RR Wings Design 2013	86100426	
RACHEL ROY RR Wings Design 2013	86100431	
RACHEL ROY RR Wings Design 2013	86100440	
RACHEL ROY Wings Design 2013	86099724	
RACHEL ROY Wings Design 2013	86099735	
RACHEL ROY Wings	86099743	
RACHEL ROY Wings Design 2013	86099749	
RACHEL ROY Wings Design 2013	86099763	
RACHEL ROY Wings Design 2013	86100448	
RACHEL ROY Wings Design 2013	86100494	
RACHEL ROY Wings Design 2013	86100502	
RACHEL ROY Wings Design 2013	86100524	
RR (Rachel Roy Design 2013)	86046134	
RR (Rachel Roy Design 2013)	86046138	
RR (Rachel Roy Design 2013)	86046154	
RR (Rachel Roy Design 2013)	86046163	
RR (Rachel Roy Design 2013)	86046172	
RR (Rachel Roy Design 2013)	86046182	
RR (Rachel Roy Design 2013)	86046129	
RR logo 2012	85725031	
RR logo 2012	85725547	

Trademark	Serial No.	Registration No.
RR logo 2012	85725551	
RR logo 2012	85725572	
RR logo 2012	85725579	
RRR circle logo	86119110	
RRR circle logo	86119190	
RRR circle logo	86119198	
RRR circle logo	86119221	
RRR circle logo	86119235	
RRR circle logo	86119243	
RRR circle logo	86119250	
RRR circle logo	86119266	
RRR circle logo	86119278	
RRR RACHEL RACHEL	86118752	
RRR RACHEL RACHEL ROY and Design	86118864	
RRRRACHEL RACHEL ROY and Design	86118870	
RRR RACHEL RACHEL ROY and Design	86118881	
RRR RACHEL RACHEL ROY and Design	86118972	
RRR RACHEL RACHEL ROY and Design	86119036	
RRR RACHEL RACHEL ROY and Design	86118954	
RRR RACHEL RACHEL ROY and Design	86119048	
RRR RACHEL RACHEL ROY and Design	86119053	