

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM518830

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TERMINATION OF TRADEMARK SECURITY AGREEMENT RECORDED AT REEL 5365, FRAME 0948

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Goldman Sachs BDC, Inc. (as successor in interest to HPS Investment Partners, LLC, f/k/a Highbridge Principal Strategies, LLC)		04/12/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Avenue Stores, LLC
Street Address:	365 West Passaic Street - Suite 230
City:	Rochelle Park
State/Country:	NEW JERSEY
Postal Code:	07662
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 67

Property Type	Number	Word Mark
Serial Number:	71585064	CLOUD WALKER
Serial Number:	71692346	CLOUD WALK
Serial Number:	73262439	CLOUD SOFT COMFORT
Serial Number:	73482628	AVENUES
Serial Number:	73659480	AVENUE
Serial Number:	73742946	FORELLI
Serial Number:	74088374	THE AVENUE
Serial Number:	74114875	THE AVENUE SHOP FOR WOMEN
Serial Number:	74126732	THE AVENUE SHOP FOR WOMEN
Serial Number:	74601536	THE LARGE SIZE FASHION SOURCE
Serial Number:	74689183	THE AVENUE
Serial Number:	74733040	AVENUE
Serial Number:	74733041	THE AVENUE
Serial Number:	75047145	AVENUE BLUES
Serial Number:	75112849	WALK ON AIR
Serial Number:	75126778	CLOUD WALKERS

OP \$1690.00 71585064

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	75145439	CLOUD RACERS
Serial Number:	75197100	CLOUD WALKERS
Serial Number:	75297057	AVENUE
Serial Number:	75344134	NOTHING SHOULD STOP YOU
Serial Number:	75402951	CLOUD HEEL STRIKE PAD
Serial Number:	75423956	AVENUE PLUS
Serial Number:	75563498	CLOUD WALKERS
Serial Number:	75565573	AVENUE
Serial Number:	75568309	AVENUE
Serial Number:	75571005	CLOUD SOFT
Serial Number:	75580882	AVENUE ESSENTIALS
Serial Number:	75641016	JUST LIKE WALKING ON AIR
Serial Number:	75646503	CLOUD WALKERS
Serial Number:	75679659	AVENUE BODY
Serial Number:	75713086	AVENUE
Serial Number:	75714854	AVENUE
Serial Number:	75787014	AVENUE
Serial Number:	75980596	AVENUE.COM
Serial Number:	75980665	AVENUE
Serial Number:	76045176	AVENUE DIRECT
Serial Number:	76069571	CLOUDCARE
Serial Number:	76111811	AVENUE
Serial Number:	76180022	AVENUE
Serial Number:	76247822	CLOUDWALKERS
Serial Number:	76319141	CW SHOE
Serial Number:	76363600	AVENUE
Serial Number:	76434479	AVENUE
Serial Number:	76464641	DREAM CURVES
Serial Number:	77071336	SMOOTH EMBRACE
Serial Number:	77071906	SEXY SECRETS
Serial Number:	77220654	SEXY NIGHTS
Serial Number:	77301519	AVENUE JEANS
Serial Number:	77301559	AVENUE SIGNATURECHINO
Serial Number:	77396030	XTREME-TEK
Serial Number:	77893548	HIDDEN STYLE
Serial Number:	78540420	SHIRT AVENUE
Serial Number:	78575064	SOFT BY AVENUE
Serial Number:	78720322	AVENUE

Property Type	Number	Word Mark
Serial Number:	78745186	SOFT BY AVENUE
Serial Number:	78904540	AVENUE
Serial Number:	78939823	AVENUE BODY
Serial Number:	85063966	SEXY NIGHTS
Serial Number:	85209694	AVENUE
Serial Number:	85388235	AVENUE
Serial Number:	85885323	AVENUE YOURSELF
Serial Number:	85885348	YOURSELF
Serial Number:	86136819	SLEEP COOL BY AVENUE
Serial Number:	86136844	VIP KNITS BY AVENUE
Serial Number:	86249311	DELUX STRETCH
Serial Number:	86284294	AVENUEOUTLET
Serial Number:	86284298	AVENUE OUTLET

CORRESPONDENCE DATA

Fax Number: 2122919868

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: 212 558 4229

Email: demarcor@sullcrom.com, nguyenb@sullcrom.com

Correspondent Name: Raffaele A. DeMarco

Address Line 1: 125 Broad Street

Address Line 2: Sullivan & Cromwell LLP

Address Line 4: Washington, D.C. 10004-2498

NAME OF SUBMITTER:	Raffaele A. DeMarco
SIGNATURE:	/Raffaele A. DeMarco/
DATE SIGNED:	04/12/2019

Total Attachments: 7

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EXECUTION VERSION

TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS** (this “**Termination**”), dated as of April 12, 2019, is made by Goldman Sachs BDC, Inc., as collateral agent (in such capacity, the “**Collateral Agent**”), in favor of Avenue Stores, LLC, a Delaware limited liability company (the “**Obligor**”). Unless otherwise defined herein or the context otherwise requires, terms used in this Termination shall have the meanings assigned to such terms in the Security Agreement (as defined below). Notwithstanding the foregoing, for the purposes of this Termination, “**Trademark Collateral**” shall have the meaning assigned to such term in the Security Agreement (as defined below) and shall include, without limitation, Trademarks described in the Trademark Security Agreement, as well as those Trademarks listed on Schedule 1 attached hereto, and all goodwill in or to any of the foregoing.

WHEREAS, pursuant to that (i) certain Pledge and Security Agreement, dated as of September 19, 2014 (as it may be amended, restated, supplemented, waived or otherwise modified from time to time, the “**Security Agreement**”) between the Obligor, Ornatus URG Holdings, LLC, a Delaware limited liability company (“**Holdings**”), each of the subsidiaries of Holdings, and the Collateral Agent (as successor in interest to HPS Investment Partners, LLC (f/k/a Highbridge Principal Strategies, LLC), pursuant to that certain Successor Agent Agreement, dated as of February 5, 2019) and (ii) certain Short-Form Trademarks Security Agreement in United States Trademarks, dated as of September 19, 2014 and recorded with the United States Patent and Trademark Office at Reel / Frame 5365 / 0948 (the “**Trademark Security Agreement**”) executed by the Obligor in favor of the Collateral Agent (as successor in interest to HPS Investment Partners, LLC (f/k/a Highbridge Principal Strategies, LLC), pursuant to that certain Successor Agent Agreement, dated as of February 5, 2019), the Obligor pledged and granted to the Collateral Agent a security interest in and continuing lien on all of the right, title and interest in, to and under the Trademark Collateral;

WHEREAS, the Collateral Agent has agreed to terminate, release and discharge its security interest and lien on all of the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all obligations, indebtedness and liabilities of the Obligor secured by the Trademark Collateral pursuant to the Security Agreement and the Trademark Security Agreement, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby agrees as follows:

1. The Collateral Agent hereby irrevocably terminates, releases and discharges all of its mortgages, liens, and security interests in all of the Obligor’s right, title and interest in, to and under the Trademark Collateral and hereby reassigns any and all such right, title and interest (if any) that the Collateral Agent may have in the Trademark Collateral to the Obligor.
2. The Collateral Agent authorizes and requests that the United States Commissioner of Patents and Trademarks record this Termination.

3. THIS TERMINATION AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS TERMINATION SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES THAT WOULD REQUIRE THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION.

IN WITNESS WHEREOF, the Collateral Agent has caused this Termination of Security Interest in Trademark Collateral to be duly executed as of the date first set forth above.

GOLDMAN SACHS BDC, INC.,
as Collateral Agent

By: *de Yu*
Name: DAVID YU
Title: MANAGING DIRECTOR

[Signature Page for Trademark Release]

TRADEMARK
REEL: 006617 FRAME: 0403

Schedule 1
to
Termination of Security Interests in Trademark Collateral

Mark	Serial Number	Record Holder	Status	Registration Number	Registration Date/ Application Date	Country
AVENUE	75/565,573	AVENUE STORES, LLC	Registered	2727404	06/17/2003	USA
AVENUE	75/787,014	AVENUE STORES, LLC	Registered	2742451	07/29/2003	USA
AVENUE BODY	78/939,823	AVENUE STORES, LLC	Registered	3337392	11/13/2007	USA
DREAM CURVES	76/464,641	AVENUE STORES, LLC	Registered	2848836	06/1/2004	USA
AVENUE	75/713,086	AVENUE STORES, LLC	Registered	2860468	07/6/2004	USA
AVENUE	76/434,479	AVENUE STORES, LLC	Registered	2993599	09/13/2005	USA
CLOUD WALK	71/692,346	AVENUE STORES, LLC	Registered	0634405	09/11/1956	USA
THE LARGE SIZE FASHION SOURCE	74/601,536	AVENUE STORES, LLC	Registered	2016250	11/12/1996	USA
WALK ON AIR	75/112,849	AVENUE STORES, LLC	Registered	2055247	04/22/1997	USA
THE AVENUE	74/733,040	AVENUE STORES, LLC	Registered	2065819	05/27/1997	USA
THE AVENUE	74/733,041	AVENUE STORES, LLC	Registered	2088167	08/12/1997	USA
AVENUE BLUES	75/047,145	AVENUE STORES, LLC	Registered	2089978	08/19/1997	USA
CLOUD WALKERS	75/126,778	AVENUE STORES, LLC	Registered	2094680	09/9/1997	USA
AVENUE	76/180,022	AVENUE STORES, LLC	Registered	3337603	11/20/2007	USA
AVENUE	85/388,235	AVENUE STORES, LLC	Registered	4077310	12/27/2011	USA
SHIRT AVENUE & DESIGN	78/540,420	AVENUE STORES, LLC	Registered	3386257	02/19/2008	USA
THE AVENUE	74/689,183	AVENUE STORES, LLC	Registered	2144949	03/17/1998	USA
AVENUE DIRECT	76/045,176	AVENUE STORES, LLC	Registered	3418765	04/29/2008	USA
SMOOTH EMBRACE	77/071,336	AVENUE STORES, LLC	Registered	3432105	05/20/2008	USA
CLOUD WALKERS & DESIGN	75/197,100	AVENUE STORES, LLC	Registered	2163410	06/9/1998	USA
CLOUD RACERS	75/145,439	AVENUE STORES, LLC	Registered	2170163	06/30/1998	USA
AVENUE JEANS	77/301,519	AVENUE STORES, LLC	Registered	3470975	07/22/2008	USA

Mark	Serial Number	Record Holder	Status	Registration Number	Registration Date/ Application Date	Country
AVENUE SIGNATURE CHINO	77/301,559	AVENUE STORES, LLC	Registered	3475321	07/29/2008	USA
SEXY SECRETS	77/071,906	AVENUE STORES, LLC	Registered	3523077	10/28/2008	USA
AVENUE	75/297,057	AVENUE STORES, LLC	Registered	2218272	01/19/1999	USA
FORELLI	73/742,946	AVENUE STORES, LLC	Registered	1528397	03/7/1989	USA
SEXY NIGHTS	77/220,654	AVENUE STORES, LLC	Registered	3613102	04/28/2009	USA
AVENUE PLUS	75/423,956	AVENUE STORES, LLC	Registered	2251168	06/8/1999	USA
NOTHING SHOULD STOP YOU	75/344,134	AVENUE STORES, LLC	Registered	2300481	12/14/1999	USA
JUST LIKE WALKING ON AIR	75/641,016	AVENUE STORES, LLC	Registered	2351577	05/23/2000	USA
CLOUD WALKER	71/585,064	AVENUE STORES, LLC	Registered	0534076	11/28/1950	USA
CLOUD HEEL STRIKE PAD	75/402,951	AVENUE STORES, LLC	Registered	2423679	01/23/2001	USA
AVENUE	75/568,309	AVENUE STORES, LLC	Registered	2445518	04/24/2001	USA
HIDDEN STYLE	77/893,548	AVENUE STORES, LLC	Registered	3951871	04/26/2011	USA
AVENUE.COM	75/980,596	AVENUE STORES, LLC	Registered	2472442	07/24/2001	USA
AVENUE	75/980,665	AVENUE STORES, LLC	Registered	2474547	07/31/2001	USA
AVENUE	85/209,694	AVENUE STORES, LLC	Registered	4009165	08/9/2011	USA
SEXY NIGHTS	85/063,966	AVENUE STORES, LLC	Registered	4013617	08/16/2011	USA
AVENUE BODY	75/679,659	AVENUE STORES, LLC	Registered	2534538	01/29/2002	USA
AVENUE	75/714,854	AVENUE STORES, LLC	Registered	2601626	07/30/2002	USA
AVENUE	76/363,600	AVENUE STORES, LLC	Registered	2656395	12/3/2002	USA
CLOUD WALKERS & DESIGN	75/646,503	AVENUE STORES, LLC	Registered	2673518	01/14/2003	USA
CLOUD SOFT COMFORT	73/262,439	AVENUE STORES, LLC	Registered	1174357	10/20/1981	USA
THE AVENUE	74/088,374	AVENUE STORES, LLC	Registered	1678620	03/10/1992	USA

Mark	Serial Number	Record Holder	Status	Registration Number	Registration Date/ Application Date	Country
THE AVENUE SHOP FOR WOMEN	71/114,875	AVENUE STORES, LLC	Registered	1750551	02/2/1993	USA
XTREME TEK	77/396,030	AVENUE STORES, LLC	Registered	3569232	02/03/2009	USA
AVENUES	73/482,628	AVENUE STORES, LLC	Registered	1552946	08/22/1989	USA
AVENUE	73/659,480	AVENUE STORES, LLC	Registered	1563443	10/31/1989	USA
THE AVENUE SHOP FOR WOMEN	74/126,732	AVENUE STORES, LLC	Registered	1773306	05/25/1993	USA
CLOUD WALKERS	75/563,498	AVENUE STORES, LLC	Registered	2678430	01/21/2003	USA
CLOUD SOFT	75/571,005	AVENUE STORES, LLC	Registered	2556445	04/02/2002	USA
AVENUE ESSENTIALS	75/580,882	AVENUE STORES, LLC	Registered	2516111	12/11/2001	USA
CLOUDCARE	76/069,571	AVENUE STORES, LLC	Registered	2598919	07/23/2002	USA
AVENUE	76/111,811	AVENUE STORES, LLC	Registered	2608788	08/20/2002	USA
CLOUDWALKERS	76/247,822	AVENUE STORES, LLC	Registered	2630831	10/08/2002	USA
CW SHOE	76/319,141	AVENUE STORES, LLC	Registered	2642495	10/29/2002	USA
SOFT BY AVENUE	78/575,064	AVENUE STORES, LLC	Registered	3230962	04/17/2007	USA
AVENUE	78/720,322	AVENUE STORES, LLC	Registered	3221647	03/27/2007	USA
SOFT BY AVENUE	78/745,186	AVENUE STORES, LLC	Registered	3299503	09/25/2007	USA
AVENUE	78/904,540	AVENUE STORES, LLC	Registered	3236862	05/01/2007	USA
VIP KNITS BY AVENUE	86/136,844	AVENUE STORES, LLC	Published	N/A	N/A	USA
AVENUE YOURSELF	85/885,323	AVENUE STORES, LLC	Allowed	N/A	N/A	USA
SLEEP COOL BY AVENUE	86/136,819	AVENUE STORES, LLC	Allowed	N/A	N/A	USA
YOURSELF	85/885,348	AVENUE STORES, LLC	Allowed	N/A	N/A	USA
AVENUE OUTLET	86/284,298	AVENUE STORES, LLC	Pending	N/A	N/A	USA
AVENUE OUTLET	86/284,294	AVENUE STORES, LLC	Pending	N/A	N/A	USA
DELUX STRETCH	86/294,311	AVENUE STORES, LLC	Pending	N/A	N/A	USA
AVENUE	N/A	AVENUE STORES, LLC	Registered	010254514	09/09/2011	EU

Mark	Serial Number	Record Holder	Status	Registration Number	Registration Date/ Application Date	Country
AVENUE BLUES	N/A	THE AVENUE, INC.	Registered	07736	01/23/1996	HONG KONG
AVENUE BLUES	N/A	UNITED RETAIL INCORPORATED	Registered	171949	6/18/1997	TURKEY
AVENUE BLUESWEAR COLLECTION	N/A	THE AVENUE, INC.	Registered	TMA520522	12/14/1999	CANADA
AVENUE BLUESWEAR COLLECTION	N/A	UNITED RETAIL INCORPORATED	Registered	718610	11/06/1996	INDIA
AVENUE BLUESWEAR COLLECTION	N/A	UNITED RETAIL INCORPORATED	Registered	176469	10/02/1997	TURKEY
AVENUE BODY	N/A	AVENUE STORES, LLC	Pending	009953142	05/09/2011	EU
AVENUE BY DESIGN	N/A	UNITED RETAIL INCORPORATED	Registered	180245	01/09/1998	TURKEY
AVENUE STUDIO	N/A	AVENUE STORES, LLC	Pending	010126092	07/15/2011	EU
AVENUE	N/A	THE AVENUE, INC.	Registered	TMA548132	07/13/2001	CANADA
AVENUES & DESIGN	N/A	THE AVENUE, INC.	Registered	TMA 377914	01/11/1991	CANADA
CLOUD WALKERS & DESIGN	N/A	THE AVENUE, INC.	Registered	821763539	03/30/2004	BRAZIL
CLOUD WALKERS & DESIGN	N/A	THE AVENUE, INC.	Registered	821763547	02/15/2005	BRAZIL
CLOUD WALKERS & DESIGN	N/A	THE AVENUE, INC.	Registered	00127211	08/16/2000	TAIWAN
CLOUD WALKERS	N/A	UNITED RETAIL INCORPORATED	Registered	2119310	12/20/1996	UK
CLOUD WALKERS.COM	N/A	THE AVENUE, INC.	Registered	821725874	09/09/2003	BRAZIL
CLOUD WALKERS	N/A	THE AVENUE, INC.	Registered	821725866	03/23/2004	BRAZIL
CLOUD WALKERS	N/A	THE AVENUE, INC.	Registered	821727753	09/02/2003	BRAZIL
THE AVENUE	N/A	UNITED RETAIL INCORPORATED	Registered	138078	12/25/1992	TURKEY